

**SECOND SUPPLEMENT DATED 31 AUGUST 2017  
TO THE BASE PROSPECTUS DATED 10 MAY 2017**

**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 "**Second Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 10 May 2017 (the "**Base Prospectus**") and the first supplement to the Base Prospectus dated 2 June 2017 (the "**First Supplement**"), each in relation to the €50,000,000,000 Structured Debt Instruments Issuance Programme (the "**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 Second Supplement.

The Base Prospectus, the First Supplement and this Second 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 10 May 2017. Application has been made to the CSSF for approval of this Second 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.

This Second Supplement constitutes a supplement to the Base Prospectus for the purposes of article 16 of Directive 2003/71/EC and article 13.1 of the Prospectus Act.

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

References in this Second Supplement to paragraphs of the Base Prospectus are to the Base Prospectus as amended by the First Supplement. References in this Second Supplement to page numbers in the Base Prospectus are to the page numbers in the Base Prospectus without taking into account any amendments made by the First Supplement, unless otherwise specified in this Second Supplement.

Save as disclosed in this Second 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 Second Supplement is published have the right, exercisable until 4 September 2017, 5 p.m., (Paris Time) to withdraw their acceptances.

Copies of the Base Prospectus, the First Supplement and this Second 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 Second 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 2017 of Crédit Agricole CIB Finance (Guernsey) Limited, incorporating by reference the financial statements dated as at and for the period ending 30 June 2017 of Crédit Agricole CIB Financial Solutions and incorporating by reference the financial statements dated as at and for the period ending 30 June 2017 of Crédit Agricole Corporate and Investment Bank;
- 2) updating the Summary of the Base Prospectus accordingly; and
- 3) amending the sections headed "*Description of Crédit Agricole CIB Finance (Guernsey) Limited*" (pages 1000-1002 of the Base Prospectus), "*Description of Crédit Agricole CIB Financial Solutions*" (pages 1002-1005 of the Base Prospectus), "*Description of Crédit Agricole Corporate and Investment Bank*" (pages 998-1000 of the Base Prospectus) and "*General Information*" (pages 1069- 1072 of the Base Prospectus).

## I.

**A) Incorporation by reference of the unaudited financial statements dated as at and for the period ending 30 June 2017 of Crédit Agricole CIB Finance (Guernsey) Limited (page 164 of the Base Prospectus) (the table below should be added to the existing table already inserted in the Base Prospectus)**

	<b>Report and Financial Statements</b>
Page number of the unaudited financial statements at 30 June 2017 of Credit Agricole CIB Finance (Guernsey) Limited	Pages 2 to 44
Statement of comprehensive income	Page 6
Statement of financial position	Page 7
Statement of changes in shareholders' equity	Page 8
Statement of cash flows	Page 9

## Report and Financial Statements

Notes to the annual accounts

Pages 10 to 44

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 the Commission Regulation (EC) N° 809/2004 (**Prospectus Regulation**)

**B) Incorporation by reference of the unaudited financial statements dated as at and for the period ending 30 June 2017 of Crédit Agricole CIB Financial Solutions (page 165 of the Base Prospectus) (the table below should be added to the existing table already inserted in the Base Prospectus)**

## Report and Financial Statements

Page number of the financial statements at 30 June 2017 of Credit Agricole CIB Financial Solutions	Pages 2 to 56
Balance sheet - Assets	Page 4 to 5
Income statement	Page 6
Cash flow statement	Page 7
Notes to the annual accounts	Pages 8 to 56
Statement of changes in shareholders' equity	Pages 11

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 the Prospectus Regulation.

**C) Incorporation by reference of the unaudited financial statements dated as at and for the period ending 30 June 2017 of Crédit Agricole Corporate and Investment Bank (page 161-163 of the Base Prospectus) (the table below should be added to the existing table already inserted in the Base Prospectus)**

The following table indicates the pages references corresponding to the main information headings required by the Prospectus Regulation.

	Page number (of the update of the 2016 Registration Document unless otherwise stated)
<b>1. PERSONS RESPONSIBLE</b>	Page 122
<b>2. STATUTORY AUDITORS</b>	
<b>2.1</b> Statutory Auditors	Page 123

	<b>Page number (of the update of the 2016 Registration Document unless otherwise stated)</b>
2.2 Issuer's Audit Committee (including names of committee members)	Page 108
<b>3. RISK FACTORS</b>	Pages 11 to 21
<b>4. INFORMATION ABOUT THE ISSUER</b>	
4.1 History and development of the relevant Issuer	Page 8 (2016 Registration document)
4.2 The legal and commercial name of the relevant Issuer	Page 54
4.3 The place of registration of the relevant Issuer and its registration number	Page 54
4.4 The date of incorporation and the length of life of the relevant Issuer, except where indefinite	Page 392 (2016 Registration document)
4.5 The domicile and legal form of the relevant Issuer, the legislation under which the relevant Issuer operates, its country of incorporation, and the address and telephone number of its registered office (or principal place of business if different from its registered office)	Page 392 (2016 Registration document)
4.6 Recent Events concerning the Issuer that affect the Issuer's solvency	Pages 66 and 102
4.7 Investments	Pages 318 to 319 and 351 to 352 (2016 Registration document)
<b>5. BUSINESS OVERVIEW</b>	
5.1 Principal activities	Pages 10 to 13 (2016 Registration document)
5.2 Principal markets	Pages 10 to 13 (2016 Registration document)
<b>6. ORGANISATIONAL STRUCTURE</b>	Pages 265 and 345 to 350 (2016 Registration document)
6.1 If the relevant Issuer is part of a group, a brief description of the group and of the relevant Issuer's position within the group	Page 266 (2016 Registration document)
6.2 If the relevant Issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence	Page 97

	<b>Page number (of the update of the 2016 Registration Document unless otherwise stated)</b>
<b>7. RECENT TRENDS</b>	Page 9
<b>8. ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES</b>	Pages 88 to 147 (2016 Registration document)
8.1 Names, business addresses and functions in the relevant Issuer of the following persons, and an indication of the principal activities performed by them outside the relevant Issuer where these are significant with respect to that Issuer	Pages 109 to 118
8.2 Conflicts of interests	Page 111 (2016 Registration document)
<b>9. MAJOR SHAREHOLDERS</b>	Page 83
<b>10. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES</b>	
10.1 <b>Historical financial information</b>	Pages 53 to 103
(a) the balance sheet:	Page 57 and 58
(b) the income statement:	Page 55
(c) the cash flow statement:	Page 60
(d) the accounting policies and explanatory notes:	Pages 61 to 102
(e) Statutory Auditors' report:	Page 103
10.2 <b>Financial statements</b>	Pages 54 to 103
(a) Income statement	Page 55
(b) Net income and other comprehensive income	Page 56
(c) Balance sheet - Assets	Page 57
(d) Balance sheet - Liabilities	Page 58
(e) Change in shareholder's equity	Page 59
(f) Cash flow statement	Page 60

	<b>Page number (of the update of the 2016 Registration Document unless otherwise stated)</b>
10.3 <b>Auditing of historical annual financial information</b>	Page 103
10.4 <b>Dates of the most recent financial disclosures</b>	Page 53
10.5 <b>Legal and arbitration proceedings</b>	Pages 20 and 21
10.6 <b>Significant change in the relevant Issuer's financial position</b>	Page 392 (2016 Registration document)
<b>11. SIGNIFICANT CONTRACTS</b>	Page 392 (2016 Registration document)
<b>12. DOCUMENTS ON DISPLAY</b>	Page 392 (2016 Registration document)

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.

## **II. Update of the Summary of the Base Prospectus (pages 13 to 66 of the Base Prospectus)**

Element B.12 headed “*Selected key financial information and no material adverse change and no significant change statements*” and Element B.19/B.12 headed “*Selected key financial information and no material adverse change and no significant change statements*” are amended as follows (pages 16 to 17 and page 21 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 2016:		
		<i>(consolidated data in millions of euros)</i>	<b>01/01/2016-31/12/2016</b> (audited)	<b>01/01/2015-31/12/2015</b> (audited)
		<b>Income statement</b>		
		Revenues	4,936	5,205
		Gross operating income	1,856	2,138
		Net income	1,196	973
		<b>Net income (group share)</b>	<b>1,182</b>	<b>958</b>
		<i>(consolidated data in billions of euros)</i>	<b>31/12/2016</b> (audited)	<b>31/12/2015</b> (audited)
		Total liabilities and shareholders' equity	524.3	549.3
		Loans and advances to banks and customers	170.1	164.4
		Due to banks and customers	154.9	170.3
		Equity, Group Share	19.5	17.4
		Total shareholders' equity	19.6	17.5
		<b>Ratios of Crédit Agricole CIB</b>	<b>31/12/2016 (Basel 3)</b>	<b>31/12/2015 (Basel 3)</b>

	(unaudited)	(unaudited)
<i>Core Tier 1 solvency ratio</i>	11.7%	10.4%
<i>Tier 1 solvency ratio</i>	15.6%	13.8%
<i>Total solvency ratio</i>	18.1%	15.2%

There has been no significant change in the financial or trading position of Crédit Agricole CIB since 30 June 2017 and no material adverse change in its prospects since 31 December 2016.]

<i>(consolidated data in millions of euros)</i>	<b>30/06/2017</b>	<b>30/06/2016</b>		
<b>Income statement</b>				
Revenues	2,573	2,532		
Gross operating income	922	911		
Net income	638	559		
<b>Net income (group share)</b>	<b>632</b>	<b>556</b>		
<i>(consolidated data in billions of euros)</i>	<b>30/06/2017</b>	<b>30/06/2016</b>		
Total liabilities and shareholders' equity	507	600		
Loans and advances to banks and customers	161	175		
Due to banks and customers	156	170		
Equity, Group Share	19.1	19.6		
Total shareholders' equity	19.2	19.7		
<b>Ratios of Crédit Agricole CIB</b>	<b>30/06/2017</b>		<b>30/06/2016</b>	
	<b>Phased-in</b>	<b>Fully loaded</b>	<b>Phased-in</b>	<b>Fully loaded</b>
<i>Core Tier 1 solvency ratio</i>	12.1%	11.9%	10.8%	10.3%
<i>Tier 1 solvency ratio</i>	16.2%	14.1%	14.6%	12.3%
<i>Total solvency ratio</i>	19.0%	16.8%	16.6%	14.5%

[The following table shows Crédit Agricole CIB FG's selected key financial information as at and for the period ending 30 June 2017:

<i>Euros Thousands</i>	30/06/2017 (Unaudited)	30/06/2016 (Unaudited)
Total Balance Sheet	2,092,958	2,548,718
Share capital	15	15
Result carried forward	17	17
Net result	0	0

The following table shows Crédit Agricole CIB FG's selected key financial information as at and for the period ending 31 December 2016:

<i>Euros Thousands</i>	31/12/2016	31/12/2015
Total Balance Sheet	2,220,752	2,961,461
Share capital	15	15
Result carried forward	17	16
Net result	0	1

There has been no significant change in the financial or trading position of Crédit Agricole CIB FG since 30 June 2017 and no material adverse change in its prospects since 31 December 2016.]

[The following table shows Crédit Agricole CIB FS's selected key financial information as at and for the period ending 30 June 2017:

<i>Euros</i>	30/06/2017 (Unaudited)	30/06/2016 (Unaudited)
Total Balance Sheet	4,734,818,909	3,049,977,750
Share capital	225,000	225,000
Result carried forward	(19,871)	(21,469)
Net result	0	0

The following table shows Crédit Agricole CIB FS's selected key financial information as at and for the period ending 31 December 2016:

<i>Euros</i>	31/12/2016	31/12/2015
Total Balance Sheet	3,794,941,765	2,716,516,893
Share capital	225,000	225,000
Result carried forward	(21,469)	(24,039)
Net result	1,597	2,570

There has been no significant change in the financial or trading position of Crédit Agricole CIB FS since 30 June 2017 and no material adverse change in its prospects since 31 December 2016.]



<b>[B.19/ 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 2016:		
		<i>(consolidated data in millions of euros)</i>	<b>01/01/2016-31/12/2016</b> (audited)	<b>01/01/2015-31/12/2015</b> (audited)
		<b>Income statement</b>		
		Revenues	4,936	5,205
		Gross operating income	1,856	2,138
		Net income	1,196	973
		<b>Net income (group share)</b>	<b>1,182</b>	<b>958</b>
		<i>(consolidated data in billions of euros)</i>	<b>31/12/2016</b> (audited)	<b>31/12/2015</b> (audited)
		Total liabilities and shareholders' equity	524.3	549.3
		Loans and advances to banks and customers	170.1	164.4
		Due to banks and customers	154.9	170.3
		Equity, Group Share	19.5	17.4
		Total shareholders' equity	19.6	17.5
			<b>31/12/2016 (Basel 3)</b> (unaudited)	<b>31/12/2015 (Basel 3)</b> (unaudited)
		<b>Ratios of Crédit Agricole CIB</b>		
		Core Tier 1 solvency ratio	11.7%	10.4%
		Tier 1 solvency ratio	15.6%	13.8%
		Total solvency ratio	18.1%	15.2%
		There has been no significant change in the financial or the trading position of Crédit Agricole CIB since 30 June 2017 and no material adverse change in its prospects since 31 December 2016.]		
		<i>(consolidated data in millions of euros)</i>	<b>30/06/2017</b>	<b>30/06/2016</b>
<b>Income statement</b>				
Revenues	2,573	2,532		
Gross operating income	922	911		
Net income	638	559		
<b>Net income (group share)</b>	<b>632</b>	<b>556</b>		
<i>(consolidated data in billions of euros)</i>	<b>30/06/2017</b>	<b>30/06/2016</b>		
Total liabilities and shareholders' equity	507	600		
Loans and advances to banks and customers	161	175		
Due to banks and customers	156	170		

Equity, Group Share	19.1	19.6		
Total shareholders' equity	19.2	19.7		
<b>Ratios of <i>Crédit Agricole CIB</i></b>	<b>30/06/2017</b>		<b>30/06/2016</b>	
	<b>Phased-in</b>	<b>Fully loaded</b>	<b>Phased-in</b>	<b>Fully loaded</b>
<i>Core Tier 1 solvency ratio</i>	12.1%	11.9%	10.8%	10.3%
<i>Tier 1 solvency ratio</i>	16.2%	14.1%	14.6%	12.3%
<i>Total solvency ratio</i>	19.0%	16.8%	16.6%	14.5%

**III. Amendment of the sections headed “Description of Credit Agricole CIB Finance (Guernsey) Limited” (pages 1000-1002 of the Base Prospectus); “Description of Credit Agricole CIB Financial Solutions” (pages 1002-1005 of the Base Prospectus), “Description of *Crédit Agricole Corporate and Investment Bank*” (pages 998-1000 of the Base Prospectus) and “General Information” (pages 1169 – 1172 of the Base Prospectus).**

Sections headed “Description of Credit Agricole CIB Finance (Guernsey) Limited” (pages 1000-1002 of the Base Prospectus); “Description of Credit Agricole CIB Financial Solutions” (pages 1002-1005 of the Base Prospectus) and “Description of *Crédit Agricole Corporate and Investment Bank*” (pages 998-1000 of the Base Prospectus) are deleted in their entirety and replaced with:

## DESCRIPTION OF THE ISSUERS

*This section sets out a description of the Issuers.*

### **Description of Crédit Agricole Corporate and Investment Bank**

Information on Crédit Agricole Corporate and Investment Bank (Crédit Agricole CIB) is set out in Crédit Agricole Corporate and Investment Bank's Registration Document 2016 incorporated herein by reference (see "Documents Incorporated by Reference").

Crédit Agricole CIB is a limited liability company incorporated in France as a "*société anonyme*" and having its domicile in France.

On 30 June 2017, the authorised and issued fully paid up share capital of Crédit Agricole Corporate and Investment Bank was €7,851,636,342 divided into 290,801,346 ordinary shares with a par value of €27 each.

At the date of this Base Prospectus there are no conflicts of interest between any duties to Crédit Agricole CIB of the members of the Board of Directors or the Management Board and their private interests and/or other duties.

To the best of its knowledge and belief, Crédit Agricole CIB complies with the corporate governance regime of France.

The objects of Crédit Agricole CIB as set out in article 3 of its Articles of Association include the power, in France and abroad:

- to enter into any banking transactions and any finance transactions, and more particularly:
  - to receive funds, grant loans, advances, credit, financing, guarantees, to undertake collection, payment, recoveries,
  - to provide advisory services in financial matters, and especially in matters of financing, indebtedness, subscription, issues, investment, acquisitions, transfers, mergers and restructurings,
  - to provide custodial, management, purchasing, sales, exchange, brokerage and arbitrage services with respect to all and any stocks, equity rights, financial products, derivatives, currencies, commodities, precious metals and in general all and any other securities of all kinds,
- to provide all and any investment services and related services as defined by the French Monetary and Financial Code and any subsequent legislation or regulation deriving therefrom,
- to establish and to participate in any ventures, associations, corporations, by way of subscription, purchase of shares or equity rights, merger or in any other way,
- to enter into transactions, either commercial or industrial, relating to securities or real estate, directly or indirectly related to any or all of the above purposes or to any similar or connected purposes,
- the foregoing, both on its own behalf and on behalf of third parties or as a partner and in any form whatsoever.

As of 23 May 2017 (last rating action) Fitch Ratings has assigned the following Ratings:

- Short Term IDR: F1

A short term issuer default rating (**IDR**) issued by Fitch reflects a financial institution's vulnerability to default in the short term. For financial institutions and most other issuers, the "short term" typically means up to 13 months.

- Long Term IDR: A+, stable outlook

A long term IDR issued by Fitch in respect of a financial institution expresses Fitch's opinion on that institution's relative vulnerability to default on its financial obligations. In accordance with Fitch's rating definitions, the default risk addressed by the IDR is generally that of the financial obligations whose non-payment would "best reflect the uncured failure of that entity". Fitch considers that the obligations of financial institutions whose non-payment would best reflect uncured failure are usually senior obligations to third-party, non-government creditors. IDRs of financial institutions therefore typically opine on the probability of default on such obligations.

The Fitch Ratings group of companies established in the EU, which includes Fitch Ratings Limited, was registered on 31 October 2011 in accordance with the CRA Regulation.

As of 19 July 2016 (last rating action) Moody's Investors Service Ltd has assigned the following Ratings:

- Short Term Debt: Prime-1
- Long Term Debt: A1, stable outlook

Ratings assigned on Moody's global long-term and short-term rating scales are forward-looking opinions of the relative credit risks of financial obligations issued by non-financial corporates, financial institutions, structured finance vehicles, project finance vehicles, and public sector entities. Long-term ratings are assigned to issuers or obligations with an original maturity of one year or more and reflect both on the likelihood of a default on contractually promised payments and the expected financial loss suffered in the event of default. Short-term ratings are assigned to obligations with an original maturity of thirteen months or less and reflect the likelihood of a default on contractually promised payments.

Moody's Investors Service Ltd was registered on 31 October 2011 in accordance with the CRA Regulation.

As of 2 December 2015 (last rating action) Standard & Poor's Rating Services, a division of Standard & Poor's Credit Market Service Europe Limited has assigned the following Ratings:

- Short Term Debt: A-1
- Long Term Debt: A, stable outlook

Standard & Poor's credit ratings express Standard & Poor's opinion about the ability and willingness of an issuer to meet its financial obligations in full - and on time. Beyond that, credit ratings can also speak to the credit quality of an individual debt issue and the relative likelihood that the issue may default. Ratings are expressed as letter grades that range from 'AAA' to 'D' (in the case of long term ratings) or 'A-1' to 'D' (in the case of short term ratings) to communicate Standard & Poor's opinion of relative level of credit risk.

Standard & Poor's Credit Market Service Europe Limited was registered on 31 October 2011 in accordance with the CRA Regulation.

Crédit Agricole CIB is dependent on the performance of its subsidiaries and affiliates.

## Selected Financial Information

<i>(consolidated data in millions of euros)</i>	<u>01/01/2016-31/12/2016 (audited)</u>	<u>01/01/2015-31/12/2015 (audited)</u>
<b>Income statement</b>		
Revenues	4,936	5,205
Gross operating income	1,856	2,138
Pre-tax income	1,196	973
<b>Net income (group share)</b>	<b>1,182</b>	<b>958</b>
	-----	-----
	<b>31/12/2016</b>	<b>31/12/2015</b>
<i>(consolidated data in billions of euros)</i>		
Total liabilities and shareholders' equity	524.3	549.3
Loans and advances to banks and customers	170.1	164.4
Due to banks and customers	154.9	170.3
Equity, Group Share	19.5	17.4
	-----	-----
Total shareholders' equity	19.6	17.5
	<u>31/12/2016 (Basel 3) (unaudited)</u>	<u>31/12/2015 (Basel 3) (unaudited)</u>
<b>Ratios of Crédit Agricole CIB</b>	11.7%	10.4%
<i>Core Tier 1 solvency ratio</i>	15.6%	13.8%
<i>Tier 1 solvency ratio</i>	18.1%	15.2%
<b>(consolidated data in millions of euros)</b>		
	<b>30/06/2017</b>	<b>30/06/2016</b>
<b>Income statement</b>		
Revenues	2,573	2,532
Gross operating income	922	911
Net income	638	559
<b>Net income (group share)</b>	<b>632</b>	<b>556</b>
<i>(consolidated data in billions of euros)</i>		
	<b>30/06/2017</b>	<b>30/06/2016</b>
Total liabilities and shareholders' equity	507	600
Loans and advances to banks and customers	161	175
Due to banks and customers	156	170
Equity, Group Share	19.1	19.6
Total shareholders' equity	19.2	19.7
<b>Ratios of Crédit Agricole</b>		
	<b>30/06/2017</b>	<b>30/06/2016</b>

<b>CIB</b>				
	<b>Phased-in</b>	<b>Fully loaded</b>	<b>Phased-in</b>	<b>Fully loaded</b>
<i>Core Tier 1 solvency ratio</i>	12.1%	11.9%	10.8%	10.3%
<i>Tier 1 solvency ratio</i>	16.2%	14.1%	14.6%	12.3%
<i>Total solvency ratio</i>	19.0%	16.8%	16.6%	14.5%

### **Description of Crédit Agricole CIB Finance (Guernsey) Limited**

#### **Information relating to Crédit Agricole CIB Finance (Guernsey) Limited**

Crédit Agricole CIB Finance (Guernsey) Limited (**Crédit Agricole CIB FG**) was incorporated on 10 April 1992 in the form of a company limited by shares in accordance with the laws of Guernsey. Crédit Agricole CIB FG is domiciled in Guernsey.

Crédit Agricole CIB FG's registered office is located at Sarnia House, Le Truchot, St Peter Port, Guernsey, GY1 4NA. Crédit Agricole CIB FG's telephone number is +44(0) 1481 737 600. Crédit Agricole CIB FG was incorporated under The Companies (Guernsey) Law, 1908 to 1990 and is registered at the Register of Companies in Guernsey under registered number 25271.

The objects of Crédit Agricole CIB FG as set out in section 3 of its Memorandum of Incorporation include the power to carry on business as a finance company, to borrow or raise money by the issue of financial instruments of whatsoever nature and to receive money on deposit or loan or to secure or guarantee the payment of sums of money, to lend or advance money on such terms as may seem expedient and to enter into guarantees, contracts, indemnities and suretyships in respect of associated companies.

Crédit Agricole CIB FG is dependent on Crédit Agricole CIB.

#### **Organisational Structure/Major Shareholders**

Crédit Agricole Corporate and Investment Bank incorporated in France, is the immediate parent company of Crédit Agricole CIB FG with 99.9 per cent. shares and therefore controls Crédit Agricole CIB FG. Crédit Agricole CIB FG has no subsidiaries and is dependent on Crédit Agricole CIB.

#### **Share Capital**

The authorised and issued fully paid up share capital of Crédit Agricole CIB FG is € 15,250 divided into 100,000 ordinary shares of € 0.1525 each.

#### **Business Overview/Principal Activities/Principal Markets**

Crédit Agricole CIB FG carries on business as a finance company, issuing warrants, securities and other financial instruments.

#### **Trends**

The trends, uncertainties, demands, commitments and events that may impact Crédit Agricole CIB (a description of which is incorporated by reference – see "Documents Incorporated by Reference" above) are potentially relevant to Crédit Agricole CIB FG.

### Selected Financial Information

The following table shows Crédit Agricole CIB FG's selected financial information as at and for the interim period ending 30 June 2017:

	30/06/2017	30/06/2016
<i>Euros Thousands</i>	Unaudited	Unaudited
Total Balance Sheet	2,092,958	2,548,718
Share capital	15	15
Result carried forward	17	17
Net result	0	0

The following table shows Crédit Agricole CIB FG's selected financial information as at and for the annual period ending 31 December 2016:

	31/12/2016	31/12/2015
<i>Euros Thousands</i>		
Total Balance Sheet	2,220,752	2,961,461
Share capital	15	15
Result carried forward	17	16
Net result	0	1

### Administration and Management

The Board of Directors of Crédit Agricole CIB FG consists of the following members:

<b>Name</b>	<b>Function</b>	<b>Principal activities outside of Crédit Agricole CIB FG</b>
David HEARSE:	Director	Deputy Managing Director of Praxis Trust Limited, a regulated fiduciary service provider and director of various entities managed by Praxis Trust Limited.
Robert H. FEARIS:	Director	Qualified accountant - FCCA Managing Director of Praxis Trust Limited, a regulated fiduciary service provider and director of various entities managed by Praxis Trust Limited.
Philippe HUGER:	Director	Director - Global Market Division Control - Crédit Agricole CIB.
Samy BEJI:	Director	Global Head of Structuring & Product Development - Crédit Agricole CIB.
Mariano GOLDFISCHER:	Director	Global Head of Credit Trading for Crédit Agricole CIB.

Regis BENICHOU:	Director	Global Head of Pricing and Product Development for Credit & Rates and Head of Cross-Asset Structuring & Product Development for EMEA - Crédit Agricole CIB.
Alexandre TAIEB:	Director	Head of Issuance Platform - Crédit Agricole CIB.
Jeffrey WILKES-GREEN:	Alternate Officer: Director	FCCA Accountant and Director within numerous entities controlled by Praxis Trust Limited.
David PIESING:	Alternate Officer: Director	Director within numerous entities controlled by Praxis Trust Limited.

The business address of members of the Board of Directors is Sarnia House, Le Truchot, St Peter Port, Guernsey, GY1 4NA for the local Directors and 12 place des États-Unis, CS 70052, 92 547 Montrouge Cedex, France for Paris Directors.

At the date of this Base Prospectus there are no conflicts of interest between any duties to Crédit Agricole CIB FG of the members of the Board of Directors and their private interests and/or other duties.

To the best of its knowledge and belief, Crédit Agricole CIB FG complies with the corporate governance regime of Guernsey.

#### **General Meetings of Shareholders**

The requirement for the Company to hold an AGM under section 201 of The Companies (Guernsey) Law 2008 (the **Law**) was waived effective 28 November 2008 until such time as the Shareholders rescind the effect of this waiver resolution under section 201(3) of the Law. Any General Meeting convened by the Board unless its time has been fixed by the Company in General Meeting or unless convened pursuant to a requisition, may be postponed by the Board by notice in writing.

#### **Audit Committee**

Crédit Agricole CIB FG does not have an audit committee.

#### **Recent events**

Since the balance sheet date, there have been no major events affecting the financial statements of Crédit Agricole CIB FG.



## Description of Crédit Agricole CIB Financial Solutions

### Information relating to Crédit Agricole CIB Financial Solutions

Crédit Agricole CIB Financial Solutions (Crédit Agricole CIB FS) is a limited liability company incorporated on 30 December 2003 under the laws of the Republic of France as a "*société anonyme*" governed by a Board of Directors registered at the *Registre du Commerce et des Sociétés de Nanterre* under the reference SIRET 45142804900014 and having its domicile in France. Its registered office is at 12 place des États-Unis, CS 70052, 92 547 Montrouge Cedex, France. Crédit Agricole CIB FS's telephone number is +33 (0) 1 41 89 65 66.

The objects of Crédit Agricole CIB FS as set out in article 3 of its Articles of Association include the power to borrow funds by way of issue of securities and financial instruments of any nature, whether guaranteed or not, to purchase, manage and sell any security and financial instrument, to engage in any cash management and financing transaction with associated companies, to engage in any transaction involving financial instruments (including financial futures) traded on any organised market or over-the-counter, to participate directly or indirectly in any transactions connected with its object by way of the creation or acquisition of new companies, capital contribution or subscription, purchase or securities or company share, merger or otherwise.

Crédit Agricole CIB FS is dependent on Crédit Agricole CIB.

### Organisational Structure / Major shareholders

Crédit Agricole Corporate and Investment Bank incorporated in France, is the immediate parent company of Crédit Agricole CIB FS with 99.64 per cent. shares and therefore controls Crédit Agricole CIB FS. Crédit Agricole CIB FS has no subsidiaries and is dependent on Crédit Agricole CIB.

### Share Capital

The authorised and issued fully paid up share capital of Crédit Agricole CIB FS is € 225.000 divided into 2.500 ordinary shares of €90 each.

### Business Overview/Principal Activities/Principal Markets

Crédit Agricole CIB FS carries on business as a finance company, issuing warrants, securities and other financial instruments.

### Trends

The trends, uncertainties, demands, commitments and events that may impact Crédit Agricole CIB (a description of which is incorporated by reference – see "*Documents Incorporated by Reference*" above) are potentially relevant to Crédit Agricole CIB FS.

### Selected Financial Information

The following table shows Crédit Agricole CIB FS's selected financial information as at and for the interim period ending 30 June 2017:

	30/06/2017	30/06/2016
<i>Euros</i>	Unaudited	Unaudited
Total Balance Sheet	4,734,818,909	3,049,977,750
Share capital	225,000	225,000

Result carried forward	(19,871)	(21,469)
Net result	0	0

The following table shows Crédit Agricole CIB FS's selected financial information as at and for the annual month period ending 31 December 2016:

<i>Euros</i>	31/12/2016	31/12/2015
Total Balance Sheet	3,794,941,765	2,716,516,893
Share capital	225,000	225,000
Result carried forward	(21,469)	(24,039)
Net result	1,597	2,570

#### **Administration and Management**

The Board of Directors of Crédit Agricole CIB FS consists of the following members:

<b>Name</b>	<b>Function</b>	<b>Principal activities outside of Crédit Agricole CIB FS</b>
Emmanuel BAPT:	Chairman of the Board of Directors	Global Head - Global Equity & Fund Derivatives - Crédit Agricole CIB.
Société INDOSUEZ PARTICIPATIONS SA, represented by Adrien FILIPPI:	Director	Analyst - Crédit Agricole CIB.
Alexandre TAIEB:	Director	Head of Issuance Platform - Crédit Agricole CIB.
Florence HENNEKINNE:	Director	Director - Global Market Division Control - Crédit Agricole CIB.
Regis BENICHOU:	Director	Global Head of Pricing and Product Development for Credit & Rates and Head of Cross-Asset Structuring & Product Development for EMEA - Crédit Agricole CIB.
Samy BEJI:	Director	Global Head of Structuring & Product Development - Crédit Agricole CIB.

Isabelle DENOUAL	Director	Head of Cross-Asset Structuring - Crédit Agricole CIB
Benoît PLAUT	Director	PSEE Manager / Structuring Team - Crédit Agricole CIB

The business address of members of the Board of Directors is 12 place des États-Unis, CS 70052, 92 547 Montrouge Cedex, France for the Paris Directors.

At the date of this Base Prospectus there are no conflicts of interest between any duties to Crédit Agricole CIB FS of the members of the Board of Directors and their private interests and/or other duties.

To the best of its knowledge and belief, Crédit Agricole CIB FS complies with the corporate governance regime of France.

#### **General Meetings of Shareholders**

General meetings shall be held once at least in each calendar year. Any General Meeting convened by the Board unless its time has been fixed by the Company in General Meeting or unless convened pursuant to a requisition, may be postponed by the Board by notice in writing.

#### **Audit Committee**

Crédit Agricole CIB FS does not have an audit committee.

## GENERAL INFORMATION

*This section provides certain additional information relating to all the Securities.*

### **Authorisation**

No authorisation procedures are required of Crédit Agricole CIB under French law for the update of the Programme or the giving of the Guarantee. No authorisation procedures are required of Crédit Agricole CIB FS under French law for the update the Programme. However, to the extent that Securities issued under the Programme may constitute *obligations* under French law, issues of such Securities will be authorised as required under French law.

The update of the Programme and the issue of Securities under the Programme have been duly authorised by a resolution of the Board of Directors of Crédit Agricole CIB FG dated 8 May 2017.

In the event that additional authorisation procedures are required in respect of a particular Series of Securities, they will be specified (if required by applicable law) in paragraph 9 of the Final Terms.

### **Listing of Securities and admission to trading**

Securities issued under the Programme may be offered to the public or listed on the Official List and admitted to trading on the Luxembourg Stock Exchange's regulated market and on other stock exchanges and/or regulated markets.

### **Documents Available**

For the period of 12 months following the date of approval of this Base Prospectus, copies of the following documents will, when published, be available for inspection or during normal business hours from the registered office of the relevant Issuer and from the specified office of the Principal Paying Agent for the time being in Luxembourg:

- (i) the *Statuts* (with an English translation thereof) of Crédit Agricole CIB, the Memorandum and Articles of Incorporation of Crédit Agricole CIB FG and the *Statuts* (with an English translation thereof) of Crédit Agricole CIB FS;
- (ii) in the case of Crédit Agricole CIB, as Issuer and Guarantor, the consolidated and non-consolidated audited financial statements in respect of the financial years ended 2015 and 2016 (with an English translation thereof for the consolidated accounts) and in the case of Crédit Agricole CIB FG and Crédit Agricole CIB FS, each as Issuer, the audited financial statements in respect of the financial years ended 2015 and 2016;
- (iv) the most recently published annual audited financial statements and future interim unaudited financial statements of each Issuer and the Guarantor (with an English translation thereof);
- (v) the Programme Agreement, the Agency Agreement, the Deed of Covenant, the Deed of Guarantee and the forms of the Global Securities, the Securities in definitive form, the Receipts, the Coupons and the Talons and any supplements thereto;
- (vi) the Security Valuation Agency Agreement, the Custodian Agreement, the Collateral Management Agreement, the Collateral Monitoring Agency Agreement, the Disposal Agency Agreement, each Pledge Agreement and each Security Trust Deed (save to the extent any such document relates to Private Placement Securities);
- (vii) a copy of this Base Prospectus;
- (viii) any future Base Prospectus and supplements to this Base Prospectus and any other documents incorporated herein or therein by reference;
- (ix) any Final Terms (save that the Final Terms relating to a Security which is neither admitted to trading on a regulated market in the European Economic Area nor offered in the European Economic Area in circumstances where a prospectus is required to be published under the Prospectus Directive will only be available for inspection by a holder of such Security and such holder must produce evidence satisfactory to the relevant Issuer and the Principal Paying Agent as to its holding of Securities and identity); and
- (x) in the case of each issue of Securities admitted to trading on the Luxembourg Stock Exchange's regulated market subscribed pursuant to a subscription agreement, the subscription agreement (or equivalent document).

Investors should consult the Issuer should they require a copy of the ISDA Definitions or the Credit Derivative Definitions (as such term is defined in the Credit Linked Conditions). In addition, copies of this Base Prospectus and each document incorporated by reference are available on the Luxembourg Stock Exchange's website ([www.bourse.lu](http://www.bourse.lu)).

In addition, copies of the applicable Final Terms are available during normal business hours at the specified office of the Registrar and the other Paying Agents and Transfer Agents (save that the Final Terms relating to a Private Placement Security will only be available for inspection by a holder of such Security and such holder must produce evidence satisfactory to the Registrar, other Paying Agents and Transfer Agent as to its holding of Securities and identity).

Copies of each Final Terms relating to Securities, which are admitted to trading on the Luxembourg Stock Exchange's regulated market and each document incorporated by reference, are available on the Luxembourg Stock Exchange's website ([www.bourse.lu](http://www.bourse.lu)).

#### **Clearing Systems**

The Securities have been accepted for clearance through Euroclear and Clearstream, Luxembourg (which are the entities in charge of keeping the records). The appropriate Common Code and ISIN for each Tranche of Securities allocated by Euroclear and Clearstream, Luxembourg will be specified in the applicable Final Terms. In addition, the relevant Issuer may make an application for any Securities in registered form to be accepted for trading in book-entry form by DTC. The CUSIP and/or CINS numbers for each Tranche of Registered Securities, together with the relevant ISIN and Common Code, will be specified in the applicable Final Terms. If the Securities are cleared through an additional or alternative clearing system the appropriate information will be specified in the applicable Final Terms.

The address of Euroclear is Euroclear Bank SA/NV, 1 Boulevard du Roi Albert II, B-1210 Brussels and the address of Clearstream, Luxembourg is Clearstream Banking, 42 Avenue JF Kennedy, L-1855 Luxembourg. The address of DTC is 55 Water Street, New York, NY 10041-0099.

The address of Euroclear Sweden is Euroclear Sweden AB, Klarabergsviadukten 63, Box 191, SE-101 23 Stockholm, Sweden.

The address of Monte Titoli S.p.A. is Piazza delgi Affari 6, 20123 Milan, Italy.

#### **Conditions for determining price**

The price and amount of Securities to be issued under the Programme will be determined by the relevant Issuer and the relevant Dealer at the time of issue in accordance with prevailing market conditions.

#### **Yield**

An indication of yield in respect of a Series of Fixed Rate Securities will be specified in the applicable Final Terms. The yield is calculated as at the Issue Date of the Securities and on the basis of the relevant Issue Price. As such, the yield specified in the applicable Final Terms reflects the yield to maturity of the relevant Securities as at their Issue Date and is not be an indication of future yield.

#### **Credit Ratings**

The rating(s) of the Securities (if any) will be specified in the applicable Final Terms, including as to whether or not such credit ratings are issued by credit rating agencies established in the European Union, registered (or which have applied for registration) under Regulation (EC) No 1060/2009 of the European Parliament and of the Council dated 16 September 2009, as amended by Regulation (EU) No 513/2011 of the European Parliament and of the Council dated 11 May 2011 (the **CRA Regulation**) and are included in the list of registered credit rating agencies published on the website of the European Securities and Markets Authority ([www.esma.europa.eu](http://www.esma.europa.eu)).

Of the Issuers, only Crédit Agricole CIB is rated, and such ratings are specified in the section of this Base Prospectus entitled "*General Description of the Issuers*". The Credit Ratings referred to in that section have been assigned by Fitch Ratings Limited, Moody's Investor Services Ltd and Standard & Poor's Credit Market Service Europe Limited each of which is a credit rating agency established in the European Union, registered under the CRA Regulation and are included in the list of registered credit rating agencies published on the website of the European Securities and Markets Authority referred to above. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency without notice.

#### **Significant or Material Adverse Change**

There has been no significant change in the financial or trading position of Crédit Agricole CIB since 30 June 2017 and no material adverse change in the prospects of Crédit Agricole CIB since 31 December 2016.

There has been no significant change in the financial or trading position of Crédit Agricole CIB FG and Crédit Agricole CIB FS since 30 June 2017 and no material adverse change in the prospects of Crédit Agricole CIB FG and Crédit Agricole CIB FS since 31 December 2016.

#### **Material Contracts**

Crédit Agricole CIB, Crédit Agricole CIB FG and Crédit Agricole CIB FS have not entered into any material contracts that are not entered into in the ordinary course of the relevant Issuer's business, which could result in any Group member being under an obligation or entitlement that is material to the relevant Issuer's ability to meet their obligation to Securityholders in respect of the Securities.

#### **Litigation**

Save as disclosed in relation to Crédit Agricole CIB on page 20 to 21 of the update of 2016 Registration Document (incorporated herein by reference), none of the Issuers, nor the Guarantor is or has been involved in any

governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which any of the Issuers or the Guarantor are aware) in the 12 months preceding the date of this document which may have or have in such period had a significant effect on the financial position or profitability of the relevant Issuer or the Guarantor.

#### **Auditors**

The auditors of Crédit Agricole CIB FG are PricewaterhouseCoopers CI LLP, PO Box 321, Royal Bank Place, 1 Glatigny Esplanade, St. Peter Port, Guernsey GY1 4ND, (Chartered Accountants, Guernsey – member of the Guernsey Society of Chartered and Certified Accountants), who have audited Crédit Agricole CIB FG's accounts, without qualification, in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board for each of the two financial years ended on 31 December 2015 and 2016. The auditors of Crédit Agricole CIB FG have no material interest in Crédit Agricole CIB FG.

The auditors of Crédit Agricole CIB FS are PricewaterhouseCoopers Audit (member of the French *Compagnie nationale des commissaires aux comptes*), 63 rue de Villiers, 92200 Neuilly-sur-Seine, France.

PricewaterhouseCoopers Audit have audited Crédit Agricole CIB FS's accounts (including the cash flow statements contained therein), without qualification, in accordance with generally accepted auditing standards in France for each of the two financial years ended on 31 December 2015 and 2016. The auditors of Crédit Agricole CIB FS have no material interest in Crédit Agricole CIB FS.

The auditors of Crédit Agricole CIB are Ernst & Young et Autres (member of the French *Compagnie nationale des commissaires aux comptes*), 1-2 Place des saisons, 92400 Courbevoie, Paris-La Défense, France and PricewaterhouseCoopers Audit (member of the French *Compagnie nationale des commissaires aux comptes*), 63 rue de Villiers, 92208 Neuilly-sur-Seine, France.

Ernst & Young et Autres have audited Crédit Agricole CIB's consolidated and non-consolidated accounts, in accordance with generally accepted auditing standards in France for each of the two financial years ended on 31 December 2015 and 2016. PricewaterhouseCoopers Audit have audited Crédit Agricole CIB's consolidated and non-consolidated accounts, in accordance with generally accepted auditing standards in France for the financial years ended on 31 December 2015 and 2016.

The auditors of Crédit Agricole CIB have no material interest in Crédit Agricole CIB.

*Arranger*  
**Crédit Agricole CIB**

*Dealers*

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

The date of this Second Supplement is 31 August 2017