

## APPLICABLE FINAL TERMS

31 October 2012

### Crédit Agricole Corporate and Investment Bank

#### Issue of up to EUR 60,000,000 Fixed Rate to Floating Rate Notes due December 2017 under the €50,000,000,000 Structured Euro Medium Term Note Programme

*These Notes will be distributed in the Kingdom of Spain. The Offer Period will start on 2 November 2012 and will end on 30 November 2012.*

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (each, a **Relevant Member State**) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer of the Notes may only do so:

- (i) in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer; or
- (ii) in those Public Offer Jurisdictions mentioned in Paragraph 46 of Part A below, provided such person is one of the persons mentioned in Paragraph 46 of Part A below and that such offer is made during the Offer Period specified for such purpose therein.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

The expression **Prospectus Directive** means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression **2010 PD Amending Directive** means Directive 2010/73/EU.

### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the section entitled "*Terms and Conditions of the Notes*" in the Base Prospectus dated 18 June 2012 and any supplements thereto which together constitute a base prospectus for the purposes of Directive 2003/71/EC (the **Prospectus Directive**) as amended (which includes the amendments made by Directive 2010/73/EU (the as amended (which includes the amendments made by Directive 2010/73/EU (the **2010 PD Amending Directive**) to the extent that such amendments have been implemented in a relevant Member State)) to the extent that such amendments have been implemented in a relevant Member State). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing on the Luxembourg Stock Exchange website ([www.bourse.lu](http://www.bourse.lu)) and during normal business hours at the registered office of Crédit Agricole CIB and the specified office of the Principal Paying Agent.

1.	(a) Issuer:	<b>Crédit Agricole Corporate and Investment Bank</b>
2.	(a) Series Number:	2564
	(b) Tranche Number:	1
3.	Status of the Notes:	Unsubordinated
4.	Specified Currency or Currencies:	Euro ("EUR")
5.	Aggregate Nominal Amount:	
	- Series:	Up to EUR 60,000,000 To be determined at the end of the Offer Period
	- Tranche:	Up to EUR 60,000,000 To be determined at the end of the Offer Period
6.	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
7.	(a) Specified Denominations:	EUR 1,000
	(b) Calculation Amount:	EUR 1,000
8.	(a) Issue Date:	7 December 2012
	(b) Interest Commencement Date:	Issue Date
9.	Maturity Date:	7 December 2017
10.	Interest Basis:	- In respect of the Interest Period from and including the Issue Date to but excluding 7 December 2013: 3.00 per cent. per annum Fixed Rate  (further particulars specified in paragraph 16 below)  - In respect of each Interest Period from and including 7 December 2013 to but excluding the Maturity Date: EUR CMS 3 Years Floating Rate  (further particulars specified in paragraph 17 below)
11.	Redemption/Payment Basis:	Redemption at par
12.	Change of Interest Basis or Redemption/Payment Basis:	See paragraph 10 above
13.	Put/Call Options:	Not Applicable
14.	Date Board approval for issuance of Notes:	Authorisation given by the Board of Directors of Crédit Agricole Corporate and Investment Bank dated 22 August 2012
15.	Method of distribution:	Non-syndicated



- (g) ISDA Determination: Applicable
  - Floating Rate Option: EUR-ISDA-EURIBOR Swap Rate-11:00
  - Designated Maturity: 3 (three) years
  - Reset Date: The first day of each Interest Period
- (h) Margin(s): Not Applicable
- (i) Minimum Rate of Interest: 0.00 per cent. per annum
- (j) Maximum Rate of Interest: Not Applicable
- (k) Rate Multiplier: Not Applicable
- (l) Day Count Fraction: 30/360
- (m) Interest Periods: Interest Periods will be unadjusted
- (n) Fall back provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions: Not Applicable

- 18. **Zero Coupon Note Provisions** Not Applicable
- 19. **Dual Currency Note Provisions** Not Applicable
- 20. **Credit Linked Note Provisions:** Not Applicable
- 21. **Commodity Linked Note Provisions:** Not Applicable
- 22. **Equity Linked Note Provisions:** Not Applicable
- 23. **Index Linked Note Provisions** Not Applicable
- 24. **Fund Linked Note Provisions** Not Applicable
- 25. **GDR/ADR Linked Note Provisions:** Not Applicable

#### **GENERAL PROVISIONS RELATING TO REDEMPTION**

- 26. Issuer Call: Not Applicable
- 27. Investor Put: Not Applicable
- 28. Final Redemption Amount of each Note: EUR 1,000 per Calculation Amount

29. Early Redemption Amount(s) payable on redemption for taxation reasons, if applicable, or on Event of Default or on termination due to Illegality or Force Majeure (if applicable) and/or the method of calculating the same (if required or if different from that set out in Condition 7.7): Not Applicable

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

30. (a) Form: Bearer Notes:  
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event.
- (b) New Global Note: Yes
31. "Payment Business Day" election in accordance with Condition 6.6 or other special provisions relating to Payment Business Days: Modified Following Payment Business Day
32. Additional Financial Centre(s) or other special provisions relating to Payment Days: TARGET and Madrid
33. Talons for future Coupons or Receipts to be attached to Definitive Bearer Notes (and dates on which such Talons mature): No
34. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable
35. Details relating to Instalment Notes:
- (i) Instalment Amount(s): Not Applicable
- (ii) Instalment Date(s): Not Applicable
36. Redenomination applicable: Redenomination not applicable
37. Condition 10.2 (Gross-up): Not Applicable
38. Illegality and Force Majeure (Condition 21): Applicable
39. Calculation Agent: Crédit Agricole Corporate and Investment Bank
40. Delivery Agent (Equity Linked Notes/Credit Linked Notes): Not Applicable

41. Other terms or special conditions: Income arising as a result of interest payments or transfers of the Notes obtained by Noteholders who are (a) resident in the Kingdom of Spain for tax purposes or (b) non-resident in the Kingdom of Spain but acting through a permanent establishment in the Kingdom of Spain will be subject to taxation in the Kingdom of Spain, in accordance with Spanish tax legislation in force at the time.  
The Noteholders should seek advice based on the Noteholder's particular circumstances from an independent tax adviser.

## DISTRIBUTION

42. (a) If syndicated, names and addresses of Managers and underwriting commitments: Not Applicable  
(b) Date of Subscription Agreement: Not Applicable  
(c) Stabilising Manager (if any): Not Applicable
43. If non-syndicated, name and address of relevant Dealer: The following Dealer is procuring subscribers for the Notes:  
  
Crédit Agricole Corporate and Investment Bank  
9, Quai du Président Paul Doumer  
92920 Paris La Défense Cedex  
France  
  
Crédit Agricole Corporate and Investment Bank has appointed Barclays bank S.A.U. as Distributor for the distribution of the Notes in the Kingdom of Spain.
44. Total commission and concession: Distributor will receive placement fees embedded in the Issue Price of the Notes equal to a maximum amount of 5.00 per cent. of the Issue Price
45. U.S. Selling Restrictions: TEFRA D
46. Non exempt Offer: Applicable  
An offer of the Notes may be made in the Kingdom of Spain (**Public Offer Jurisdiction**) during the period from and including 2 November 2012 to and including 30 November 2012 (**Offer Period**).
47. Additional selling restrictions: Not Applicable
48. Conditions of Offer: See paragraph 11 of "Part B" below

## OPERATIONAL INFORMATION

49. Branch of Account for the purposes of: Not Applicable

Condition 6.5:

**PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue and admission to trading on the *Bourse de Luxembourg* of the Notes described herein pursuant to the €50,000,000,000 Structured Euro Medium Term Note Programme of the Issuers.

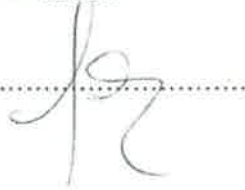
**RESPONSIBILITY**

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

Signed on behalf of the Issuer:

By: .....

Duly authorised

A handwritten signature in blue ink, consisting of a vertical line with a loop at the top and a horizontal stroke at the bottom, crossing the dotted line.

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on *the Bourse de Luxembourg* with effect from the Issue Date and to be listed on the Official List of the *Luxembourg Stock Exchange*.

### 2. RATINGS

Ratings: The Notes to be issued have not been rated

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE AND THE OFFER

Save for any fees payable to the Dealers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

### 4. NOTIFICATION

The *Commission de Surveillance du Secteur Financier* in Luxembourg has provided the Spanish Securities Market Authority (CNMV) in the Kingdom of Spain, inter alios, with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.

### 5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- |                                 |   |
|---------------------------------|---|
| (i) Reasons for the offer       | See "Use of Proceeds" in Base Prospectus        |
| (ii) Estimated net proceeds:    | To be determined at the end of the Offer Period |
| (iii) Estimated total expenses: | To be determined at the end of the Offer Period |

### 6. YIELD (*Fixed Rate Notes Only*)

Indication of yield Not Applicable

### 7. HISTORIC INTEREST RATES (*Floating Rate Notes Only*)

Not Applicable

### 8. PERFORMANCE OF INDEX/FORMULA, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING (*Index-Linked Notes Only*)

Not Applicable

**9. PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT (Dual Currency Notes Only)**

Not Applicable

**10. OPERATIONAL INFORMATION**

- (i) ISIN Code: XS0848427026
- (ii) Common Code: 084842702
- (iii) VALOREN Code: Not Applicable
- (iv) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable
- (v) Delivery: Delivery against payment
- (vi) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (vii) Intended to be held in a manner which would allow Eurosystem eligibility: No

**11. TERMS AND CONDITIONS OF THE OFFER**

Offer Price: The Issue Price

Conditions to which the offer is subject: The Issuer reserves the right to withdraw the offer of the Notes at any time on or prior to the Offer End Date (as defined below). For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such a right, each such potential investor shall not be entitled to subscribe or otherwise acquire the Notes and any applications will be automatically cancelled and any purchase monies will be refunded to the applicant.

Description of the application process: The offer period shall begin and include 2 November 2012 and shall end on 30 November 2012 (the "**Offer End Date**"). The Issuer reserves the right to end the offer period of the Notes at any time prior to the Offer End Date.  
The final amount of Notes to be issued will be determined at the end of the offer period and will depend on the total amount of received

	subscription orders in respect of the Notes and will be published on or prior to the Issue Date on the web site of the Issuer ( <a href="http://www.ca-cib.com">www.ca-cib.com</a> )
Details of the minimum and/or maximum amount of application:	There is no maximum subscription application amount. Minimum subscription application amounts must equal at least EUR 1,000 and be in multiples of EUR 1,000 thereafter.
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Subscription application orders may be reduced in the case of oversubscriptions, with any excess amount of funds paid being refunded without delay with no entitlement for compensation.
Details of the method and time limits for paying up and delivering the Notes:	Not Applicable
Manner in and date on which results of the offer are to be made public:	Within the due course after the end of the subscription period.
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 Notes are offered and whether tranche(s) have been reserved for certain countries:	Retail, private and institutional investor
Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:	In the case of oversubscription, allotted amounts will be notified to applicants by way of ordinary mail. In all other cases, allotted amounts will be equal to the amount of the application, and no further notification shall be made.  No dealing in the Notes may begin before the earlier of (i) the date any such notification is made and (ii) the Issue Date.
Amount of any expenses and taxes specifically charged to subscriber or purchaser:	Not Applicable
Names and addresses, to the extent known to the Issuer, of the placers in the various countries where the offer takes place:	None