

NOTICE dated 15 May 2015

Relating to the Final Terms dated 7 May 2015 (the “Final Terms”)

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

(a limited liability company incorporated in Guernsey)

**Programme for the Issuance of Certificates**

**unconditionally and irrevocably guaranteed by Crédit Agricole Corporate and Investment Bank**

**(incorporated under the laws of France)**

**Issue of up to**

**Issue of up to 200,000 Multi-Asset Basket Linked Interest Certificates due May 2021**

**Series n° 742 – ISIN Code: XS1224015450 (the “Certificates”)**

Capitalized terms which are not otherwise defined in this Notice shall have the meaning ascribed to them in the Final Terms.

NOTICE IS HEREBY GIVEN to the potential investors pursuant to paragraph 11 of Part B of the Final Terms that the aggregate number of Certificates to be issued has been increased to up to 300,000 Certificates and the Offer Period will end on 19 May 2015.

Therefore, the Final Terms have been amended as follows:

1. In Page 1, the title of the Final Terms shall be amended and replaced by “**Issue of up to 300,000 Multi-Asset Basket Linked Interest Certificates due May 2021**”.
2. In Page 2, Part A, Paragraph 6 “Aggregate Number of Certificates” the following sub-paragraphs:

- |              |                                                                               |
|--------------|-------------------------------------------------------------------------------|
| (a) Series:  | Up to 200,000 Certificates<br>To be determined at the end of the Offer Period |
| (b) Tranche: | Up to 200,000 Certificates<br>To be determined at the end of the Offer Period |

shall be deleted and replaced by:

- |              |                                                                                      |
|--------------|--------------------------------------------------------------------------------------|
| (a) Series:  | Up to <u>300,000 Certificates</u><br>To be determined at the end of the Offer Period |
| (b) Tranche: | Up to <u>300,000 Certificates</u><br>To be determined at the end of the Offer Period |

3. In Page 18, Part B, Paragraph 11 “Terms and Conditions of the Offer”, Paragraph “Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants” the language:

*“The Distributors, in agreement with the Issuer, reserves the right to accept any subscription requests for Certificates which would exceed the “up to” Aggregate Number of Certificates of 200,000 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/our-offers/rates-credit-and-cross-assets-derivatives.htm>) in the event that the “up to” Aggregate Number of Certificates of 200,000 Certificates is exceeded and the “up to” Aggregate Number of Certificates is increased.”*

shall be amended and replaced by:

*“The Distributors, in agreement with the Issuer, reserves the right to accept any subscription requests for*

*Certificates which would exceed the "up to" Aggregate Number of Certificates of 300,000 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/our-offers/rates-credit-and-cross-assets-derivatives.htm>) in the event that the "up to" Aggregate Number of Certificates of 300,000 Certificates is exceeded and the "up to" Aggregate Number of Certificates is increased."*

4. In page 20, Part B, Paragraph 11 "Terms and Conditions of the Offer", Paragraph "Non-Exempt Offer Consent of the Issuer to use the Base Prospectus during the Offer Period" the language:

*"during the period from 11 May 2015 until 22 May 2015 (the **Offer Period**)"*

shall be amended and replaced by:

*"during the period from 11 May 2015 until 16.30 p.m. (Milan time) on 19 May 2015 (the **Offer Period**)"*.

5. In page 21, Element A.2 "Consent for use of Base Prospectus in subsequent resale or final placement, indication of offer period and conditions to consent for subsequent resale or final placement and warning" of the Summary, the language:

*"during the period from 11 May 2015 until 22 May 2015 (the **Offer Period**)"*

shall be amended and replaced by:

*"during the period from 11 May 2015 until 16.30 p.m. (Milan time) on 19 May 2015 (the **Offer Period**)"*.

6. In Page 40, Element 11 "Terms and conditions of offer" of the Summary, Paragraph "Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants" the language:

*"The Distributors, in agreement with the Issuer, reserves the right to accept any subscription requests for Certificates which would exceed the "up to" Aggregate Number of Certificates of 200,000 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/our-offers/rates-credit-and-cross-assets-derivatives.htm>) in the event that the "up to" Aggregate Number of Certificates of 200,000 Certificates is exceeded and the "up to" Aggregate Number of Certificates is increased."*

shall be amended and replaced by:

*"The Distributors, in agreement with the Issuer, reserves the right to accept any subscription requests for Certificates which would exceed the "up to" Aggregate Number of Certificates of 300,000 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/our-offers/rates-credit-and-cross-assets-derivatives.htm>) in the event that the "up to" Aggregate Number of Certificates of 300,000 Certificates is exceeded and the "up to" Aggregate Number of Certificates is increased."*

Apart from the amendments mentioned above, no further change will be made to the Final Terms.

**Investors who have already agreed to purchase or subscribe for the Certificates before the publication of this Notice have the right, exercisable until 19 May 2015, 16.00 p.m. (Milan time) to withdraw their acceptances.**

Copies of the Base Prospectus dated 20 April 2015, the relevant Final Terms and the present Notice are available on the website of Crédit Agricole Corporate and Investment Bank (<http://www.ca-cib.com/our-offers/rates-credit-andcross-assets-derivatives.htm>).