

SUPPLEMENT DATED 19 DECEMBER 2012 TO THE BASE PROSPECTUS DATED 16 MAY 2012

CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK

(a limited liability company incorporated in France as a “société anonyme”)

and

CREDIT AGRICOLE CIB FINANCIAL PRODUCTS (GUERNSEY) LIMITED

(a limited liability company incorporated in Guernsey)

and

CREDIT AGRICOLE CIB FINANCE (GUERNSEY) LIMITED

(a limited liability company incorporated in Guernsey)

CREDIT AGRICOLE CIB FINANCIAL SOLUTIONS

(a limited liability company incorporated in France)

**Programme for the Issuance of Warrants and Certificates
unconditionally and irrevocably guaranteed by**

CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK

This supplement (the “**Supplement**” or the “**Third Supplement**”) is supplemental to, and should be read in conjunction with the base prospectus dated 16 May 2012 (the “**Base Prospectus**”), the first supplement dated 26 June 2012 (the “**First Supplement**”) and the second supplement dated 23 August 2012 (the “**Second Supplement**”), prepared in relation to the Programme for the Issuance of Warrants and Certificates 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**) unconditionally and irrevocably guaranteed by Crédit Agricole Corporate and Investment Bank. Unless the context otherwise requires, terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Third Supplement constitutes a supplement to the Base Prospectus for the purpose of article 13 of the Luxembourg Law on prospectuses for securities dated 10 July 2005.

Each of Crédit Agricole Corporate and Investment Bank (in respect of itself, Crédit Agricole CIB Financial Products (Guernsey) Limited, Crédit Agricole CIB Finance (Guernsey) Limited and Crédit Agricole CIB Financial Solutions), 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 Third Supplement. To the best of the knowledge of Crédit Agricole Corporate and Investment Bank (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 or any statement incorporated by reference into the Base Prospectus by 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 Third Supplement, there has been no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus since the publication of the Base Prospectus.

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 21 December 2012 2012, 5 p.m Paris Time, to withdraw their acceptances.

This Supplement has been produced for the purposes of (i) incorporating by reference on page 27 of the Base Prospectus the Financial review at 30 June 2012 of Credit Agricole Corporate and Investment Bank (update of 2011 shelf-registration document) and (ii) incorporating by reference on page 27 of the Base Prospectus the new version of (A) the unaudited half year financial statements ended 30 June 2012 of Credit Agricole CIB Financial Products (Guernsey) Limited, and (B) the unaudited half year financial statements ended 30 June 2012 of Credit Agricole CIB Finance (Guernsey) Limited. These new versions shall replace the previous versions of such half year financial statements which had been incorporated by reference to the Base Prospectus by, and as stated in the Second Supplement.

On page 172, the following paragraphs shall be added to the section “Recent Developments”:

“RECENT DEVELOPMENTS

Capitalisation of Crédit Agricole Corporate and Investment Bank (CACIB)

Except as set forth in this Base Prospectus including, for the avoidance of doubt, the Documents Incorporated by Reference, there has been no material change in the capitalisation of CACIB since 30 June 2012.

The share capital at 30 June 2012 as set out on page 34 of the update of the 2011 Shelf-Registration Document of CACIB reflects the consolidated capitalisation of CACIB after payment of the dividend proposed by the Board of the Directors on 21 February 2012 to CACIB's Annual General Shareholders' Meeting held on 9 May 2012. Shareholders were offered the option of receiving the dividend in cash or in newly issued shares.

Further to the resolution adopted by the Shareholders General Meeting of 9 May 2012, the shareholders opted from 9 May 2012 until 21 June 2012 inclusive for the payment in shares of the dividends payable to them.

The stock dividend payment resulted on 21 June 2012 in the issuance of 17,751,981 new shares with a nominal value of € 27 each (representing an increase of 7.07 per cent. of the share capital). This resulted in a capital increase of € 479,303,487, and a € 168,111,260.07 share premium, increasing CACIB's capital to € 7,254,575,271 (from € 6,775,271,784).

The new shares carry dividend rights as of 1st January 2012 and have the same rights as the existing shares of CACIB.

The cash dividend for shareholders not opting for payment in shares was also paid on 21 June 2012.

The payment of the dividend by CACIB resulted in a payment of € 647,414,859.36 in the aggregate.

Updated financial data

An update of the financial data concerning CACIB was published with the first semester 2012 financial results in the document entitled “ Update of 2011 shelf-registration document ; Financial review at 30 June 2012 ” and available on Crédit Agricole CIB's website at the following address:

Other events

No other significant events took place during the period”

I Financial review at 30 June 2012 of Credit Agricole Corporate and Investment Bank (update of 2011 shelf-registration document)

The following table shall be added to the table incorporated in pages 27 to 29 of the Base Prospectus. Such table below indicates the page references corresponding to the main information headings required by regulation EC 809/2004 (annex XI) enacting the terms of the Prospectus Directive.

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Any information not listed in the cross reference list but included in the document incorporated by reference is given for information purpose only.

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

II Half year financial statements ended June 30, 2012 of Crédit Agricole CIB Financial Products (Guernsey) Limited, Crédit Agricole CIB Finance (Guernsey) Limited

New versions of the half year financial statements ended 30 June 2012 of Crédit Agricole CIB Financial Products (Guernsey) Limited, Crédit Agricole CIB Finance (Guernsey) Limited are added to the list of documents incorporated by reference mentioned on the pages 29 and 30 of the Base Prospectus and are published on the Luxembourg Stock Exchange website www.bourse.lu.

The tables below replace the tables indicated in the Second Supplement regarding Crédit Agricole CIB Financial Products (Guernsey) Limited and Crédit Agricole CIB Finance (Guernsey) Limited

A. Unaudited half year financial statements ended 30 June 2012 of CREDIT AGRICOLE CIB FINANCIAL PRODUCTS (GUERNSEY) LIMITED

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Any information not listed in the cross reference list but included in the document incorporated by reference is given for information purpose only.

B. Unaudited Half year financial statements ended 30 June 2012 of CREDIT AGRICOLE CIB FINANCE (GUERNSEY) LIMITED

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Any information not listed in the cross reference list but included in the document incorporated by reference is given for information purpose only.

All these documents together with this Third Supplement are available on the Luxembourg Stock Exchange's website: www.bourse.lu

The date of this Supplement is 19 December 2012