

**FINAL TERMS DATED 29 May 2012**

**CREDIT AGRICOLE CIB FINANCE (GUERNSEY) LTD**

*(incorporated under the laws of Guernsey)*

Programme for the Issuance of Warrants and Certificates  
unconditionally and irrevocably guaranteed by Crédit Agricole Corporate and Investment Bank  
*(incorporated under the laws of France)*

Series n° 706

**Issue of 447,032 Certificates Linked to the Performance of the EURUSD Exchange Rate bullish USD  
due December 2017**

*These Certificates will be distributed in Italy. The Subscription Period will start on 21 May 2012 and will end on 28 May 2012.*

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated on 16 May 2012 which constitutes a base prospectus for the purposes of the Directive 2003/71/EC as amended by Directive 2010/73/EC (the "2010 PD Amending Directive") (the "Prospectus Directive"). This document constitutes the Final Terms of the Certificates described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on Credit Agricole CIB Finance (Guernsey) Limited (the "Issuer") and Crédit Agricole Corporate and Investment Bank (the "Guarantor") and the offer of the Certificates is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus is available for viewing on the Luxembourg Stock Exchange website ([www.bourse.lu](http://www.bourse.lu)), at the registered office of Crédit Agricole Corporate and Investment Bank and copies may be obtained free of charge at the specified office of the Certificate Agents.

References herein to numbered Conditions are to the terms and conditions of the relevant series of Certificates and words and expressions defined in such terms and conditions shall bear the same meaning in this Final Terms in so far as it relates to such series of Certificates, save as where otherwise expressly provided.

**The particulars to be specified in relation to this Series are as follows:**

**GENERAL PROVISIONS**

1	Issuer:	Crédit Agricole CIB Finance (Guernsey) Limited
2	Guarantor:	Crédit Agricole Corporate and Investment Bank
3	Dealer:	Crédit Agricole Corporate and Investment Bank
4	Series number of the Certificates:	706
5	Tranche number of the Series	1
6	If Certificates to be consolidated with certificates of existing series:	No
7	Aggregate Number of Certificates in the Series:	447,032
8	Aggregate Number of Certificates in	447,032

the Tranche:

9	Description of the Certificates:	Fixed Rate and Index Linked Redemption Certificates
10	Issue Date:	30 May 2012
11	Issue Price:	EUR 100 per Certificate
12	Nominal Amount:	EUR 100 notional amount per Certificate
13	Minimum Trading Lot:	1 Certificate
14	Date authorisation of Board for issuance of Certificates obtained;	Not Applicable

#### PROVISIONS RELATING TO INTEREST

15	Interest Payment Dates:	See paragraph 17(iii)
16	Interest Rate:	Not Applicable
17	Fixed Rate Provisions	Applicable
	(i) Interest Commencement Date:	30 May 2012
	(ii) Interest Rate(s) (including/excluding on overdue amounts after Redemption Date or date set for early redemption):	The premium is 6 per cent. (flat) payable in arrear. All references to "Interest" and "Interest Payment Date" shall be construed as references to "premium" and "premium payment date".
	(iii) Specified Interest Payment Date(s):	28 December 2012, subject to adjustment, for payment only, in accordance with the Modified Following Business Day Convention.  For the purposes of the Certificates, <b>Record Date</b> means 27 December 2012 (or if any such date is not a Business Day, the following day which is a Business Day), on which date the Issuer determines the Certificateholders entitled to receive payments under the Certificates. The Record Dates may be modified as required by <i>Borsa Italiana S.p.A.</i> for the purpose of obtaining admission to listing of the Certificates, or later, as the case may be.
	(iv) Fixed Coupon Amount[(s)]:	To be determined by the Calculation Agent
	(v) Day Count Fraction:	Not Applicable  Interest Amount will be unadjusted
	(vi) Determination Dates:	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Certificates:	Not Applicable
18	Floating Rate Provisions	Not Applicable
19	Interest Linked to Indices, Shares, Commodities, Debt, Currency, Interest Rate/Other	Not Applicable
20	Conditional Interest	Not Applicable

## PROVISIONS RELATING TO REDEMPTION

- 21 Method of Settlement: Cash Settled Certificates
- 22 Certificateholder entitled to elect for cash settlement or physical delivery: No
- 23 Redemption Date: 29 December 2017, subject to adjustment, for payment only, in accordance with the Modified Following Business Day Convention and subject to Condition 5(m) (Settlement Disruption)
- 24 Renouncement Notice Cut-off Time/  
*Data di Scadenza*: The Renouncement Notice Cut-Off Time means 4.00 pm (Milan time) of the TARGET and New York Business Day following the *Data di Scadenza*.  
  
The *Data di Scadenza* means 20 December 2017.
- 25 Averaging: Not Applicable
- 26 Cash Settled Certificates: Each Certificate shall be deemed to be automatically exercised at the *Data di Scadenza*.  
  
At any time prior to the Renouncement Notice Cut-Off Time (as defined in paragraph 24 above), any Certificateholder may renounce automatic exercise of such Certificate and renounce its right to any payment of any Redemption Amount by giving a duly completed renouncement notice (a "Renouncement Notice") in the form set out in Part C above to Relevant Clearing System, with a copy to the Issuer and the Principal Certificate Agent. If no Renouncement Notice is received before the Renouncement Notice Cut-off Time, the Redemption Amount payable by the Issuer on the Redemption Date will be determined by the Calculation Agent in accordance with the provisions set out in the Appendix I to these Final Terms.
- 27 Automatic Early Redemption: Not Applicable

## ISSUER CALL OPTION IN RESPECT OF CERTIFICATES

- 28 Issuer Call Option: Not Applicable

## HOLDER PUT OPTION IN RESPECT OF CERTIFICATES

- 29 Certificateholder Put Option: Not Applicable
- 30 Physical Delivery Certificates: Not Applicable
- 31 Issuer's Option to Vary Settlement: Condition 5(n) (*Issuer's Option to Vary Settlement*) is not applicable
- 32 FX Disruption: Condition 5(o) (*FX Disruption*) is not applicable
- 33 Restrictions: Condition 5(r) (*Restrictions*) is not applicable
- 34 Index Linked Certificates: Applicable to redemption only  
  
See paragraph 26 above

35	Share Linked Certificates:	Not Applicable
36	Dividends:	Condition 16(c) ( <i>Dividends</i> ) is not applicable.
37	Commodity Linked Certificates:	Not Applicable
38	Debt Linked Certificates:	Not Applicable
39	Currency Linked Certificates:	Not Applicable
40	Interest Rate Linked Certificate:	Applicable to Interest only See paragraph 17 above
41	Perpetual Certificates	Not Applicable
42	Leveraged Certificates	Not Applicable
43	Business Day relating to the payment of the Certificates:	TARGET and New York Business Day
44	Relevant Clearing System(s):	The Certificates will be centralised on Euroclear/Clearstream Luxembourg and cleared through the bridge accounts of Monte Titoli S.p.A.
45	Calculation Agent:	Crédit Agricole Corporate and Investment Bank
46	Related Exchange:	Not Applicable
47	Other conditions relating to Currency Linked Certificates, Debt Linked Certificates, Interest Rate Linked Certificates, Fund Linked Certificates and other certificates linked to any other underlying asset:	For the purposes of the Certificates:  (i) Condition 5(q)(i) ( <i>General</i> ) is amended as follows: "None of the Calculation Agent, the Issuer, the Guarantor, any Dealer or any Certificate Agent shall have any responsibility for any errors or omissions in the calculation of the Redemption Amount, Automatic Early Redemption Amount or of other amount whatsoever, except the cases of gross negligence and willful misconduct".  (ii) The first paragraph of Condition 5(s) ( <i>Italian Listed Certificates</i> ) is modified as follows: "Notwithstanding anything to the contrary in the Conditions: (i) Italian Listed Certificates shall be deemed to be automatically exercised at the <i>Data di Scadenza</i> , (ii) for so long as the Certificates are listed on <i>Borsa Italiana S.p.A.</i> , the Certificates shall be deemed to expire at the " <i>Data di Scadenza</i> " and (iii) references in the Conditions to "redemption" and "redeem" shall be construed as references to "termination" and "terminate".  (iii) For the purposes of (i) ascertaining the right to attend and vote at any meeting of Certificateholders and (ii) the determination of how many Certificates are outstanding for the purposes of Condition 9(a)( <i>Meetings of Certificateholders and Modifications</i> ) and Schedule 21 (Provisions for meetings of Securitiesholders) to the Amended and Restarted Master Warrants and Certificates

Agreement, those Certificates which are beneficially held by, or on behalf of, the Issuer, the Guarantor or any of their respective subsidiaries and not cancelled shall (unless and until ceasing to be so held) be deemed not to be outstanding provided, for the avoidance of doubt, that this shall not prejudice any rights of the Issuer or the Guarantor (through their respective representatives) and their respective legal and financial advisers in such Schedule 21 to attend and speak at any such meeting.

The Amended and Restarted Master Warrants and Certificates Agreement is available for viewing on the website of the Guarantor (<http://www.ca-cib.com/business-lines/debt-credit-markets-a-global-product-line.htm>).

(iv) For so long as the Italian Listed Certificates are listed on the regulated market organized and managed by *Borsa Italiana S.p.A.* and the rules of *Borsa Italiana S.p.A.* as interpreted by it so require, for the purpose of the Italian Listed Certificates, the Issuer may make, without the Certificateholders' consent, any amendments to the provisions of the Final Terms, which are deemed to be necessary or appropriate in order to remove ambiguities or inaccuracies or correct formal mistakes, provided that such amendments are not detrimental to Certificateholders' interest. The Final Terms may also be amended by the Issuer, without the Certificateholders' consent, where so required by the applicable laws and regulations, including the regulations of *Borsa Italiana S.p.A.*. The Issuer will notify the Certificateholders of such amendments by means of a notice published on the website of the Guarantor and/or pursuant to any other modality provided for the securities listed on SeDeX.

48	Rule 144A eligible:	Not Applicable
49	Details of the applicable type of US Selling Restrictions:	The Certificates may not be legally or beneficially owned at any time by any U.S. Person (as defined in Regulation S) and accordingly are being offered and sold outside the United States to persons that are not U.S. Persons in reliance on Regulation S.
50	Details of the relevant US selling restrictions certification required for the Asset Transfer Notice:	Not Applicable
51	Details of any additional selling restrictions:	Not Applicable
52	Form of Certificates:	Permanent Global Certificate Bearer Certificates
53	ISIN:	GG00B7N15J23

54	Common Code:	077931821
55	CUSIP:	Not Applicable
56	Listing:	Applicable. See Part B
57	Principal Certificate Agent	CACEIS Bank Luxembourg 39 allée Scheffer L-250 Luxembourg
58	Swedish CSD	Not Applicable
59	Swedish Issuing Agent	Not Applicable
60	Norwegian CSD	Not Applicable
61	Norwegian Issuing Agent	Not Applicable
62	Finnish CSD	Not Applicable
63	Finnish Issuing Agent	Not Applicable
64	Italian CSD:	Not Applicable
65	Italian Issuing Agent	Not Applicable

#### **PURPOSE OF FINAL TERMS**

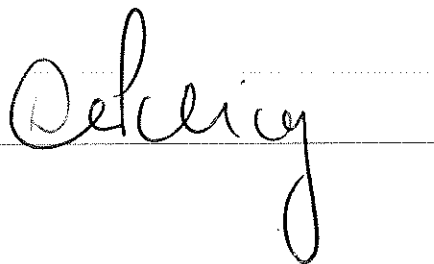
These Final Terms comprise the Final Terms required for issue and public offer in Italy and listing after the Issue Date of the Certificates described herein pursuant to the Programme for the Issuance of Warrants and Certificates of Crédit Agricole Corporate and Investment Bank and Crédit Agricole CIB Financial Products (Guernsey) Limited and Crédit Agricole CIB Finance (Guernsey) Limited and Crédit Agricole CIB Financial Solutions.

#### **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By



## PART B - OTHER INFORMATION

### 1 Listing and admission to Trading

Application is expected to be made by the Issuer (or on its behalf) for the Certificates to be listed and admitted to trading on the electronic "Securitized Derivatives Market" (the "SeDeX"), organized and managed by *Borsa Italiana S.p.A.* with effect on or after the Issue Date.

### 2 Ratings

Not Applicable

### 3 Risk Factors

As described in the Base Prospectus

### 4 Notification

The *Commission de Surveillance du Secteur Financier*, which is the Luxembourg competent authority for the purpose of the Prospectus Directive, has provided the *Commissione Nazionale per le Società e la Borsa* in Italy with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.

### 5 Interests of Natural and Legal Persons Involved in the Offer

The Distributors are appointed by the Issuer and will receive placement fees from the Issuer depending on the outcome of the Offer. Placement activity generally implies a potential conflict of interests.

Investors shall be aware of the fact that the Distributors appointed for the placement of the Certificates under these Final Terms, *Cassa di Risparmio di Parma e Piacenza S.p.A.*, *Cassa di Risparmio della Spezia S.p.A* e *Banca Popolare FriulAdria S.p.A.*, belong to the same Group as the Issuer, the *Crédit Agricole Group*. Since they act as Distributors of the Certificates, it could lead to a conflict of interests with the investors as such Distributors express the interest of the group. Furthermore, such Distributors will receive placement fees embedded in the Issue Price of the Certificates equal to a maximum amount of 5.00% of the Issue Price. All placement fees will be paid out upfront.

### 6 Reasons for the Offer, Estimated Net Proceeds and Total Expenses

Reasons for the offer	For general corporate purposes of the <i>Crédit Agricole Corporate and Investment Bank group</i>
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Estimated net proceeds:	Issue Price x Aggregate Number of Certificates, less distribution commissions mentioned in Point 8 of Part B
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Estimated total expenses:	To be determined at the end of the offer period
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### 7 Other Information concerning the Certificates to be admitted to trading

Not Applicable

### 8 Terms and Conditions of the Public Offer

Offer Price:	Issue Price (of which a maximum amount of 5.00% is represented by distribution commissions payable upfront to the Distributors)
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An offer (the Offer) of the Certificates may be made other than pursuant to Article 3(2) of the Prospectus Directive in Italy (the **Public Offer Jurisdiction**) during the period

from (and including) 21 May 2012 to (and including) 16.30 (Milan time) on 28 May 2012 (the **Offer Period**) during the hours in which banks are generally open for business in Italy.

The Certificates may be offered only in accordance with applicable laws and regulations and, in particular, pursuant to Articles 9 and 11 of the CONSOB Regulation 14 May 1999, n. 11971, as amended (the **Regulation**), Articles 14, 17 and 18 of the Prospectus Directive and in accordance with these Final Terms.

Conditions to which the offer is subject:

The Offer of the Certificates is conditional on their issue.

The Issuer reserves the right, in its absolute discretion, to cancel the Offer and the issue of the Certificates at any time prior to the Issue Date

The Issuer shall publish a notice on the website of the Guarantor (<http://www.ca-cib.com/business-lines/debt-credit-markets-a-global-product-line.htm>) in the event that the Offer is cancelled and the Certificates are not issued pursuant to the above.

For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises its right to cancel the Offer, such potential investor shall not be entitled to receive any Certificates.

Description of the application process:

Investors may apply to subscribe for Certificates during the Offer Period.

The Offer Period may be shortened or extended at any time and for any reason. In such case, the Issuer, shall give notice as soon as practicable to the public before the end of the Offer Period by means of a notice published on the website of the Guarantor (<http://www.ca-cib.com/business-lines/debt-credit-markets-a-global-product-line.htm>).

Applications for the Certificates can be made during the Offer Period through the Distributors. The applications can be made in accordance with the Distributors' usual procedures. Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer or the Dealer related to the subscription for the Certificates.

A prospective investor should contact a Distributor prior to the end of the Offer Period. A prospective investor will subscribe for Certificates in accordance with the arrangements agreed with the Distributors relating to the subscription of securities generally.

There is no pre-identified allotment criteria. The Distributors will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Certificates requested through the Distributors during the Offer Period



will be assigned except as otherwise specified herein.

Description of the possibility to reduce subscriptions and the manner for refunding excess amount paid by applicants:

Not Applicable

The Distributors, in agreement with the Issuer, reserves the right to accept any subscription requests for Certificates which would exceed the "up to" aggregate principal amount of the Certificates of 800,000 Certificates and the Issuer may increase the "up to" aggregate principal amount of the Certificates.

The Issuer shall publish a notice on the website of the Guarantor (<http://www.ca-cib.com/business-lines/debt-credit-markets-a-global-product-line.htm>) in the event that the "up to" Aggregate Number of Certificates of 800,000 Certificates is exceeded and the "up to" Aggregate Number of Certificates is increased.

Details of the minimum and/or maximum amount of application:

There is no maximum amount of application.

Minimum amount of application is EUR 100.

Details of the method, and time limits for paying up and delivering the Certificates:

The Certificates will be available on a delivery versus payment basis.

The Certificates offered to investors will be issued on the Issue Date against payment by the Distributors, via the Dealer, to the Issuer of the gross subscription moneys. Each such investor will be notified by the relevant Distributor of the settlement arrangements in respect of the Certificates at the time of such investor's application.

The Issuer estimates that the Certificates will be delivered to the purchaser's respective book-entry securities account on or around the Issue Date.

Manner in and date in which results of the offer are to be made public:

Publication on the website of the Guarantor (<http://www.ca-cib.com/business-lines/debt-credit-markets-a-global-product-line.htm>) on or around the Issue Date.

Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:

Not applicable

Categories of potential investors to which the securities are offered and whether tranche(s) have been reserved for certain countries:

The Offer may be made through Distributors to any person in Italy in compliance with all relevant selling restrictions, as described in the Base Prospectus.

Qualified Investors (*investitori qualificati*, as defined in Article 100 of the Financial Services Act) may be assigned only those Certificates remaining after the allocation of all the Certificates requested by the public during the Offer Period

Any investor not located in Italy should contact its financial adviser, bank or financial intermediary for more

information and may only purchase Certificates from its financial adviser, bank or financial intermediary which are remaining after the allocation of all the Certificates subscribed by the public during the Offer Period.

Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:

Applicants will be notified directly by the Distributor of the success of their application.

Dealing in the Certificates may commence on the Issue Date.

Amount of any expenses and taxes specifically charged to the subscriber or purchaser:

Responsibility for any tax implications of investing in these Certificates rests entirely with the subscriber or purchaser.

As to the taxation regime applicable to the Certificates, see Appendix I for details.

For the Offer Price which includes the fees payable upfront to the Distributors see above "Offer Price".

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place

Not Applicable

## 11 Placing and Underwriting

Name and address of the co-ordinator(s) of the global offer and of single parts of the offer:

Not Applicable

Name and address of any paying agents and depository agents in each country (in addition to the Principal Paying Agent):

Not Applicable

Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements:

Crédit Agricole Corporate and Investment Bank is the *Responsabile del Collocamento* (the **Dealer**), in relation to the public offer in Italy since it has appointed the Distributors. For the avoidance of doubt, the Dealer will not act as distributor/placer and will not offer the Certificates in Italy.

The Certificates will be offered in Italy without any underwriting commitment and no undertakings have been made by third parties to guarantee the subscription of the Certificates.

The Certificates will be publicly offered in Italy through the following distributors (the "**Distributors**"):

Cassa Di Risparmio Di Parma E Piacenza S.p.A. at:  
via Università, 1  
43121 Parma,  
Italy

Cassa di Risparmio della Spezia S.p.A. at:  
Corso Cavour, 86

19121 La Spezia,  
Italy  
Banca Popolare Friuladria S.p.A. at:  
piazza XX Settembre,2  
33170 Pordenone,  
Italy

When the underwriting agreement has been or will be reached: Not Applicable

**PART C**

**[Form of Renouncement Notice (to be included for Italian Listed Certificates which are Italian Certificates)]**

**RENOUNCEMENT NOTICE**  
*(to be completed by the Certificateholder)*

**CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK**  
*(a limited liability company incorporated in France as a "société anonyme")*

and

**CRÉDIT AGRICOLE CIB FINANCIAL PRODUCTS (GUERNSEY) LIMITED**  
*(a limited liability company incorporated in Guernsey)*

and

**CRÉDIT AGRICOLE CIB FINANCE (GUERNSEY) LIMITED**  
*(a limited liability company incorporated in Guernsey)*

[insert title of Certificates]

and

**CRÉDIT AGRICOLE CIB FINANCIAL SOLUTIONS**  
*(a limited liability company incorporated in France)*

ISIN: [●]

..... (the "Certificates") .....

To: [Italian Issuing Agent]

[address]

Fax No: [●]

c/c Principal Certificate Agent

[address]

Fax No: [●]

We/I the undersigned Certificateholder(s)

hereby communicate that we are renouncing the Automatic Exercise on the Exercise Date [scheduled to fall on [●]] of the rights granted by the Certificates in accordance with the Conditions.

Series No. of the Certificates:

Number of Certificates the subject of this notice:

\_\_\_\_\_

The undersigned understands that if this Renouncement Notice is not completed and delivered as provided in the Conditions or is determined to be incomplete or not in proper form (in the determination of the Italian Issuing Agent), it will be treated as null and void.

If this Renouncement Notice is subsequently corrected to the satisfaction of the Italian Issuing Agent, it will be deemed to be a new Renouncement Notice submitted at the time such correction was delivered to the Italian Issuing Agent.

Expressions defined in the Conditions shall bear the same meanings in this Renouncement Notice.

Place and date:

\_\_\_\_\_

Signature of the Certificateholder

\_\_\_\_\_

Name of beneficial owner of the Certificates

\_\_\_\_\_

\_\_\_\_\_

Signature]

**PART D**

Form of Renouncement Notice *(to be included for Italian Listed Certificates which are not Italian Certificates)*

**RENOUNCEMENT NOTICE**

*(to be completed by the beneficial owner of the Certificates)*

**CRÉDIT AGRICOLE CIB FINANCIAL PRODUCTS (GUERNSEY) LIMITED**

*(a limited liability company incorporated in Guernsey)*

[insert title of Certificates]

ISIN: [    ]

(the "Certificates")

To: [Financial Intermediary]

[address]

Fax No: [    ]

(the "Financial Intermediary")

c/c Issuer

[address]

Fax No: [    ]

c/c Principal Certificate Agent

[address]

Fax No: [    ]

We/I the undersigned Certificateholder

hereby communicate that we are renouncing the automatic exercise of the rights granted by the Certificates in accordance with the Conditions.

Series No. of the Certificates:

Number of Certificates the subject of this notice:

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The undersigned understands that if this Renouncement Notice is not completed and delivered as provided in the Conditions or is determined to be incomplete or not in proper form (in the determination of the Financial Intermediary), it will be treated as null and void.

If this Renouncement Notice is subsequently corrected to the satisfaction of the Financial Intermediary, it will be deemed to be a new Renouncement Notice submitted at the time such correction was delivered to the Financial Intermediary.

Expressions defined in the Conditions shall bear the same meanings in this Renouncement Notice.

Place and date:

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Name of beneficial owner of the Certificates

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Signature

**APPENDIX 1**  
**Redemption Amount**

**(This Appendix forms part of the Final Terms to which it is attached)**

The Redemption Amount payable by the Issuer on the Redemption Date upon redemption of each Certificate will be an amount in EUR calculated by the Calculation Agent (and rounded to the nearest second decimal, with 0.005 and above being rounded upwards) in accordance with the following provisions:

(a) If the Calculation Agent determines, on the Final Valuation Date, that  $EUR/USD_{Final}$  is equal to or higher than  $EUR/USD_{Initial}$ , then the Redemption Amount per Certificate will be equal to:

**100% x Nominal Amount**

(b) If the Calculation Agent determines, on the Final Valuation Date, that  $EUR/USD_{Final}$  is strictly higher than  $80\% \times EUR/USD_{Initial}$  AND strictly lower than  $EUR/USD_{Initial}$ , then the Redemption Amount per Certificate will be equal to:

$$\text{Nominal Amount} \times \left[ 100\% + \frac{EUR/USD_{Initial} - EUR/USD_{Final}}{EUR/USD_{Final}} \right]$$

(c) If the Calculation Agent determines, on the Final Valuation Date, that  $EUR/USD_{Final}$  is equal to or lower than  $80\% \times EUR/USD_{Initial}$ , then the Redemption Amount per Certificate will be equal to:

**125% x Nominal Amount**

**Where:**

“ $EUR/USD_{Initial}$ ” means the EUR/USD exchange rate, expressed as a number of USD per one EUR, which appears on the Reuters Screen ECB37 Page at or about 2:15 p.m., Frankfurt time, and as determined by the Calculation Agent on the Initial Valuation Date.

“ $EUR/USD_{Final}$ ” means the EUR/USD exchange rate, expressed as a number of USD per one EUR, which appears on the Reuters Screen ECB37 Page at or about 2:15 p.m., Frankfurt time, and as determined by the Calculation Agent on the Final Valuation Date.

“**Initial Valuation Date**” means 30 May 2012, or if such date is not a TARGET and New York Business Day, then the immediately following TARGET and New York Business Day.

“**Final Valuation Date**” means 20 December 2017, or if such date is not a TARGET and New York Business Day, then the immediately following TARGET and New York Business Day.

If any of  $EUR/USD_{Initial}$  or  $EUR/USD_{Final}$  is not available for any reason, the Calculation Agent shall determine such rate in its sole and absolute discretion on commercial basis as it shall consider appropriate and in accordance with standard market practice. Such determination shall be final and binding on the Issuer, the Certificate Agents and each relevant Certificateholder in the absence of manifest error, wilful default or fraud.

“**EUR**” means Euro, the lawful currency of the member states of the European Union that adopt the single currency in accordance with the EC Treaty.

“**USD**” means United States Dollar, the lawful currency of the United States of America.



## APPENDIX 2

(This Appendix forms part of the Final Terms to which it is attached)

### Taxation in the Republic of Italy

*The following is a summary of current Italian law and practice relating to the taxation of the Certificates. The statements herein regarding taxation are based on the laws in force in Italy as at the date of this Final Terms and are subject to any changes in law occurring after such date, which changes could be made on a retroactive basis. The Issuer will not update this summary to reflect changes in laws and if such a change occurs the information in this summary could become invalid.*

*The following summary does not purport to be a comprehensive description of all the tax considerations which may be relevant to a decision to subscribe for, purchase, own or dispose of the Certificates and does not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities or commodities) may be subject to special rules.*

*This summary does not describe the tax consequences for a Certificateholder in case Physical Delivery is provided and, in particular, in respect of Certificates that are redeemable in exchange for, or convertible into, shares, of the exercise, settlement or redemption of such Certificates and/or any tax consequences after the moment of exercise, settlement or redemption.*

*With regard to certain innovative or structured financial instruments there is currently neither case law nor comments of the Italian tax authorities as to the tax treatment of such financial instruments. Accordingly, it cannot be excluded that the Italian tax authorities and courts or Italian intermediaries may adopt a view different from that outlined below.*

*Prospective purchasers are advised to consult their own tax advisers concerning the overall tax consequences of their interest in the Certificates.*

#### *Capital gains*

Pursuant to the generally followed interpretation of the Italian tax law where the Italian resident Certificateholder is (i) an individual not engaged in an entrepreneurial activity to which the Certificates are connected, (ii) a non-commercial partnership, pursuant to article 5 of of Presidential Decree No. 917 of 22 December 1986 (TUIR) (with the exception of general partnership, limited partnership and similar entities) (iii) a non-commercial private or public institution, or (iv) an investor exempt from Italian corporate income taxation, and the Certificates generate capital gains pursuant to article 67 TUIR, capital gains accrued on the sale or the exercise of the Certificates are subject to a 12.5 per cent. substitute tax (*imposta sostitutiva*). The recipient who is an Italian resident individual may opt for three different taxation criteria provided for by article 67 of TUIR and Legislative Decree No. 461 of 21 November 1997 (Decree 461), as subsequently amended:

1. Under the tax declaration regime (regime della dichiarazione), which is the default regime for taxation of capital gains realised by Italian resident individuals not engaged in an entrepreneurial activity to which the Certificates are connected, the *imposta sostitutiva* on capital gains will be chargeable, on a yearly cumulative basis, on all capital gains, net of any offsettable capital loss, realised by the Italian resident individual holding the Certificates not in connection with an entrepreneurial activity pursuant to all sales or redemptions of the Certificates carried out during any given tax year. Italian resident individuals holding the Certificates not in connection with an entrepreneurial activity must indicate the overall capital gains realised in any tax year, net of any relevant incurred capital loss, in the annual tax return and pay *imposta sostitutiva* on such gains together with any balance income tax due for such year. Capital losses in excess of capital gains may be carried forward against capital gains realised in any of the four succeeding tax years.
2. As an alternative to the tax declaration regime, Italian resident individuals holding the Certificates not in connection with an entrepreneurial activity may elect to pay the *imposta sostitutiva* separately on capital gains realised on each sale or redemption of the Certificates (the "*risparmio*

*amministrato*" regime provided for by Article 6 of the Decree 461). Such separate taxation of capital gains is allowed subject to (i) the Certificates being deposited with Italian banks, SIMs or certain authorised financial intermediaries and (ii) an express election for the *risparmio amministrato* regime being timely made in writing by the relevant Certificateholder. The depository is responsible for accounting the *imposta sostitutiva* in respect of capital gains realised on each sale or redemption of the Certificates (as well as in respect of capital gains realised upon the revocation of its mandate), net of any incurred capital loss, and is required to pay the relevant amount to the Italian tax authorities on behalf of the taxpayer, deducting a corresponding amount from the proceeds to be credited to the Certificateholder or using funds provided by the Certificateholder for this purpose. Under the *risparmio amministrato* regime, where a sale or redemption of the Certificates results in a capital loss, such loss may be deducted from capital gains subsequently realised, within the same relationship of deposit, in the same tax year or in the following tax years up to the fourth. Under the *risparmio amministrato* regime, the Certificateholder is not required to declare the capital gains in the annual tax return.

3. Any capital gains realised or accrued by Italian resident individuals holding the Certificates not in connection with an entrepreneurial activity who have entrusted the management of their financial assets, including the Certificates, to an authorised intermediary and have opted for the so-called "*risparmio gestito*" regime (regime provided for by Article 7 of the Decree 461). will be included in the computation of the annual increase in value of the managed assets accrued, even if not realised, at year end, subject to a 12.5 per cent. substitute tax, to be paid by the managing authorised intermediary. Under this *risparmio gestito* regime, any depreciation of the managed assets accrued at year end may be carried forward against increase in value of the managed assets accrued in any of the four succeeding tax years. Under the *risparmio gestito* regime, the Certificateholder is not required to declare the capital gains realised in the annual tax return.

Where an Italian resident Certificateholder is a company or similar commercial entity, or the Italian permanent establishment of a foreign commercial entity to which the Certificates are effectively connected, capital gains arising from the Certificates will not be subject to *imposta sostitutiva*, but must be included in the relevant Certificateholder's income tax return and are therefore subject to Italian corporate tax (IRES) and, in certain circumstances, depending on the "status" of the Certificateholder, also as a part of the net value of production for IRAP purposes.

Capital gains realised until 30 June 2011 by a Certificateholder which is an open-ended or closed-ended investment fund (subject to the tax regime provide by Law No. 77 of 23 March 1983) (Fund) or a SICAV will be included in the result of the relevant portfolio accrued in the period 1 January 2011 – 30 June 2011, to be subject to the 12.50 per cent. ad hoc substitute tax. Starting from 1 July 2011, capital gains realised by a Certificateholder which is a Fund or a SICAV will not be subject neither to substitute tax nor to any other income tax in the hands of the Fund or the SICAV.

Capital gains realised by a Certificateholder which is an Italian pension fund (subject to the regime provided by article 17 of the Legislative Decree No. 252 of 5 December 2005) will be included in the result of the relevant portfolio accrued at the end of the tax period, to be subject to the 11 per cent. ad hoc substitute tax.

Capital gains realised by non-Italian resident Certificateholders without a permanent establishment in Italy are not subject to Italian taxation, if the Certificates are held outside Italy or the capital gains derive from transactions executed in regulated markets.

#### *Atypical securities*

In accordance with a different interpretation of current tax law it is possible that the Certificates would be considered as 'atypical' securities pursuant to Article 8 of Law Decree No. 512 of 30 September 1983 as implemented by Law No. 649 of 25 November 1983. In this event, payments relating to Certificates may be subject to an Italian withholding tax, levied at the rate of 27 per cent.

The 27 per cent. withholding tax mentioned above does not apply to payments made to a non- Italian resident Certificateholder or to an Italian resident Certificateholder which is (i) a company or similar

commercial entity (including the Italian permanent establishment of foreign entities); (ii) a commercial partnership; or (iii) a commercial private or public institution.

This withholding is levied by the Italian intermediary appointed by the Issuer, intervening in the collection of relevant income or in the negotiation or repurchasing of the Certificates.

#### *Payments made by a non-resident Guarantor*

With respect to payments made to Italian resident Certificateholders by a non-Italian resident guarantor, in accordance with one interpretation of Italian tax law, any such payment made by the Italian non-resident guarantor could be treated, in certain circumstances, as a payment made by the relevant Issuer and would thus be subject to the tax regime described in the previous paragraphs of this section.

#### *Inheritance and gift taxes*

Pursuant to Law Decree No. 262 of 3 October 2006, (Decree No. 262), converted into Law No. 286 of 24 November 2006, the transfers of any valuable asset (including shares, bonds or other securities) as a result of death or donation are taxed as follows:

- (i) transfers in favour of spouses and direct descendants or direct ancestors are subject to an inheritance and gift tax applied at a rate of 4 per cent. on the value of the inheritance or the gift exceeding EUR 1,000,000 per beneficiary;
- (ii) transfers in favour of relatives to the fourth degree and relatives-in-law to the third degree, are subject to an inheritance and gift tax applied at a rate of 6 per cent. on the entire value of the inheritance or the gift. Transfers in favour of brothers/sisters are subject to the 6 per cent. inheritance and gift tax on the value of the inheritance or the gift exceeding EUR 100,000 per beneficiary; and
- (iii) any other transfer is, in principle, subject to an inheritance and gift tax applied at a rate of 8 per cent. on the entire value of the inheritance or the gift.

If the transfer is made in favour of persons with severe disabilities, inheritance and gift tax applies on the value exceeding Eur 1,500,000.

#### *Transfer Tax*

Article 37 of Law Decree No 248 of 31 December 2007 ("Decree No. 248"), converted into Law No. 31 of 28 February 2008, published on the Italian Official Gazette No. 51 of 29 February 2008, has abolished the Italian transfer tax, provided for by Royal Decree No. 3278 of 30 December 1923, as amended and supplemented by the Legislative Decree No. 435 of 21 November 1997.

Following the repeal of the Italian transfer tax, as from 31 December 2007 contracts relating to the transfer of securities are subject to the registration tax as follows: (i) public deeds and notarized deeds are subject to fixed registration tax at rate of EUR 168; and (ii) private deeds are subject to registration tax only in case of use or voluntary registration.

#### *EU Savings Directive*

Under EC Council Directive 2003/48/EC on the taxation of savings income (the "EU Savings Directive"), Member States are required to provide to the tax authorities of another Member State details of payments of interest (or similar income) paid by a person within its jurisdiction to an individual resident in that other Member State or to certain limited types of entities established in that other Member State. However, for a transitional period, Luxembourg and Austria are instead required (unless during that period they elect otherwise) to operate a withholding system in relation to such payments (the ending of such transitional period being dependent upon the conclusion of certain other agreements relating to information exchange with certain other countries). A number of non-EU countries and territories including Switzerland have agreed to adopt similar measures (a withholding System in the case of Switzerland).

The European Commission has proposed certain amendments to the Directive, which may, if implemented, amend or broaden the scope of the requirements described above.

#### *Implementation in Italy of the EU Savings Directive*

Italy has implemented the EU Savings Directive through Legislative Decree No. 84 of 18 April 2005 (“Decree No. 84”). Under Decree No. 84, subject to a number of important conditions being met, in the case of interest paid to individuals which qualify as beneficial owners of the interest payment and are resident for tax purposes in another Member State, Italian qualified paying agents shall not apply the withholding tax and shall report to the Italian Tax Authorities details of the relevant payments and personal information on the individual beneficial owner. Such information is transmitted by the Italian Tax Authorities to the competent foreign tax authorities of the State of residence of the beneficial owner.