**THIRD SUPPLEMENT DATED 19 SEPTEMBER 2013 TO THE BASE PROSPECTUS**

**CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK**
*(a limited liability company incorporated in France as a "Société Anonyme", governed by a Board of Directors, registered at the "Registre du Commerce et des Sociétés de Nanterre" under the reference SIREN 304 187 701, having its registered office at 9 quai du Président Paul Doumer, 92920 Paris*
*La Défense Cedex, France)*
and

**CREDIT AGRICOLE CIB FINANCIAL PRODUCTS (GUERNSEY) LIMITED**
*(incorporated in Guernsey)*
and

**CREDIT AGRICOLE CIB FINANCE (GUERNSEY) LIMITED**
*(incorporated in Guernsey)*
and

**CREDIT AGRICOLE CIB FINANCIAL SOLUTIONS**
*(incorporated in France)*

**€50,000,000,000**
**Structured Euro Medium Term Note Programme**
**unconditionally and irrevocably guaranteed by**

**CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK**

*Arranger and Dealer*
**CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK**

*Dealers*

| Crédit Agricole Securities Asia B.V., Tokyo Branch | Crédit Agricole Securities (USA) Inc. | Crédit Lyonnais |
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This supplement (the **Third Supplement** or the **Supplement**) is supplemental to, and should be read in conjunction with, the base prospectus dated 21 June 2013 (the **Base Prospectus**) and the first supplement dated 22 July 2013 (the **First Supplement**) and the second supplement dated 19 August 2013 (the **Second Supplement**), in relation to the €50,000,000,000 Structured Euro Medium Term Note Programme of Crédit Agricole Corporate and Investment Bank, Crédit Agricole CIB Financial Products (Guernsey) Limited, Crédit Agricole CIB Finance (Guernsey) Limited and Crédit Agricole CIB Financial Solutions (each an **Issuer** and together the **Issuers**). Unless the context otherwise requires, terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Application has been made to the *Commission de Surveillance du Secteur Financier* (the **CSSF**) in its capacity as competent authority under Directive 2003/71/EC (as amended) and the Luxembourg Act dated 10 July 2005 on prospectuses for securities (loi relative aux prospectus pour valeurs mobilières) (The **Prospectus Act**) (i) for approval of this Base Prospectus where it constitutes a base prospectus in compliance with Part II of the Prospectus Act and (ii) for approval where it constitutes a simplified prospectus in compliance with Part III of the Prospectus Act in connection with offers to the public of money markets instruments having a maturity of less than twelve months. This Supplement constitutes a supplement to the Base Prospectus for the purposes of article 13 of Chapter 1 of Part II of the Luxembourg Act dated 10 July 2005 on prospectuses for securities (the **Prospectus Act**) and a supplement to the Base Prospectus for the purposes of article 39 of Chapter 1 of part III of the Luxembourg Law on prospectus for securities.

Each of Crédit Agricole Corporate and Investment Bank (in respect of itself and Crédit Agricole CIB Financial Products (Guernsey) Limited, Crédit Agricole CIB Finance (Guernsey) Limited and Crédit Agricole CIB Financial Solutions) and Crédit Agricole CIB Financial Products (Guernsey) Limited, Crédit Agricole CIB Finance (Guernsey) Limited and Crédit Agricole CIB Financial Solutions (in respect of themselves) accepts responsibility for the information contained in this Supplement. To the best of the knowledge of Crédit Agricole Corporate and Investment Bank, Crédit Agricole CIB

Financial Products (Guernsey) Limited, Crédit Agricole CIB Finance (Guernsey) Limited and Crédit Agricole CIB Financial Solutions (who have taken all reasonable care to ensure that such is the case) the information contained herein is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Second Supplement.

In accordance with Article 13 paragraph 2 of the Prospectus Act, investors who have already agreed to purchase or subscribe for the Notes before this supplement is published have the right, exercisable until **23** September 2013, 5 p.m Paris Time, to withdraw their acceptances.

Copies of this Supplement, the Base Prospectus can be obtained from the registered office of Crédit Agricole Corporate and Investment Bank and the specified office of the Principal Paying Agent for the time being and are published on the Luxembourg Stock Exchange's website: www.bourse.lu and Crédit Agricole Corporate and Investment Bank's website: www.ca-cib.com.

This Supplement has been produced for the purpose:

I.        Incorporating by reference audited financial statements at 30 June 2013 of Credit Agricole CIB Financial Products (Guernsey) Limited

II.       Incorporating by reference audited financial statements at 30 June 2013 of Credit Agricole CIB Finance (Guernsey) Limited

III.     Incorporating by reference audited financial statements at 30 June 2013 of Credit Agricole CIB Financial Solutions

IV.     Correcting a material mistake in  the Base Prospectus as set out  below

| I. Audited financial statements at 30 June 2013 of CREDIT AGRICOLE CIB FINANCIAL PRODUCTS (GUERNSEY) LIMITED | |
| --- | --- |
| Statement of comprehensive income | Page 4 |
| Statement of financial position | Page 5 |
| Statement of changes in shareholders' equity | Page 6 |
| Statement of cash flows | Page 7 |
| Notes to the financial statements | Page 8 |

The information incorporated by reference that is not included in the cross-reference list, is considered as additional information and is not required by the relevant schedules of the **Commission Regulation**. (EC 809/2004)

This document will be published on the Luxembourg Stock Exchange's website: www.bourse.lu

| II. Financial statements at 30 June 2013 of CREDIT AGRICOLE CIB FINANCE (GUERNSEY) LIMITED | |
| --- | --- |
| Statement of comprehensive income | Page 4 |
| Statement of financial position | Page 5 |
| Statement of changes in shareholders' equity | Page 6 |
| Statement of cash flows | Page 7 |
| Notes to the financial statements | Page 8 |

The information incorporated by reference that is not included in the cross-reference list, is considered as additional information and is not required by the relevant schedules of the **Commission Regulation**. (EC 809/2004)

This document will be published on the Luxembourg Stock Exchange's website: www.bourse.lu

| III. Financial statements at 30 June 2013 of CREDIT AGRICOLE CIB FINANCIAL SOLUTIONS | |
| --- | --- |
| Balance sheet - Assets | Page 1 |
| Balance Sheet – Liabilities and Shareholder's equity | Page 2 |
| Income statement | Page 3 |
| Statement of changes in Shareholder's equity | Page 4 |
| Cash flow statement | Page 5 |

The information incorporated by reference that is not included in the cross-reference list, is considered as additional information and is not required by the relevant schedules of the **Commission Regulation**. (EC 809/2004)

This document will be published on the Luxembourg Stock Exchange's website: www.bourse.lu

**IV. For the purpose of correcting a material mistake, the Base Prospectus shall be amended as described below:**

A.    **In page 37 of the Base Prospectus (Summary) the following introductory paragraph shall be deleted its entirety:**

[*Knock-out Early Redemption Trigger:* Knock-out Early Redemption Trigger is applicable. If on [each Knock-out Observation Date] [at any time during the Knock-out Observation Period], a Knock-out Trigger occurs, the Issuer will redeem all of the Notes at the Early Redemption Amount with accrued interest, if any, on the Early Redemption Date (being the date **[●]** Business Days immediately following the Knock-out Observation Date on which the Knock-out Trigger occurs).]

**and shall be replaced by the following text (for ease of reference, deletions are marked with a strikethrough and insertions are underlined):**

[*Knock-out Early Redemption Trigger:* Knock-out Early Redemption Trigger is applicable. If on [~~each~~ any Knock-out Observation Date] [at any time during the Knock-out Observation Period], a Knock-out Trigger occurs, the Issuer will redeem all of the Notes at the Early Redemption Amount with accrued interest, if any, on the Early Redemption Date (being the date **[●]** Business Days immediately following the Knock-out Observation Date on which the Knock-out Trigger occurs).]

B.    **In page 894 of the Base Prospectus (Chapter 3: Knock-out Early Redemption Trigger of Annex 7) the following chapter shall be deleted in its entirety:**

**Early Redemption Trigger Conditions: Chapter 3: Knock-out Early Redemption Trigger**

*This chapter sets out additional terms and conditions applicable to Notes for which the applicable Final Terms specify Knock-out Early Redemption Trigger to be applicable.*

*The following terms and conditions (the **Knock-out Early Redemption Trigger Conditions**) shall apply to the Notes if the applicable Final Terms indicate that Knock-out Early Redemption Trigger (the **Knock-out Early Redemption Trigger**) is applicable. These Knock-out Early Redemption Trigger Conditions are subject to completion in accordance with the applicable Final Terms.*

*All capitalised terms that are not defined in these Knock-out Early Redemption Trigger Conditions or elsewhere in the Terms and Conditions will have the meanings given to them in the applicable Final Terms.*


## 3    KNOCK-OUT EARLY REDEMPTION TRIGGER

*If on (if Specified Dates is applicable) each Knock-out Observation Date or (if American is applicable) at any time during the Knock-out Observation Period, the Underlying Value of the $Underlying_r$ is not within the relevant Range, the relevant Issuer will redeem all of the Notes at the Early Redemption Amount with accrued interest, if any, on the corresponding Early Redemption Date. The Underlying Value reflects the price, level or rate of the $Underlying_r$ (without regard to any currency of denomination of such price, level or rate, as the case may be) at the relevant time. The value of the $Underlying_r$ may therefore affect when the Notes redeem.*


### 3.1    Definitions and interpretation

For the purposes of these Knock-out Early Redemption Trigger Conditions, the following terms shall have the following meanings:

**Early Redemption Amount** means, in respect of an early redemption of (a) the Notes (other than Zero Coupon Notes) pursuant to these Knock-out Early Redemption Trigger Conditions, the amount determined in accordance with the relevant Redemption Method or (b) Zero Coupon Notes pursuant to these Knock-out Early Redemption Trigger Conditions, the Fair Market Value Redemption Amount determined in accordance with General Condition 7.7 (*Fair Market Value Redemption Amounts*).

**Early Redemption Date** means, in respect of an early redemption of the Notes pursuant to these Knock-out Early Redemption Trigger Conditions, the date falling the Knock-out Number of Business Days immediately following the Knock-out Trigger Date.

**Knock-out Number** means the number specified as such in the applicable Final Terms.

**Knock-out Observation Date** means each date specified as such in the applicable Final Terms and each such date shall be deemed to be an 'Observation Date' for the purposes of the relevant Asset Conditions.

**Knock-out Observation Period** means the period specified as a Knock-out Observation Period in the applicable Final Terms.

**Knock-out Trigger** means that the Underlying Value is within the Range on each Knock-out Observation Date or at any time during the Knock-out Observation Period, as the case may be.

**Knock-out Trigger Date** means the last Knock-out Observation Date or date during the Knock-out Observation Period, as the case may be, on which a Knock-out Trigger occurs.

**Lower Limit** means the percentage or number specified as such in the applicable Final Terms.

**Range** means any one (only) of any one of $Range_1$, $Range_2$, $Range_3$, $Range_4$ or $Range_5$ as specified in the applicable Final Terms.

**$Range_1$** means that on each Knock-out Observation Date or at any time during the Knock-out Observation Period (as the case may be), the Underlying $Value_r$ is greater than or equal to the Lower Limit and lower than or equal to the Upper Limit.

**$Range_2$** means that on each Knock-out Observation Date or at any time during the Knock-out Observation Period (as the case may be), the Underlying $Value_r$ is greater than the Lower Limit and lower than the Upper Limit.

**$Range_3$** means that on each Knock-out Observation Date or at any time during the Knock-out Observation Period (as the case may be), the Underlying $Value_r$ is greater than or equal to the Lower Limit and lower than the Upper Limit.

**Range$_4$** means that on each Knock-out Observation Date or at any time during the Knock-out Observation Period (as the case may be), the Underlying Value$_r$ is greater than the Lower Limit and lower than or equal to the Upper Limit.

**Range$_5$** means that on each Knock-out Observation Date or at any time during the Knock-out Observation Period (as the case may be), the Underlying Value$_r$ is less than the Lower Limit and greater than the Upper Limit.

**Redemption Method** has the meaning set out in Annex 8 (*Redemption Method Conditions*).

**Underlying$_r$** means the Commodity, Index, Proprietary Index, Inflation Index, Proprietary Index, FX Rate or Benchmark Rate specified as such in the applicable Final Terms.

**Underlying Value** means, with respect to a Knock-out Observation Date:

(a)     in respect of an Underlying$_r$ which is a Commodity, the Commodity Reference Price;

(a)     in respect of an Underlying$_r$ which is a Benchmark Rate, the Benchmark Rate Level;

(b)     in respect of an Underlying$_r$ which is an Index or a Proprietary Index, the Index level;

(c)     in respect of an Underlying$_r$ which is an Inflation Index, the Inflation Index Level; or

(d)     in respect of an Underlying$_r$ which is a FX Rate, the relevant rate of exchange.

For the avoidance of doubt, the Underlying Value may have a positive value, negative value or may be equal to zero (0) and will be expressed without regard to the currency of denomination of the Underlying Value (if any).

**Underlying Value$_r$** means the Underlying Value of Underlying$_r$.

**Upper Limit** means the percentage or number specified as such in the applicable Final Terms.

### 3.2    Trigger

If:

(i)      Knock-out Early Redemption Trigger is specified in the applicable Final Terms to be applicable; and

(ii)     if Specified Dates is specified in the applicable Final Terms to be applicable, at any time on each relevant Knock-out Observation Date, a Knock-out Trigger occurs, or

(iii)    if American is specified in the applicable Final Terms to be applicable, at any time during the Knock-out Observation Period, a Knock-out Trigger occurs,

the relevant Issuer will redeem all, but not some only, of the Notes then outstanding on the Early Redemption Date and at the Early Redemption Amount together, if appropriate, with interest accrued to (but excluding) the Early Redemption Date.

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**and shall be replaced by the following text (for ease of reference, deletions are marked with a strikethrough and insertions are underlined):**

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**Early Redemption Trigger Conditions: Chapter 3: Knock-out Early Redemption Trigger**

*This chapter sets out additional terms and conditions applicable to Notes for which the applicable Final Terms specify Knock-out Early Redemption Trigger to be applicable.*

*The following terms and conditions (the **Knock-out Early Redemption Trigger Conditions**) shall apply to the Notes if the applicable Final Terms indicate that Knock-out Early Redemption Trigger (the **Knock-out Early Redemption Trigger**) is applicable. These Knock-out Early Redemption Trigger Conditions are subject to completion in accordance with the applicable Final Terms.*

*All capitalised terms that are not defined in these Knock-out Early Redemption Trigger Conditions or elsewhere in the Terms and Conditions will have the meanings given to them in the applicable Final Terms.*

## 3 KNOCK-OUT EARLY REDEMPTION TRIGGER

*If on (if Specified Dates is applicable) ~~each~~ any Knock-out Observation Date or (if American is applicable) at any time during the Knock-out Observation Period, the Underlying Value of the Underlying$_r$ is ~~not~~ within the relevant Range, the relevant Issuer will redeem all of the Notes at the Early Redemption Amount with accrued interest, if any, on the corresponding Early Redemption Date. The Underlying Value reflects the price, level or rate of the Underlying$_r$ (without regard to any currency of denomination of such price, level or rate, as the case may be) at the relevant time. The value of the Underlying$_r$ may therefore affect when the Notes redeem.*

### 3.1 Definitions and interpretation

For the purposes of these Knock-out Early Redemption Trigger Conditions, the following terms shall have the following meanings:

**Early Redemption Amount** means, in respect of an early redemption of (a) the Notes (other than Zero Coupon Notes) pursuant to these Knock-out Early Redemption Trigger Conditions, the amount determined in accordance with the relevant Redemption Method or (b) Zero Coupon Notes pursuant to these Knock-out Early Redemption Trigger Conditions, the Fair Market Value Redemption Amount determined in accordance with General Condition 7.7 (*Fair Market Value Redemption Amounts*).

**Early Redemption Date** means, in respect of an early redemption of the Notes pursuant to these Knock-out Early Redemption Trigger Conditions, the date falling the Knock-out Number of Business Days immediately following the Knock-out Trigger Date specified as such in the applicable Final Terms.

**Knock-out Number** means the number specified as such in the applicable Final Terms.

**Knock-out Observation Date** means each date specified as such in the applicable Final Terms and each such date shall be deemed to be an 'Observation Date' for the purposes of the relevant Asset Conditions.

**Knock-out Observation Period** means the period specified as a Knock-out Observation Period in the applicable Final Terms.

**Knock-out Trigger** means that the Underlying Value is within the Range on ~~each~~ any Knock-out Observation Date or at any time during the Knock-out Observation Period, as the case may be.

**Knock-out Trigger Date** means the last Knock-out Observation Date or date during the Knock-out Observation Period, as the case may be, on which a Knock-out Trigger occurs.

**Lower Limit** means the percentage or number specified as such in the applicable Final Terms.

**Range** means any one (only) of any one of Range$_1$, Range$_2$, Range$_3$, Range$_4$ or Range$_5$ as specified in the applicable Final Terms.

**Range$_1$** means that on each Knock-out Observation Date or at any time during the Knock-out Observation Period (as the case may be), the Underlying Value$_r$ is greater than or equal to the Lower Limit and lower than or equal to the Upper Limit.

**Range₂** means that on each Knock-out Observation Date or at any time during the Knock-out Observation Period (as the case may be), the $\text{Underlying Value}_r$ is greater than the Lower Limit and lower than the Upper Limit.

**Range₃** means that on each Knock-out Observation Date or at any time during the Knock-out Observation Period (as the case may be), the $\text{Underlying Value}_r$ is greater than or equal to the Lower Limit and lower than the Upper Limit.

**Range₄** means that on each Knock-out Observation Date or at any time during the Knock-out Observation Period (as the case may be), the $\text{Underlying Value}_r$ is greater than the Lower Limit and lower than or equal to the Upper Limit.

**Range₅** means that on each Knock-out Observation Date or at any time during the Knock-out Observation Period (as the case may be), the $\text{Underlying Value}_r$ is less than the Lower Limit and greater than the Upper Limit.

**Redemption Method** has the meaning set out in Annex 8 (*Redemption Method Conditions*).

**Underlying$_r$** means the Commodity, Index, Proprietary Index, Inflation Index, Proprietary Index, FX Rate or Benchmark Rate specified as such in the applicable Final Terms.

**Underlying Value** means, with respect to a Knock-out Observation Date:

(a)     in respect of an Underlying$_r$ which is a Commodity, the Commodity Reference Price;

(b)     in respect of an Underlying$_r$ which is a Benchmark Rate, the Benchmark Rate Level;

(c)     in respect of an Underlying$_r$ which is an Index or a Proprietary Index, the Index level;

(d)     in respect of an Underlying$_r$ which is an Inflation Index, the Inflation Index Level; or

(e)     in respect of an Underlying$_r$ which is a FX Rate, the relevant rate of exchange.

For the avoidance of doubt, the Underlying Value may have a positive value, negative value or may be equal to zero (0) and will be expressed without regard to the currency of denomination of the Underlying Value (if any).

**Underlying Value$_r$** means the Underlying Value of Underlying$_r$.

**Upper Limit** means the percentage or number specified as such in the applicable Final Terms.

### 3.2 Trigger

If:

(i)     Knock-out Early Redemption Trigger is specified in the applicable Final Terms to be applicable; and

(ii)    if Specified Dates is specified in the applicable Final Terms to be applicable, at any time on ~~each~~ any relevant Knock-out Observation Date, a Knock-out Trigger occurs, or

(iii)   if American is specified in the applicable Final Terms to be applicable, at any time during the Knock-out Observation Period, a Knock-out Trigger occurs,

the relevant Issuer will redeem all, but not some only, of the Notes then outstanding on the Early Redemption Date and at the Early Redemption Amount together, if appropriate, with interest accrued to (but excluding) the Early Redemption Date.

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C.     **In page 897 of the Base Prospectus (Chapter 4: Callable Knock-out Early Redemption Trigger of Annex 7) the following introductory paragraph shall be deleted its entirety:**

*If on a Callable Knock-out Observation Date, the Underlying Value of the Underlying$_r$ is not within the relevant Range, the relevant Issuer may (at its option) give notice to redeem all of the Notes at the Early Redemption Amount with accrued interest, if any, on the corresponding Early Redemption Date. The Underlying Value reflects the price, level or rate of the relevant Underlying$_r$ (without regard to any currency of denomination of such price, level or rate, as the case may be) at the relevant time. The value of the Underlying$_r$ may therefore affect when the notes redeem.*

**and shall be replaced by the following text (for ease of reference, deletions are marked with a strikethrough):**

*If on a Callable Knock-out Observation Date, the Underlying Value of the Underlying$_r$ is ~~not~~ within the relevant Range, the relevant Issuer may (at its option) give notice to redeem all of the Notes at the Early Redemption Amount with accrued interest, if any, on the corresponding Early Redemption Date. The Underlying Value reflects the price, level or rate of the relevant Underlying$_r$ (without regard to any currency of denomination of such price, level or rate, as the case may be) at the relevant time. The value of the Underlying$_r$ may therefore affect when the notes redeem.*

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D.     **In page 900 of the Base Prospectus ( Chapter 5: Puttable Knock-out Early Redemption Trigger of Annex 7) the following introductory paragraph shall be deleted its entirety:**

*If on a Puttable Knock-out Observation Date, the Underlying Value of the Underlying$_r$ is not within the relevant Range, the Noteholder may (at its option) request the relevant Issuer to redeem in whole the relevant Notes at the Early Redemption Amount with accrued interest, if any, on the corresponding Early Redemption Date. The Underlying Value reflects the price, level or rate of the relevant Underlying$_r$ (without regard to any currency of denomination of such price, level or rate, as the case may be) at the relevant time. The value of the Underlying$_r$ may therefore affect when the Notes redeem.*

**and shall be replaced by the following text (for ease of reference, deletions are marked with a strikethrough):**

*If on a Puttable Knock-out Observation Date, the Underlying Value of the Underlying$_r$ is ~~not~~ within the relevant Range, the Noteholder may (at its option) request the relevant Issuer to redeem in whole the relevant Notes at the Early Redemption Amount with accrued interest, if any, on the corresponding Early Redemption Date. The Underlying Value reflects the price, level or rate of the relevant Underlying$_r$ (without regard to any currency of denomination of such price, level or rate, as the case may be) at the relevant time. The value of the Underlying$_r$ may therefore affect when the Notes redeem.*