

**FINAL TERMS DATED 1 December 2015**

**CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK**

**(a limited liability company incorporated in France as a "Société Anonyme")**

**and**

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

**(a limited liability company incorporated in Guernsey)**

**and**

**CRÉDIT AGRICOLE CIB FINANCIAL SOLUTIONS**

**(a limited liability company incorporated in France)**

**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 250,000 Fixed Rate and Linked Interest Certificates due January 2022**

**PART A – CONTRACTUAL TERMS**

This document constitutes the Final Terms of the Certificates described herein for the purposes of Article 5.4 of the Directive 2003/71/EC (and amendments thereto, including the Directive 2010/73/EU, to the extent implemented in the Relevant Member State), including any relevant implementing measure in the Relevant Member State (the **Prospectus Directive**) and must be read in conjunction with the Base Prospectus dated 20 April 2015 as supplemented by the supplements dated 27 October 2015 and 26 November 2015, together (the **Base Prospectus**) which constitutes a base prospectus for the purposes of the Prospectus Directive. Full information on Crédit Agricole CIB Finance (Guernsey) Limited/Crédit Agricole CIB Financial Solutions (the **Issuer**), 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. A summary of the issue of the Certificates is annexed to these Final Terms at Annex A. The Base Prospectus and these Final Terms (save where these Final Terms relate to a Series of Certificates which are not admitted to trading on the Regulated market of the Irish Stock Exchange) are available for viewing on the Irish Stock Exchange website ([www.ise.ie](http://www.ise.ie)) and the Base Prospectus is also available for viewing during normal business hours at the registered office of Crédit Agricole CIB and the specified office of the Principal Certificate Agent.

- |   |  |  |
|---|--|--|
| 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 | (a) Series Number of the Certificates: | 746  |
|   | (b) Tranche Number of the Series:      | 1  |

	(c) If Certificates to be consolidated with certificates of existing series:	No
5	Specified Currency:	United States Dollar ("USD")
6	Aggregate Number of Certificates:	
	(a) Series:	Up to 250,000 Certificates To be determined at the end of the Offer Period
	(b) Tranche:	Up to 250,000 Certificates To be determined at the end of the Offer Period
7	Issue Price:	USD 100 per Certificate or 100 per cent., with the Issue Price per Certificate being payable in Euro ("EUR") at the EUR/USD exchange rate displayed on the Reuters Screen ECB37 page at 2.15 p.m., Central European Time, on the Trade Date, i.e. USD 1.0600 per one EUR.
8	(a) Specified Denominations:	USD 100
	(b) Minimum Trading Size:	Not Applicable
	(c) Calculation Amount:	USD 100
9	(a) Issue Date:	8 January 2016
	(b) Trade Date(s):	1 December 2015
	(a) Interest Commencement Date:	Issue Date
10	Redemption Date:	The Interest Payment Date falling on or nearest to 7 January 2022, subject to any early redemption event
11	(a) Renouncement Notice Cut-off Time:	4.00 pm (Milan time) on the <i>Data di Scadenza</i> , if applicable in accordance with <i>Borsa Italiana S.p.A.</i> regulations applicable from time to time  (please also see form of renouncement notice set out at Annex B of these Final Terms)
	(b) Expiry Date ( <i>Data di Scadenza</i> ):	Two (2) London Business Days preceding the Redemption Date or any further date not later than the Redemption Date as required by <i>Borsa Italiana S.p.A.</i> , in accordance with <i>Borsa Italiana S.p.A.</i> regulations applicable from time to time
	(c) Interest Record Date(s):	A date on which <i>Borsa Italiana S.p.A.</i> is open for business
12	Type of Certificate:	
	(a) Interest:	Fixed Rate Certificate and Linked Interest Certificate: Rate Linked Interest Certificate  (Further particulars specified below in "PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE" and in "PAYOFF FEATURES (IF ANY) RELATING TO INTEREST")
	(b) Redemption:	Relevant Redemption Method: Standard Redemption

(Further particulars specified below in "PROVISIONS RELATING TO REDEMPTION" and in "PAYOFF FEATURES (IF ANY) RELATING TO REDEMPTION")

(c) Other:

Italian Certificates

(Further particulars specified below in "OPERATIONAL INFORMATION")

13 Date Board approval for issuance of Certificates and Guarantee obtained: Not Applicable

14 Method of distribution: Non-syndicated

15 **Asset Conditions:** **Applicable in accordance with Annex 1**

– Commodity Linked Asset Conditions: Not Applicable

– Index Linked Asset Conditions: Not Applicable

– FX Linked Asset Conditions: Not Applicable

– Inflation Linked Asset Conditions: Not Applicable

– **Rate Linked Asset Conditions:** **Applicable**

– ETF Linked Asset Conditions: Not Applicable

– Multi-Asset Basket Linked Asset Conditions: Not Applicable

16 Alternative Currency Conditions: Not Applicable

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

17 **Fixed Rate Certificate:** **Applicable**

(a) Applicable to: The following Interest Period: the Interest Period from and including the Interest Commencement Date to but excluding the Interest Payment Date falling on or nearest to 9 January 2017

(b) Rate(s) of Interest: 2.00 per cent. per annum payable annually in arrear. All references in the Conditions to "Rate of Interest" shall be construed as references to "Premium"

(c) Interest Payment Date(s): The Interest Payment Date falling on or nearest to 9 January 2017, subject to adjustment in accordance with the Business Day Convention specified in paragraph 17(i) of these Final Terms

(d) Interest Period Dates: Not Applicable

(e) Fixed Coupon Amount(s): To be calculated by the Calculation Agent, if applicable

(f) Broken Amount(s): To be calculated by the Calculation Agent, if applicable

(g) Day Count Fraction: 30/360

(h) Interest Periods:	Interest Periods will be adjusted
(i) Business Day Convention:	Modified Following Business Day Convention
(j) Additional Business Centre(s):	TARGET2 and New York City
(k) Determination Date(s):	Not Applicable
<b>18 Floating Rate Certificate:</b>	<b>Applicable for the purposes of Standard Floating Interest<sub>1</sub> and of Standard Floating Interest<sub>7</sub></b>
(a) Applicable to:	The following Interest Periods: each Interest Period from and including the Interest Payment Date falling on or nearest to 9 January 2017 to but excluding the Redemption Date
(b) Interest Payment Dates:	See paragraph 19(b) of these Final Terms
(c) Interest Period Dates:	Not Applicable
(d) Interest Determination Date(s):	See paragraph 19(d) of these Final Terms
(e) Business Day Convention:	See paragraph 19(e) of these Final Terms
(f) Additional Business Centre(s):	See paragraph 19(f) of these Final Terms
(g) Rate(s) of Interest:	Determined in accordance with ISDA Determination
(h) Screen Rate Determination:	Not Applicable
(i) ISDA Determination:	Applicable
– Floating Rate Option:	USD-LIBOR-ICE (formerly known as USD-LIBOR-BBA)
– Designated Maturity:	Three (3) months
– Reset Date:	First day of the relevant Interest Period
(j) Margin(s):	0.00 per cent. per annum
(k) Minimum Rate of Interest:	<ul style="list-style-type: none"> <li>- For the purposes of Standard Interest Payoff<sub>1</sub>: 0.00 per cent. per annum</li> <li>- For the purposes of Standard Interest Payoff<sub>7</sub>: 2.00 per cent. per annum</li> </ul>
(l) Maximum Rate of Interest:	<ul style="list-style-type: none"> <li>- For the purposes of Standard Interest Payoff<sub>1</sub>: Infinity</li> <li>- For the purposes of Standard Interest Payoff<sub>7</sub>: 4.50 per cent. per annum</li> </ul>
(m) Day Count Fraction:	30/360
(n) Interest Periods:	Interest Periods will be adjusted
(o) Determination Date(s):	Not Applicable
<b>19 Linked Interest Certificate:</b>	<b>Applicable</b>
(a) Applicable to:	The following Interest Periods: each Interest Period from and including the Interest Payment Date falling on or nearest to 9 January 2017 to but excluding the Redemption Date
(b) Interest Payment Date(s):	The Interest Payment Dates falling on or nearest to 8

		January 2018, 8 January 2019, 8 January 2020, 8 January 2021, 7 January 2022 and the Redemption Date, subject to adjustment in accordance with the Business Day Convention specified in paragraph 19(e) of these Final Terms
	(c) Interest Period Dates:	Not Applicable
	(d) Interest Determination Date(s):	Two (2) FX Business Days prior to the relevant Interest Payment Date
	(e) Business Day Convention	Modified Following Business Day Convention
	(f) Additional Business Centres:	TARGET2 and New York City
	(g) Day Count Fraction:	30/360
	(h) Interest Periods:	Interest Periods will be adjusted
	(i) Determination Date(s):	Not Applicable
	(j) Calculation Agent responsible for calculating the Linked Interest Rate and the Interest Amount:	Crédit Agricole Corporate and Investment Bank
19A	<b>Commodity Linked Interest Certificate:</b>	Not Applicable
19B	<b>Index Linked Interest Certificate:</b>	Not Applicable
19C	<b>FX Linked Interest Certificate:</b>	Not Applicable
19D	<b>Inflation Linked Interest Certificate:</b>	Not Applicable
19E	<b>Rate Linked Interest Certificate:</b>	<b>Applicable</b>
	(a) Single Underlying:	Applicable
	– Applicable for the purposes of:	Combination Interest Payoff : Combination Complex Digital Interest (See paragraph 19H(c) of these Final Terms)
	– Benchmark Rate	3 month USD-LIBOR
	– Determination of Benchmark Rate Level	ISDA Determination
	– Screen Rate Determination:	Not Applicable
	– ISDA Determination:	Applicable
	• Floating Rate Option:	USD-LIBOR-ICE (formerly known as USD-LIBOR-BBA)
	• Designated Maturity:	Three (3) months
	• Reset Date:	First day of the relevant Interest Period
	(b) Basket/Multi-Asset Basket:	Not Applicable
	(c) Additional Disruption Event:	Change of Law is not applicable Hedging Disruption is not applicable Increased Cost of Hedging is not applicable

	(d) Specified Currency:	USD
	(e) Observation Date(s):	Two (2) London Business Days prior to the first day of the relevant Interest Accrual Period
19F	<b>ETF Linked Interest Certificate:</b>	Not Applicable
19G	<b>Multi-Asset Basket Linked Interest Certificate:</b>	Not Applicable
19H	<b>Combination Interest Payoff Provisions:</b>	<b>Applicable</b>
	(a) Combination Addition Interest:	Not Applicable
	(b) Combination Capitalisation Interest:	Not Applicable
	(c) <b>Combination Complex Digital Interest:</b>	<b>Applicable in accordance with Annex 6, Part A, Chapter 3</b> The Linked Interest Rate applicable to an Interest Accrual Period for Certificates for which Combination Complex Digital Interest is applicable in respect of such Interest Accrual Period shall be calculated as follows: (a) If the Underlying Value is within Range <sub>A</sub> on each Performance Observation Date, <b>Standard Interest Payoff<sub>1</sub></b> ; (b) Otherwise, <b>Standard Interest Payoff<sub>7</sub></b> .
	– Applicable Interest Period:	The following Interest Periods: each Interest Period from and including the Interest Payment Date falling on or nearest to 9 January 2017 to but excluding the Redemption Date
	– Applicable for the purposes of a Payoff Feature:	Not Applicable
	– Interest Observation Period(s):	Not Applicable
	– Performance Observation Date(s):	The relevant Observation Date, i.e. two (2) London Business Days prior to the first day of the relevant Interest Accrual Period (see paragraph 19E(e) of these Final Terms)
	– Standard Interest Payoff <sub>1</sub> :	Standard Floating Interest (as completed in paragraph 19I(b) of these Final Terms for the purposes of this Combination Interest Payoff)
	– Standard Interest Payoff <sub>7</sub> :	Standard Floating Interest (as completed in paragraph 19I(b) of these Final Terms for the purposes of this Combination Interest Payoff)
	– Underlying:	Benchmark Rate: 3 month USD-LIBOR (with further information set out in paragraph 19E of these Final Terms)
	– Relevant Observation:	Not Applicable

	Lower Limit:	Upper Limit:	Range <sub>A</sub> :
Range <sub>A</sub>	- (minus) Infinity	0.25% per annum	Range <sub>3</sub> Range <sub>3</sub> means that on the relevant Performance Observation Date the Underlying Value is greater than or equal to the Lower Limit and less than the Upper Limit

- (d) Combination Division Interest: Not Applicable
- (e) Combination Multiplication Interest: Not Applicable
- (f) Combination Ratchet Interest: Not Applicable
- (g) Combination Range Interest: Not Applicable
- (h) Combination Resettable Range Interest: Not Applicable
- (i) Combination Snowrange Interest: Not Applicable
- (j) Combination Subtract Interest: Not Applicable
- (k) Combination Maximum Interest: Not Applicable
- (l) Combination Minimum Interest: Not Applicable
- (m) Combination Complex Digital Basket Interest: Not Applicable
- (n) Combination Payoff-Linked Digital Interest: Not Applicable
- (o) Combination Ladder Ratchet Interest: Not Applicable
- (p) Combination Rainbow Performance Interest: Not Applicable

19I **Standard Interest Payoff Provisions:** **Applicable**

(a) Standard Fixed Interest: Not Applicable

(b) **Standard Floating Interest:** **Applicable in accordance with Annex 5, Part A, Chapter 2**

The Linked Interest Rate applicable to an Interest Accrual Period for Certificates for which Standard Floating Interest is applicable in respect of such Interest Accrual Period shall be calculated as equal to the Rate of Interest determined in accordance with General Condition 5.2 (*Interest on Floating Rate Certificates*).

**(as completed in paragraph 18 of these Final Terms for the purposes of this Standard Interest Payoff)**

–	Applicable Interest Period:	The following Interest Periods: each Interest Period from and including the Interest Payment Date falling on or nearest to 9 January 2017 to but excluding the Redemption Date
–	Applicable for the purposes of the Combination Interest Payoff:	Applicable as Standard Interest Payoff <sub>1</sub> and as Standard Interest Payoff <sub>7</sub>
–	Relevant Combination Interest Payoff:	Combination Complex Digital Interest (see paragraph 19H(c) of these Final Terms)
–	Applicable for the purposes of a Payoff Feature:	Not Applicable
(c)	Standard Asian Option Interest:	Not Applicable
(d)	Standard Collar Interest:	Not Applicable
(e)	Standard Floater Interest:	Not Applicable
(f)	Standard Floored Floater Interest:	Not Applicable
(g)	Standard Inverse Floater Interest:	Not Applicable
(h)	Standard Strangle Interest:	Not Applicable
(i)	Standard Alternative Basket Interest:	Not Applicable
(j)	Standard Strangle Basket Interest:	Not Applicable
(k)	Standard Option Basket Interest:	Not Applicable
(l)	Standard Lookback Minimum Performance Interest:	Not Applicable
(m)	Standard Lookback Maximum Performance Interest:	Not Applicable
(n)	Standard Maximum-Minimum Interest:	Not Applicable
(o)	Standard Volbond Interest:	Not Applicable
(p)	Standard Year on Year Participation Interest:	Not Applicable
(q)	Standard Lookback Maximum Performance Basket Interest:	Not Applicable
(r)	Standard Lookback Minimum Performance Basket Interest:	Not Applicable
(s)	Standard Maximum-Minimum Basket Interest:	Not Applicable
(t)	Standard Volbond Basket Interest:	Not Applicable
(u)	Standard Year on Year Participation Basket Interest:	Not Applicable



(v)	Standard Fixed Digital Interest:	Not Applicabl
(w)	Standard Range Accrual Interest:	Not Applicable
(x)	Standard Resettable Range Accrual Interest:	Not Applicable
(y)	Standard 3D Range Accrual Interest:	Not Applicable
(z)	Standard Total Range Accrual Interest:	Not Applicable
(aa)	Standard Fixed Digital Basket Interest:	Not Applicable
(bb)	Standard Power Interest:	Not Applicable
(cc)	Standard Dual Range Accrual Interest:	Not Applicable
(dd)	Standard Trend Participation Interest:	Not Applicable
(ee)	Standard Lookback Trend Participation Interest:	Not Applicable
(ff)	Standard Average Trend Participation Interest:	Not Applicable
(gg)	Standard Trend Participation Basket Interest:	Not Applicable
(hh)	Standard Average Trend Participation Basket Interest:	Not Applicable
(ii)	Standard Multi Fixed Digital Interest:	Not Applicable
(jj)	Standard Digital to Participation Interest:	Not Applicable
(kk)	Standard Knock-out Range Accrual Interest:	Not Applicable
(ll)	Standard Product Basket Interest:	Not Applicable
(mm)	Standard Multi Fixed Basket Interest:	Not Applicable
(nn)	Standard Fixed Range Accrual Interest:	Not Applicable
(oo)	Standard ABF Interest:	Not Applicable
(pp)	Standard Worst of Interest:	Not Applicable
(qq)	Standard Annualised Performance Interest:	Not Applicable
(rr)	Standard Rainbow Performance	Not Applicable

Interest:

20 **Zero Coupon Certificate:** Not Applicable

**PAYOFF FEATURES (IF ANY) RELATING TO INTEREST**

21 **Payoff Features:** **Applicable**  
**(See also paragraph 29 for Payoff Features (if any) relating to Redemption)**

(a) Investor Interest Switch Payoff Not Applicable  
Feature:

(b) Issuer Interest Switch Payoff Not Applicable  
Feature:

(c) Knock-out Interest Switch Payoff Not Applicable  
Feature:

(d) Knock-out Basket Interest Switch Not Applicable  
Payoff Feature:

(e) Target Interest Switch Payoff Not Applicable  
Feature:

(f) Shout Option Performance Lock-in Not Applicable  
Interest Payoff Feature:

(g) Chooser Decay Interest Switch Not Applicable  
Option Payoff Feature:

(h) Memory Option Interest Switch Not Applicable  
Payoff Feature:

(i) Flexi Option Interest Switch Payoff Not Applicable  
Feature:

(j) Pelican Option Interest Switch Not Applicable  
Payoff Feature:

(k) **Dual Currency (Interest) Payoff Feature:** **Applicable in accordance with Annex 7, Part A, Chapter 11**

The amount payable on the Interest Payment Date will be payable in the Interest Currency. The Calculation Agent will determine the amount to be paid in accordance with the Dual Currency Method on the relevant the Interest Determination Date.

(see paragraph 19(d) of these Final Terms)

Applicable

Applicable to: All Interest Periods

<b>Interest Currency</b>	<b>Dual Currency (Interest) Exchange Rate</b>	<b>Dual Currency Method</b>	<b>FX Price Source:</b>	<b>Basis of Determination:</b>	<b>Valuation Time:</b>
EUR	EUR/USD exchange rate	division	Applicable: Reuters Screen ECB37 page	Mid Price	2.15 p.m., Central European Time
<b>Market Disruption Events:</b>	<b>Successor Currency:</b>	<b>Additional Disruption Events:</b>	<b>Maximum Days of Disruption:</b>	<b>Payment Extension Days:</b>	
Price Source Disruption. All the other Market Disruption Events shall not apply	Applicable	Not Applicable	2 (two) FX Business Days	2 (two) Payment Business Days	

- (l) Credit Event Contingency Interest Switch Payoff Feature: Not Applicable
- (m) Reset Option Interest Payoff Feature: Not Applicable
- (n) Single Interest Payment Date Payoff Feature: Not Applicable
- (o) Currency Performance Payoff Feature: Not Applicable
- (p) Additive Payoff Feature: Not Applicable

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

- 22 **Redemption Determination Date(s):** For the purposes of determining the Final Redemption Amount : two (2) FX Business Days prior the Redemption Date
- 23 **Redemption Method:**
- (a) Early Redemption Amount for the purposes of General Condition 7.2 (*Early Redemption Trigger Events*) determined in accordance with: Not Applicable as no Early Redemption Trigger Events apply. Investors should note that General Condition 7.5 applies for the purposes of any early redemption amount calculated in connection with the conditions referred to in General Condition 7.5
- (b) Final Redemption Amount for the purposes of General Condition 7.1 **Standard Redemption (Annex 9, Paragraph 2)**

*(Redemption by Instalments and Final Redemption)* determined in accordance with:

The Final Redemption Amount will be equal to:

***(Reference Price x Nominal Amount)***

as determined by the Calculation Agent on the Redemption Determination Date, and payable in the Redemption Currency in accordance with the Dual Currency (Redemption) Payoff Feature (as completed in paragraph 29(c) of these Final Terms).

- Redemption Payoff: Not Applicable
- Redemption Unwind Costs: Not Applicable
- Payoff Feature Unwind Costs: Not Applicable
- Reference Price: 100% of the nominal amount of the Certificates
- (c) Fair Market Value Redemption Amount: Applicable
- (d) Instalment Redemption Amount determined in accordance with: Not Applicable
- (e) Clean-up Call Option (General Condition 7.4 (*Clean-up Call Option*)): Not Applicable
- 24 **Instalment Certificates:** Not Applicable
- 25 **Credit Linked Certificates:** Not Applicable
- 26 **Bond Linked Certificates:** Not Applicable
- 27 **Linked Redemption Certificate:** Not Applicable
- 28 **Early Redemption Trigger Event(s):** Not Applicable

**PAYOFF FEATURES (IF ANY) RELATING TO REDEMPTION**

- 29 **Payoff Features:** **Applicable**  
**(See also paragraph 21 of these Final Terms for Payoff Features (if any) relating to Interest)**
- (a) Global Cap Payoff Feature: Not Applicable
- (b) Global Floor Payoff Feature: Not Applicable
- (c) **Dual Currency (Redemption) Payoff Feature:** **Applicable in accordance with Annex 7, Part B, Chapter 3**

The amount payable on redemption will be payable in the Redemption Currency. The Calculation Agent will determine the amount to be paid in accordance with the Dual Currency Method on the relevant date on which the Final Redemption Amount is to be determined.

Redemption Date:

<b>Redemption Currency</b>	<b>Dual Currency (Redemption) Exchange Rate</b>	<b>Dual Currency Method</b>	<b>FX Price Source:</b>	<b>Basis of Determination:</b>	<b>Valuation Time:</b>
EUR	EUR/USD exchange rate	division	Applicable: Reuters Screen ECB37 page	Mid Price	2.15 p.m., Central European Time
<b>Market Disruption Events:</b>	<b>Successor Currency:</b>	<b>Additional Disruption Events:</b>	<b>Maximum Days of Disruption:</b>	<b>Payment Extension Days:</b>	
Price Source Disruption. All the other Market Disruption Events shall not apply	Applicable	Not Applicable	2 (two) FX Business Days	2 (two) Payment Business Days	

- (d) Investor Redemption Switch Payoff Feature: Not Applicable
- (e) Issuer Redemption Switch Payoff Feature: Not Applicable
- (f) Knock-out Redemption Switch Payoff Feature: Not Applicable
- (g) Knock-out Basket Redemption Switch Payoff Feature: Not Applicable
- (h) Shout Option Performance Lock-in Redemption Payoff Feature: Not Applicable
- (i) Reset Option Redemption Payoff Feature: Not Applicable
- (j) Currency Performance Payoff Feature: Not Applicable
- (k) Additive Payoff Feature: Not Applicable

**PROVISIONS APPLICABLE TO SECURED CERTIFICATES**

30 Secured Certificate Provisions: Not applicable

**GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES**

31 (a) Form of Certificates: Permanent Global Certificate Bearer

		Italian Certificates
	(b) New Global Certificate (NGC):	No
32	"Payment Business Day" election in accordance with General Condition 6.2 ( <i>Payment Business Day</i> ):	Modified Following Payment Business Day
33	Additional Financial Centre(s):	TARGET2 and New York City
34	Additional Business Centre(s):	Not Applicable
35	Calculation Agent:	Crédit Agricole Corporate and Investment Bank
36	Delivery Agent ( <i>Credit Linked Certificates</i> ):	Not Applicable
37	Business Day Convention ( <i>Credit Linked Conditions and Bond Linked Conditions</i> ):	Not Applicable

Signed on behalf of the Issuer:

By:

Duly authorised

~~Philippe Huger~~  
~~Authorised Signatory~~

## PART B – OTHER INFORMATION

### 1 LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application has been made by the relevant Issuer (or on its behalf) for the Certificates to be admitted to trading on the Electronic Securitised Derivatives Market (SeDeX) of Borsa Italiana S.p.A. with effect from the Issue Date and to be listed on the Official List of the *Borsa Italiana S.p.A.*
- (ii) Estimate of total expenses related to admission to trading: See paragraph 5(iii) below

### 2 RATINGS

Ratings: The Certificates to be issued have not been rated

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

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

Investors shall be aware of the fact that the Distributors appointed for the placement of the Certificates under these Final Terms will receive distribution fees embedded in the Issue Price of the Certificates equal to a maximum amount of 3.50% of the aggregate nominal amount of the Certificates. All distribution fees will be paid out upfront.

Apart from the above, so far as the Issuer is aware, no further person involved in the issue of the Certificates has a material interest to the Offer.

### 4 NOTIFICATION

The Central Bank of Ireland, which is the Irish competent authority for the purposes 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 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: See “Use of Proceeds” wording in Base Prospectus
- (ii) Estimated net proceeds: Issue Price x Aggregate Number of Certificates, less distribution commissions mentioned in paragraph 10(iv) below
- (iii) Estimated total expenses: EUR 3,700 including listing costs and excluding regulatory fees where applicable

6 YIELD (*Fixed Rate Certificates Only*) Not Applicable

7 HISTORIC INTEREST RATES (*Floating Rate Certificates Only*)

Not Applicable

8 PERFORMANCE OF UNDERLYING AND OTHER INFORMATION CONCERNING THE



**UNDERLYING** (*Commodity Linked Certificates, Credit Linked Certificates, Bond Linked Certificates, Index Linked Certificates, Inflation Linked Certificates, Rate Linked Certificates, ETF Linked Certificates and Multi-Asset Basket Linked Certificates*)

<b>Underlying:</b>	<b>Where past and future performance of the Underlying can be obtained:</b>
<b>Benchmark Rate:</b> 3 month USD-LIBOR (with further information set out in paragraph 19E of these Final Terms)	Reuters Screen LIBOR01 page

**Post-issuance information**

The Issuers do not intend to publish post-issuance information in relation to any underlying element to which the Certificates are linked.

9 **PERFORMANCE OF RATE OF EXCHANGE AND OTHER INFORMATION CONCERNING THE UNDERLYING** (*FX Linked Certificates only*)

Not Applicable

10 **DISTRIBUTION**

- (i) Method of distribution: Non-syndicated
- (ii) If syndicated: Not Applicable
- (iii) If non-syndicated, name and address of Dealer: Crédit Agricole Corporate and Investment Bank  
9, quai du Président Paul Doumer  
92920 Paris la Défense Cedex  
France
- (iv) Indication of the overall amount of the underwriting commission and of the placing commission: The Distributors (as defined in paragraph 12 below) will receive a distribution commission embedded in the Issue Price of the Certificates equal to a maximum amount of 3.50% of the aggregate nominal amount of the Certificates.
- (v) U.S. Selling Restrictions  
(Categories of potential investors to which the Certificates are offered): Reg. S Compliance Category 2

11 **OPERATIONAL INFORMATION**

- (i) ISIN Code: XS1279291733
- (ii) Temporary ISIN: Not Applicable
- (iii) Common Code: 127929173
- (iv) VALOREN Code: Not Applicable
- (v) Other applicable security identification number: Not Applicable
- (vi) Relevant clearing system(s) other than: The Certificates are cleared through

Euroclear Bank S.A./N.V. and Clearstream Banking, <i>société anonyme</i> and the relevant identification number(s):	Euroclear/Clearstream, Luxembourg and through the bridge accounts of Monte Titoli S.p.A.
(vii) Delivery:	Delivery against payment
(viii) Names and addresses of additional Certificate Agent(s) (if any):	Not Applicable
(ix) Certificates intended to be held in a manner which would allow Eurosystem eligibility:	No Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Certificates are capable of meeting them, the Certificates may then be deposited with one of the ICSDs as common safekeeper). Note that this does not necessarily mean that the Certificates will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

12 **TERMS AND CONDITIONS OF THE OFFER**

Authorised Offeror(s):	Applicable The Issuer has appointed the following distributors (the <b>Distributors</b> ) for the purposes of distribution of the Certificates in Italy: <b>Cassa Di Risparmio Di Parma e Piacenza S.p.A.,</b> via Università 1 43121 Parma Italia  <b>Cassa di Risparmio della Spezia S.p.A.</b> Corso Cavour, 86 19121 La Spezia, Italia  <b>Banca Popolare Friuladria S.p.A.</b> Piazza XX Settembre, 2 33170 Pordenone, Italia
Offer Price:	Issue Price, with the Issue Price per Certificate

being payable in EUR at the EUR/USD exchange rate displayed on the Reuters Screen ECB37 page at 2.15 p.m., Central European Time, on the Trade Date, i.e. USD 1.0600 per one EUR

Conditions to which the offer is subject:

The offer of the Certificates is conditional on their issue and on the release by Borsa Italiana S.p.A., prior to the Issue Date, of the relevant authorization of the admission of the Certificates to listing on the Official List of the Borsa Italiana S.p.A.

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/our-offers/rates-credit-and-cross-assets-derivatives.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:

Prospective 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 to the investors as soon as practicable before the end of the Offer Period by means of a notice published on the website of the Guarantor (<http://www.ca-cib.com/our-offers/rates-credit-and-cross-assets-derivatives.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 the Distributors 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 are 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 possibility to reduce subscriptions and 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 Number of Certificates of 250,000 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 250,000 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 USD 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 Distributors 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 investor's respective book-entry securities account on or around the Issue Date.

Manner in and date on which results of the offer are to be made public:	Publication on the website of the Guarantor ( <a href="http://www.ca-cib.com/our-offers/rates-credit-and-cross-assets-derivatives.htm">http://www.ca-cib.com/our-offers/rates-credit-and-cross-assets-derivatives.htm</a> ) 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
Whether tranche(s) have been reserved for certain countries:	Not Applicable
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Applicants will be notified directly by the Distributors 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. For the Offer Price which includes the fees payable upfront to the Distributors see above "Offer Price".
Non-Exempt Offer Consent of the Issuer to use the Base Prospectus during the Offer Period:	Applicable. An offer of the Certificates may be made by the Dealers and the Distributors (together, the <b>Authorised Offerors</b> ) other than pursuant to article 3(2) of the Prospectus Directive in Italy (the <b>Public Offer Jurisdiction</b> ) during the period from 2 December 2015 until 4 January 2016 (the <b>Offer Period</b> ).
Authorised Offeror(s) in the various countries where the offer takes place:	Please see above
Conditions attached to the consent of the relevant Issuer to use the Base Prospectus:	Not Applicable
Other conditions to consent:	Not Applicable

## ANNEX A – SUMMARY

Summaries are made up of disclosure requirements known as "Elements". These Elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for these types of securities and issuers. Some Elements are not required to be addressed and accordingly there may be gaps in the numbering sequence of the elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and issuers, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "Not Applicable".

Section A – Introduction and Warnings		
A.1	<b>Introduction and warnings</b>	<p>This summary should be read as an introduction to the Base Prospectus. Any decision to invest in Certificates should be based on consideration of the Base Prospectus as a whole by the investor.</p> <p>Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.</p> <p>Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Certificates.</p>