

## APPLICABLE FINAL TERMS

14 May 2013

**Credit Agricole CIB Finance (Guernsey) Limited**

**Issue of up to EUR 20,000,000 Floating Rate Notes due March 2020  
under the €50,000,000,000  
Structured Euro Medium Term Note Programme**

**Guaranteed by Crédit Agricole Corporate and Investment Bank**

*These Notes will be distributed in Germany. The Subscription Period will start on 15 May 2013 and will end on 7 June 2013*

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 supplement 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:	Credit Agricole CIB Finance (Guernsey) Limited
	(b)	Guarantor:	Crédit Agricole Corporate and Investment Bank
2.	(a)	Series Number:	5644
	(b)	Tranche Number:	1
3.		Specified Currency or Currencies:	Euro ("EUR")
4.		Status of the Notes and Guarantee:	Unsubordinated
5.		Aggregate Nominal Amount:	
	(a)	Series:	Up to EUR 20,000,000 To be determined at the end of the Offer Period
	(b)	Tranche:	Up to EUR 20,000,000 To be determined at the end of the Offer Period
6.		Issue Price:	101.00 per cent. of the Aggregate Nominal Amount
7.	(a)	Specified Denominations:	EUR 1,000
	(b)	Calculation Amount:	EUR 1,000
8.	(a)	Issue Date:	14 June 2013
	(b)	Interest Commencement Date:	Issue Date
9.		Maturity Date:	14 March 2020
10.		Interest Basis:	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:	Not Applicable
13.		Put/Call Options:	Not Applicable
14.		Date Board approval for issuance of Notes and Guarantee obtained:	Not Applicable
15.		Method of distribution:	Non-syndicated

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE AND/OR REDEMPTION

16.	<b>Fixed Rate Note Provisions</b>	Not Applicable
17.	<b>Floating Rate Note Provisions</b>	Applicable
(a)	Specified Period(s)/Specified Interest Payment Dates:	Quarterly on 14 June, 14 September, 14 December and 14 March in each year from and including 14 September 2013 up to and including the Maturity Date
(b)	Interest Period Dates:	Not Applicable
(c)	Business Day Convention:	Not Applicable
(d)	Additional Business Centre(s):	Not Applicable
(e)	Manner in which the Rate of Interest and Interest Amount is to be determined:	ISDA Determination
(f)	Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent):	Calculation Agent
(g)	Screen Rate Determination:	Not Applicable
(h)	ISDA Determination:	
	– Floating Rate Option:	EUR-EURIBOR-Reuters
	– Designated Maturity:	3 (three) months
	– Reset Date:	The first day of each Interest Period
(i)	Margin(s):	Not Applicable
(j)	Minimum Rate of Interest:	1.50 per cent. per annum
(k)	Maximum Rate of Interest:	3.00 per cent. per annum
(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.	<b>Zero Coupon Note Provisions</b>	Not Applicable

19.	<b>Dual Currency Note Provisions</b>	Not Applicable
20.	<b>Credit Linked Note Provisions</b>	Not Applicable
21.	<b>Commodity Linked Note Provisions</b>	Not Applicable
22.	<b>Equity Linked Note Provisions</b>	Not Applicable
23.	<b>Index Linked Note Provisions</b>	Not Applicable
24.	<b>Fund Linked Note Provisions</b>	Not Applicable
25.	<b>GDR/ADR Linked Note Provisions</b>	Not Applicable

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

26.	Issuer Call:	Not Applicable
27.	Investor Put:	Not Applicable
28.	Final Redemption Amount:	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
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:	Not Applicable

#### **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:	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 DZ Bank AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main and WGZ Bank AG Westdeutsche Genossenschafts Zentralbank, Dusseldorf as Distributors for the distribution of the Notes in Germany.
44.	Total commission and concession:	Distributors will receive placement fees embedded in the Issue Price of the Notes equal to a maximum amount of 3.50% of the Issue Price

45. U.S. Selling Restrictions: TEFRA D
46. Non exempt Offer: An offer of the Notes may be made in Germany (**Public Offer Jurisdiction**) during the period from and including 15 May 2013 to and including 7 June 2013 (**Offer Period**).
47. Additional selling restrictions: Not Applicable
48. Conditions of Offer: Applicable. See "Part B" below.

#### **OPERATIONAL INFORMATION**

49. Branch of Account for the purposes of Condition 6.5: Not Applicable

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

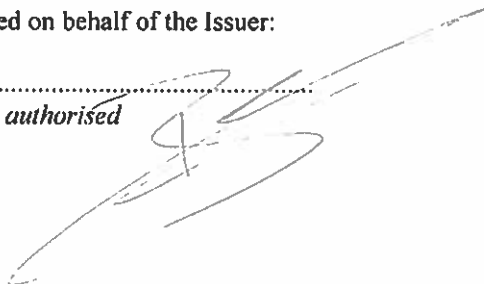
These Final Terms comprise the final terms required for issue and public offer in Germany and listing on the unofficial market of the Stuttgart Stock Exchange of the Notes described herein pursuant to the Issuer's €50,000,000,000 Structured Euro Medium Term Note Programme.

#### **RESPONSIBILITY**

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

Signed on behalf of the Issuer:

By: .....  
*Duly authorised*

A large, stylized handwritten signature in black ink, written over the signature line and extending upwards and to the right.

## 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 listed on the unofficial market of the Stuttgart Stock Exchange with effect from the Issue Date

### 2. RATINGS

Ratings: The Notes to be issued have not been rated

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

Save for any fee arrangements agreed with the Dealer and any distributor (and any interests that may arise with respect to any embedded derivative), 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 *Bundesanstalt für Finanzdienstleistungsaufsicht* in the Federal Republic of Germany (BaFin), *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 the Base Prospectus    |
| (ii)  | Estimated net proceeds:   | Up to EUR 20,000,000                            |
|       |                           | To be determined at the end of the Offer Period |
| (iii) | Estimated total expenses: | EUR 250   |

### 6. YIELD (FIXED RATE NOTES ONLY)

Not Applicable

### 7. HISTORIC INTEREST RATES (FLOATING RATE NOTES ONLY)

Details of historic EURIBOR rates can be obtained from Reuters.  
This information is available at the office of Crédit Agricole Corporate and Investment Bank

### 8. PERFORMANCE OF UNDERLYING AND OTHER INFORMATION CONCERNING THE UNDERLYING (INDEX-LINKED NOTES ONLY)

Not Applicable

#### Post-issuance information

The Issuer does not intend to publish post-issuance information in relation to any underlying

element to which the Notes are linked.

**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: XS0932287823
- (ii) Common Code: 093228782
- (iii) VALOREN Code: CH21378569
- (iv) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): WKN Code : A1HKXG
- (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: 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 15 May 2013 and shall end on 7 June 2013 (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 Crédit Agricole Corporate and Investment Bank ( <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

## Taxation in Germany

The following is a general discussion of certain German tax consequences of the acquisition and ownership of the Notes. It does not purport to be a comprehensive description of all tax considerations, which may be relevant to a decision to purchase or to dispose of the Notes, and, in particular, does not consider any specific facts or circumstances that may apply to a particular purchaser. This summary is based on the laws, regulations and decrees of Germany currently in effect and as applied on the date of release of these Final Terms, which are subject to change, possibly with retroactive or retrospective effect. Prospective purchasers of the Notes are advised to consult their own tax advisors as to the tax consequences of the purchase, ownership and disposition of the Notes, including the effect of any state or local taxes, under the tax laws of Germany and each country of which they are residents.

### *Tax Residents*

In Germany, a final taxation (*Abgeltungsteuer*) on all capital income at an amount of 25 per cent plus solidarity surcharge of 5.5 per cent thereon, resulting in a total final taxation of 26.375 per cent is in effect. This final tax (*Abgeltungsteuer*) will also be levied on all revenues from sale or redemption of investments, including those from notes and other securities. A certain holding period, the granting of interest payment or a capital guarantee will be not decisive for taxation purposes. Generally, this final taxation applies to persons who are tax residents of Germany (i.e., persons whose residence, habitual abode, statutory seat, or place of effective management and control is located in Germany) and who are therefore subject to German income tax (plus solidarity surcharge (*Solidaritätszuschlag*) at a rate of 5.5 per cent thereon). In most cases the final tax will be withheld when the capital income is paid to the Noteholder.

However, capital gains are subject to the regular tax of up to 45% plus solidarity surcharge of 5.5 per cent thereon if, inter alia, the Notes form part of the property of a German trade or business. The capital income might then also be subject to trade tax. In general, a withholding tax will be levied if the Notes form part of the property of a German trade or business or give rise to income from the letting and leasing of property. In such case, withholding tax and the solidarity surcharge thereon are in general credited as prepayments against the German personal or corporate income tax and the solidarity surcharge liability of the German resident. Amounts over-withheld will entitle the holder of a Note to a refund, based on an assessment to tax.

In general, no withholding tax will be levied if a withholding exemption certificate (*Freistellungsauftrag*) with the Disbursing Agent has been filed but only to the extent the interest income derived from the Note together with other investment income does not exceed the maximum exemption amount shown on the withholding exemption certificate. Similarly, no withholding tax will be deducted if the holder of the Note has submitted to the Disbursing Agent a certificate of non-assessment (*Nichtveranlagungsbescheinigung*) issued by the relevant local tax office.

### *Non-residents*

Capital gains are not subject to German taxation, unless, inter alia, (i) the Notes form part of the business property of a permanent establishment, including a permanent representative, or a fixed base maintained in Germany by the holder of a Note; or (ii) the interest income otherwise constitutes German-source income (such as income from the letting and leasing of certain German-situs property). In the latter case a tax regime similar to that explained above under "*Tax Residents*" applies.

Even though non-residents of Germany are, in general, exempt from German taxation on capital income, a withholding tax may be levied, depending on the circumstances, which may then be refunded based upon an applicable tax treaty.

### *Inheritance and Gift Tax*

No inheritance or gift taxes with respect to any Note will arise under the laws of Germany, if, in the case of inheritance tax, neither the decedent nor the beneficiary, or, in the case of gift tax, neither the donor nor the donee, is a resident of Germany and such Note is not attributable to a German trade or business for which a permanent establishment is maintained, or a permanent representative has been appointed, in Germany. Exceptions from this rule apply to certain German expatriates.

*Other Taxes*

No stamp, issue, registration or similar taxes or duties will be payable in Germany in connection with the issuance, delivery or execution of the Notes. Currently, net assets tax is not levied in Germany.