

NOTICE dated 17 December 2015

Relating to the Final Terms dated 1 December 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 250,000 Fixed Rate and Linked Interest Certificates due January 2022

Series n° 746 – ISIN Code: XS1279291733

(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 that:

The distribution fees embedded in the Issue Price of the Certificates have been increased from a maximum amount of 3.50% to a maximum amount of 3.7013%.

Therefore, the Final Terms have been amended as follows:

1. In Page 16, Part B, Paragraph 3 “INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE” the wording:
 - “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”

has been deleted and replaced by

- “distribution fees embedded in the Issue Price of the Certificates equal to a **maximum amount of 3.7013%** of the aggregate nominal amount of the Certificates”;

2. In Page 17, Part B, Paragraph 10 (iv) “Indication of the overall amount of the underwriting commission and of the placing commission” the wording:

- “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”

has been deleted and replaced by

- “a distribution commission embedded in the Issue Price of the Certificates equal to a **maximum amount of 3.7013%** of the aggregate nominal amount of the Certificates”;

3. In Page 45, Element E.4 of the Summary “Interest material to issue including conflicting interests” the wording:

- “aggregate commissions equal to a maximum amount of 3.50% of the aggregate nominal amount of the Certificates”

has been deleted and replaced by

- “aggregate commissions equal to a **maximum amount of 3.7013%** of the aggregate nominal amount of the Certificates”.

Apart from the amendment 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 21 December 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>).