

FIFTH SUPPLEMENT DATED 29 NOVEMBER 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., Crédit Agricole Securities (USA) Inc.
Tokyo Branch**

Crédit Lyonnais

This supplement (the **Fifth 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**), the second supplement dated 19 August 2013 (the **Second Supplement**), the third supplement dated 19 September 2013 (the **Third Supplement**) and the fourth supplement dated 28 November 2013 (the **Fourth 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 Fourth 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 3 December 2013, 5 p.m., Paris Time, to withdraw their acceptances.

Copies of this Supplement and 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 to amend the Base Prospectus according to the below:

A. In page 950 of the Base Prospectus in the section “Recent Developments” as amended by the Fourth Supplement the following paragraph shall be added:

“Following the disposal of Cheuvreux in the second quarter, CLSA was sold at the end of July 2013 for a gain of +327 million euros and preparations for disposing of the stake in Newedge produced a negative impact of -159 million euros.”

B. For the avoidance of doubt, the section “Recent Developments shall be now read as follows (for ease of reference, the insertion is underlined):

RECENT DEVELOPMENTS

This section sets out recent developments with respect to the Issuers.

1. As of May 6th 2013, Crédit Agricole CIB and Kepler Capital Markets (Kepler) are pleased to announce the legal closing has taken place for Kepler to acquire Crédit Agricole Cheuvreux (CA Cheuvreux). This news follows on from the announcement on 17th July 2012 of ‘exclusive negotiations’ between Crédit Agricole CIB and Kepler.

Following the disposal of Cheuvreux in the second quarter, CLSA was sold at the end of July 2013 for a gain of +327 million euros and preparations for disposing of the stake in Newedge produced a negative impact of -159 million euros.

2. CITIC Securities Company Limited (“CITICS”) and Crédit Agricole Corporate and Investment Bank (“Crédit Agricole CIB”) are pleased to jointly announce the completion of the sale and purchase of the remaining 80.1% interest in CLSA.

With the 19.9% interest acquired previously, CLSA becomes a wholly owned subsidiary of CITICS and will spearhead its global, ex-China, sell side agency businesses.

Beijing / Hong Kong / Paris / Amsterdam – 31 July 2013: CITICS and Crédit Agricole CIB have the pleasure to jointly announce today that all the conditions precedent to the acquisition of the remaining 80.1% stake in CLSA have been satisfied or waived. The acquisition was completed on 31 July 2013, making CLSA a wholly owned subsidiary of CITICS.

CITICS becomes the first China based brokerage and investment banking firm to provide client services with a global reach spanning across major global markets including Australia, China, Hong Kong, India, Indonesia, Japan, Malaysia, the Philippines, Singapore, South Korea, Thailand, the United Kingdom and the United States through the network of offices of CLSA, in addition to CITICS' own existing network of 196 outlets in China and Hong Kong.

Due to a change in the scope of assets and businesses in CLSA, the net purchase consideration that Crédit Agricole CIB received on completion of this acquisition was USD 841.68 million, subject to adjustments in accordance with contractual terms with reference to the completion accounts of CLSA when these become available. CLSA's current business in Taiwan, which is not material to the overall business of CLSA as a whole, is excluded from this acquisition to comply with local regulations.

The Taiwan business of CLSA will be retained by Crédit Agricole CIB and continues to operate under its ownership. CITICS and Crédit Agricole CIB have also agreed that, as and when any future changes in the relevant laws and regulations in Taiwan permit, CLSA has the right to repurchase the CLSA Taiwan business from Crédit Agricole CIB within a period of 2 years. It is expected that, in the meantime, the exclusion of CLSA's Taiwan business from the acquisition would not have any undue impact on the overall businesses and operations of CLSA.

CITICS vows to maintain the independent perspectives of CLSA's research and its vibrant culture through safeguarding the autonomy of CLSA's daily operations. At the same time, CITICS is committed to further strengthening its domestic franchise in the PRC and develop cross-border business through CITIC Securities International Company Limited ("CSI"). Its acquisition of CLSA will offer a highly complementary international platform to better serve clients in China and globally. Going forward, as a wholly owned subsidiary of CITICS, CLSA's brand name will be preserved to spearhead CITICS' global, ex-China, sell side agency businesses. Business will be as usual at CLSA with its existing management team continues to manage CLSA's business and operations under the hallmark of a management agreement. CLSA's management team is accountable to CLSA's board of directors, comprising of, among others, WANG Dongming, Chairman of CITICS, YIN Ke, Vice Chairman of CITICS and CEO of CSI, Jonathan Slone, Chairman and CEO of CLSA and three independent directors. GE Xiaobo, a member of CITICS Executive Committee, will be appointed at the next board meeting. Striving for high standards of corporate governance, the board of CLSA will further be joined by a fourth independent director.

As the leading investment bank in China, CITICS remains committed to its shareholders, clients, and employees. CITICS and CLSA share a common vision to provide clients with a globally integrated service driven by a culture of innovation, integrity and independence. Both firms aim to offer broader products, views, reaches and seamless services to all clients, who can expect to benefit from the combined but differentiated strengths of CITICS and CLSA in product offerings, service capabilities and global experience. Collectively, CITICS and CLSA will remain committed to creating complementary products and services in order to cater for the diverse needs of their varied global clientele.

WANG Dongming, Chairman of CITICS, remarked, "We are very excited about our business prospects. Together with CLSA's unmatched platform, CITICS is the first Chinese investment bank with exclusive focus on and breadth of connectivity across the world's most dynamic capital markets, which place us in an unparalleled position in accompanying our clients to capture business opportunities in today's fast track market."

“We believe that CITICS’ full ownership in CLSA marks a significant step in CLSA’s business expansion in China, cementing CLSA’s strengths in the Asia Pacific region by contributing CITICS’ access to the abundant resources in the China market such as client coverage, government relationship, nation-wide sales and distribution networks. At the same time, CITICS opts to maintain CLSA’s independent perspectives and vibrant corporate culture. My teams at CITICS and colleagues at CLSA have already been working together on various initiatives of synergistic collaboration, for which we will provide updates to the market in due course.” added Mr. WANG.

Jonathan Slone, Chairman and CEO of CLSA, commented: “Having worked with CITICS over the past four years to close this deal, the CLSA team is very excited about working together to increase our product and service offering and to drive shareholder value. This deal solidifies our strong position in Asia and will provide further backing for our expansion globally.”

Jean-Yves Hoher, CEO of Crédit Agricole CIB, commented: “We are delighted that the CLSA transaction has been successfully completed, thanks to the close and on-going relationship we have developed with CITICS. Crédit Agricole CIB reaffirms its support of CLSA and we look forward to continue our cooperation with CITICS in the future. The new venture will have a global reach and will be a driving force in the sector in Asia.”

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Notes to Editors:

ABOUT CITIC SECURITIES COMPANY LIMITED (SSE: 600030, HKSE: 6030)

CITICS is a leading full service investment bank in China, whose A and H shares are listed on the Shanghai Stock Exchange and The Stock Exchange of Hong Kong Limited respectively. CITICS maintains top rankings in China’s capital markets across its principal business areas of securities brokerage, investment banking and asset management.

CITICS is one of the constituents stocks of both SSE 50 and MSCI China Index, as well as one of the top five constituents stocks in FTSE/Xinhua A50 China Index. It is also a constituent stock of the Hang Seng China H-Financials Index, Hang Seng China AH Index Series, Hang Seng Global Composite Index, Hang Seng Composite Index, Hang Seng Composite Industry Index - Finance, and the Hang Seng Composite MidCap index.

For more information about CITICS, please visit its website at www.cs.ecitic.com

ABOUT CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK:

Crédit Agricole CIB is the Corporate and Investment Banking arm of the Crédit Agricole Group, the world’s fifth-largest bank by total assets (The Banker, July 2013).

Crédit Agricole CIB offers its clients a comprehensive range of products and services in capital markets, investment banking, structured finance and corporate banking.

The Corporate and Investment Bank is structured around four major divisions:

- Client Coverage & International Network and Global Investment Banking
- Structured Finance
- Global Markets Division
- Debt Optimisation & Distribution.

The Bank provides support to clients in large international markets through its network with a presence in major countries in Europe, America, Asia and the Middle East.

For more information, please visit its website at www.ca-cib.com

3. As of the November 7th 2013, Crédit Agricole S.A. announced that it has entered into exclusive negotiations with Société Générale concerning the following transactions:

- the disposal by Crédit Agricole CIB of its 50% stake in the Newedge Group to Société Générale, their brokerage joint venture, for €275 millions and
- The concurrent acquisition by Crédit Agricole S.A. from Société Générale of a 5% stake in Amundi, their jointly owned asset management company, for an amount of €337.5m. Following this acquisition, Crédit Agricole would own 80% of Amundi and Société Générale, 20%. This sale would not have any impact on the current governance structure of the company. Amundi would remain the leading provider of savings solutions across Societe Generale's retail banking networks. Within the framework of the transaction, these distribution agreements would be extended through the end of 2019 from the initial expiration date scheduled for the end of 2014.

For Crédit Agricole S.A., the overall impact of the transaction will have a positive impact on the CET 1 ratio.

For Yves Perrier, Amundi's CEO, "Amundi was created in 2010 based on a business model that aims to provide high-performance savings solutions to the customers of several partner networks. In three years, Amundi has become number one in asset management in Europe with more than €750bn in assets under management. The extension of distribution agreements with Société Générale confirms the pertinence of this business model and bolsters the growth ambitions of Amundi, a core business for the Crédit Agricole Group."

For Jean-Yves Hoher, CEO of Crédit Agricole CIB, "the completion of this project would mark the final step of Crédit CIB's strategy launched in 2010 to refocus on its core financing, capital markets and advisory services businesses to support its key corporate and financial institution accounts."

The closing of the project is subject to a final agreement between the parties, the authorisation of the relevant regulatory bodies and the consultation with the workers councils in France.

About Newedge

Newedge is a 50/50 joint venture between Société Générale and Crédit Agricole CIB, focusing on global multiasset brokerage business, with a world-leading position in the execution and clearing of listed derivative products. Newedge is present across 85 financial markets in North America, Europe and Asia. Newedge provides a wide range of trade and post trade services to institutional and corporate clients, in particular through execution and clearing services on listed options and futures contracts on fixed income, foreign exchange, equities and commodities and on OTC markets. For the first 9 months of 2013, Newedge generated a Net Banking Income of EUR 516m.

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