

**THIRD SUPPLEMENT DATED 6 SEPTEMBER 2016  
TO THE BASE PROSPECTUS DATED 11 MAY 2016**

**CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK**  
*(incorporated in France)*

and

**CRÉDIT AGRICOLE CIB FINANCE (GUERNSEY) LIMITED**  
*(incorporated in Guernsey)*

and

**CRÉDIT AGRICOLE CIB FINANCIAL SOLUTIONS**  
*(incorporated in France)*

**€50,000,000,000**

**Structured Debt Instruments Issuance Programme  
unconditionally and irrevocably guaranteed by**

**CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK**

*Arranger*

**Crédit Agricole CIB**

*Dealers*

**Crédit Agricole CIB**

**Crédit Agricole Securities Asia B.V., Tokyo Branch**

This supplement (the “**Third Supplement**”) is supplemental to, and should be read in conjunction with, the base prospectus dated 11 May 2016 (the “**Base Prospectus**”), the first supplement to the Base Prospectus dated 8 July 2016 (the “**First Supplement**”) and the second supplement to the Base Prospectus dated 16 August 2016 (the “**Second Supplement**”), each in relation to the €50,000,000,000 Structred Debt Instruments Issuance Programme of Crédit Agricole Corporate and Investment Bank, Crédit Agricole CIB Finance (Guernsey) Limited and Crédit Agricole CIB Financial Solutions (each an “**Issuer**” and together the “**Issuers**”). Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meanings when used in this Third Supplement.

The Base Prospectus, the First Supplement, the Second Supplement and this Third Supplement together constitute a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC (as amended) (the “**Prospectus Directive**”). The *Commission de Surveillance du Secteur Financier* (the “**CSSF**”) approved the Base Prospectus on 11 May 2016. Application was made to the CSSF for approval of this Third Supplement in its capacity as competent authority under the Luxembourg Act dated 10 July 2005 on prospectuses for securities (*loi relative aux prospectus pour valeurs mobilières*) (the “**Prospectus Act**”), which implements the Prospectus Directive.

Each Issuer accepts responsibility for the information contained in this Third Supplement. To the best of the knowledge of each Issuer (who has 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 Third Supplement and (b) any other statement in, or incorporated by reference in, the Base Prospectus, as amended by the First Supplement and the Second Supplement, the statement referred to in this Third Supplement will prevail.

Save as disclosed in this Third Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication thereof.

In accordance with Article 13 paragraph 2 of the Prospectus Act, investors who have already agreed to purchase or subscribe for the Securities before this Third Supplement is published have the right, exercisable until 8 September 2016, 5 p.m., (Paris time) to withdraw their acceptances.

Copies of the Base Prospectus, the First Supplement, the Second Supplement and this Third Supplement may be obtained from the registered office of Crédit Agricole Corporate and Investment Bank and the specified office of the Principal Paying Agent and will be available on the Luxembourg Stock Exchange’s website: [www.bourse.lu](http://www.bourse.lu) and Crédit Agricole Corporate and Investment Bank’s website: [www.ca-cib.com](http://www.ca-cib.com).

This Third Supplement has been prepared for the purposes of:

1. incorporating by reference the financial statements dated as at and for the period ending 30 June 2016 of Crédit Agricole Corporate and Investment Bank
2. updating the Summary of the Base Prospectus accordingly; and
3. amending of the section headed “*Description of Crédit Agricole Corporate and Investment Bank*” (pages 1264-1266 of the Base Prospectus).



**1. Incorporation by reference of the unaudited financial statements dated as at and for the period ending 30 June 2016 of Crédit Agricole Corporate and Investment Bank**

---

The following table indicates the pages references corresponding to the main information headings required by regulation EC 809/2004 (annex XI) (the **Prospectus Regulation**) enacting the terms of the Prospectus Directive.

	Page number of the update of 2015 Shelf-Registration document of Crédit Agricole CIB
<b>1. Person responsible</b>	108
<b>2. Statutory auditors</b>	109
<b>3. Risk factors</b>	10 to 20
<b>6. Organisational structure</b>	
6.1 Brief description of the group and the issuer’s position within the Group	
6.2 Dependence relationships within the Group	87
<b>7. Recent trends</b>	9
<b>9. Administrative, management and supervisory bodies</b>	
9.1 Information concerning members of the administrative and management bodies	97 to 104

9.2 Conflicts of interest in the administrative, management and supervisory bodies	
<b>10. Major shareholders</b>	73
<b>11. Financial information concerning the issuer's assets and liabilities, financial position and profits and losses</b>	
11.1 Historical financial information	
11.2 Financial statements	
11.3 Auditing of historical annual financial statements	
11.4 Dates of the most recent financial disclosures	
11.5 Interim financial information	43 to 91
Income statement	45
Net income and other comprehensive income	46
Assets	47
Liabilities and shareholder's equity	48
Change in shareholder's equity	49
Cash flow statement	50
11.6 Legal and arbitration proceedings	
11.7 Significant change in the issuer's financial or commercial position	
<b>12. Material contracts</b>	N/A
<b>13. Third party information and statements by experts and declarations of any interests</b>	N/A
<b>14. Documents on display</b>	N/A

The information incorporated by reference that is not included in the cross-reference list, is considered as additional information and is not required by the relevant schedules of Prospectus Regulation.

## 2. Update of the Summary of the Base Prospectus (pages 14 to 70 of the Base Prospectus)

Elements B.12 and B.19/B.12 headed "Selected key financial information and no material adverse change and no significant change statements" are amended as follows (page 17 and page 23 of the Base Prospectus):

<b>B.12</b>	<b>Selected key financial information and no material adverse change and no significant change statements</b>	[The following table shows Crédit Agricole CIB's selected key financial information as at and for the period ending 31 December 2015:		
		<i>(consolidated data in millions of euros)</i>	<b>01/01/2015-31/12/2015</b> (audited)	<b>01/01/2014-31/12/2014*</b> (audited)
		<b>Income statement</b>		
		Revenues	5,205	4,352
		Gross operating income	2,138	1,574
		Net income	1,491	1,456
		<b>Net income (group share)</b>	<b>958</b>	<b>1,050</b>
			-----	-----

<i>(consolidated data in billions of euros)</i>	<b>31/12/2015</b> (audited)	<b>31/12/2014*</b> (audited)
Total liabilities and shareholders' equity	549.3	644.1
Loans and advances to banks and customers	164.4	165.4
Due to banks and customers	170.3	168.4
Equity, Group Share	17.4	16.0
Total shareholders' equity	17.5	16.1
		*The 2014 data has been restated following the application of IFRIC 21, presented in Note 11 of the Registration Document.
<b><i>Ratios of Crédit Agricole CIB</i></b>	<b>31/12/2015 (Basel 3)</b> (unaudited)	<b>31/12/2014 (Basel 3)</b> (unaudited)
<i>Core Tier 1 solvency ratio</i>	10.4%	10.6%
<i>Tier 1 solvency ratio</i>	13.8%	13.5%
<i>Total solvency ratio</i>	15.2%	13.8%
The following table shows Crédit Agricole CIB's selected key financial information as at and for the six month period ending 30 June 2016:		
<i>(consolidated data in millions of euros)</i>	<b>30/06/2016</b>	<b>30/06/2015</b>
<b>Income statement</b>		
Net banking income	2,532	2,986
Gross operating income	911	1,429
Net income	559	535
<b>Net income - Group Share</b>	<b>556</b>	<b>527</b>
<i>(consolidated data in billions of euros)</i>	<b>30/06/2016</b>	<b>30/06/2015</b>
Total equity and liabilities	600	567.3
Loans and receivables due from Credit institutions and due from customers	175	171
Due to banks and customers	170	169

Equity, Group share	19.6	15.8
Total equity	19.7	15.9
<b><i>Solvency ratios of Crédit Agricole CIB</i></b>	<b>30/06/2016</b>	<b>30/06/2015</b>
	Phased-in	Fully loaded
<i>Core Tier 1 ratio</i>	10.8%	10.3%
<i>Tier 1 ratio</i>	14.6%	12.3%
<i>Total capital ratio</i>	16.6%	14.5%
	Phased-in	Fully loaded
	10.0%	9.4%
	11.8%	9.4%
	13.2%	11.0%

There has been no significant change in the financial or trading position of Crédit Agricole CIB since 30 June 2016 and no material adverse change in its prospects since 31 December 2015.]

[The following table shows Crédit Agricole CIB FG's selected key financial information as at and for the period ending 31 December 2015:

<i>Euros Thousands</i>	31/12/2015	31/12/2014
Total Balance Sheet	2,961,461	4,438,504
Share capital	15	15
Result carried forward	16	15
Net result	1	0

The following table shows Crédit Agricole CIB FG's selected key financial information as at and for the period ending 30 June 2016:

<i>Euros Thousands</i>	30/06/2016 (unaudited)	30/06/2015 (unaudited)
Total Balance Sheet	2,548,718	3,450,672
Share capital	15	15
Result carried forward	17	16
<i>Net result</i>	0	0

There has been no significant change in the financial or trading position of Crédit Agricole CIB FG since 30 June 2016 and no material adverse change in its prospects since 31 December 2015.]

[The following table shows Crédit Agricole CIB FS's selected key financial

information as at and for the period ending 31 December 2015:

<i>Euros</i>	31/12/2015	31/12/2014
Total Balance Sheet	2,716,516,893	1,880,367,029
Share capital	225,000	225,000
Result carried forward	(24,039)	(24,665)
Net result	2,570	626

The following table shows Crédit Agricole CIB FS's selected key financial information as at and for the period ending 30 June 2016:

<i>Euros</i>	30/06/2016 (unaudited)	30/06/2015 (unaudited)
Total Balance Sheet	3,049,977,750	2,336,330,786
Share capital	225,000	225,000
Result carried forward	(21,469)	(24,039)
<i>Net result</i>	0	0

There has been no significant change in the financial or trading position of Crédit Agricole CIB FS since 30 June 2016 and no material adverse change in its prospects since 31 December 2015.]

<b>[B.19/ B.12 Selected key financial information and no material adverse change and no significant change statements</b>	<b>Selected key financial information and no material adverse change and no significant change statements</b>	[The following table shows Crédit Agricole CIB's selected key financial information as at and for the period ending 31 December 2015:		
		<i>(consolidated data in millions of euros)</i>	<b>01/01/2015- 31/12/2015 (audited)</b>	<b>01/01/2014- 31/12/2014* (audited)</b>
		<b>Income statement</b>		
		Revenues	5,205	4,352
		Gross operating income	2,138	1,574
		Net income	1,491	1,456
		<b>Net income (group share)</b>	<b>958</b>	<b>1,050</b>
		<hr style="border-top: 1px dashed black;"/>		
		<i>(consolidated data in billions of euros)</i>	<b>31/12/2015 (audited)</b>	<b>31/12/2014* (audited)</b>
		<hr style="border-top: 1px solid black;"/>		
Total liabilities and shareholders' equity	549.3	644.1		
Loans and advances to banks and customers	164.4	165.4		
Due to banks and customers	170.3	168.4		
Equity, Group Share	17.4	16.0		
<hr style="border-top: 1px dashed black;"/>				
Total shareholders' equity	17.5	16.1		
<p style="text-align: right;">*The 2014 data has been restated following the application of IFRIC 21, presented in Note 11 of the Registration Document.</p>				
<hr style="border-top: 1px solid black;"/>				
<b>Ratios of Crédit Agricole CIB</b>	<b>31/12/2015 (Basel 3) (unaudited)</b>	<b>31/12/2014 (Basel 3) (unaudited)</b>		
Core Tier 1 solvency ratio	10.4%	10.6%		
Tier 1 solvency ratio	13.8%	13.5%		
Total solvency ratio	15.2%	13.8%		
The following table shows Crédit Agricole CIB's selected key financial information as at and for the six month period ending 30 June 2016:				
<i>(consolidated data in millions of euros)</i>				
<b>Income statement</b>				
Net banking income	2,532	2,986		
Gross operating income	911	1,429		

Net income	559	535		
<b>Net income - Group Share</b>	<b>556</b>	<b>527</b>		
<i>(consolidated data in billions of euros)</i>	<i>30/06/2016</i>	<i>30/06/2015</i>		
Total equity and liabilities	600	567.3		
Loans and receivables due from Credit institutions and due from customers	175	171		
Due to banks and customers	170	169		
Equity, Group share	19.6	15.8		
Total equity	19.7	15.9		
<b>Solvency ratios of Crédit Agricole CIB</b>	<b>30/06/2016</b>	<b>30/06/2015</b>		
	Phased- in	Fully loaded	Phased- in	Fully loaded
<i>Core Tier 1 ratio</i>	10.8%	10.3%	10.0%	9.4%
<i>Tier 1 ratio</i>	14.6%	12.3%	11.8%	9.4%
<i>Total capital ratio</i>	16.6%	14.5%	13.2%	11.0%
There has been no significant change in the financial or trading position of Crédit Agricole CIB since 30 June 2016 and no material adverse change in its prospects since 31 December 2015.]				



### 3. Amendment of the section headed “Description of Credit Agricole Corporate and Investment Bank” (pages 1264-1266 of the Base Prospectus)

---

The following subsection is added in the Section headed “Selected Financial Information” on page 1266 of the Base Prospectus:

“The following tables show Crédit Agricole Corporate and Investment Bank’s selected financial information as at and for the sixth month period ending 30 June 2016:

*(consolidated data in millions of euros)*

#### **Income statement**

	<i>30/06/2016</i>	<i>30/06/2015</i>
Net banking income	2,532	2,986
Gross operating income	911	1,429
Net income	559	535
<b>Net income - Group Share</b>	<b>556</b>	<b>527</b>

*(consolidated data in billions of euros)*

	<i>30/06/2016</i>	<i>30/06/2015</i>
Total equity and liabilities	600	567.3
Loans and receivables due from Credit institutions and due from customers	175	171
Due to banks and customers	170	169
Equity, Group share	19.6	15.8
Total equity	19.7	15.9

*Solvency ratios of Crédit Agricole CIB*

	<i>30/06/2016</i>		<i>30/06/2015</i>	
	Phased-in	Fully loaded	Phased-in	Fully loaded
<i>Core Tier 1 ratio</i>	10.8%	10.3%	10.0%	9.4%
<i>Tier 1 ratio</i>	14.6%	12.3%	11.8%	9.4%
<i>Total capital ratio</i>	16.6%	14.5%	13.2%	11.0%

”

*Arranger*  
**Crédit Agricole CIB**

*Dealers*

**Crédit Agricole CIB**  
**Crédit Agricole Securities Asia B.V., Tokyo Branch**

The date of this Third Supplement is 6 September 2016