

Final Terms dated 8 June 2016



Crédit Agricole S.A.,  
acting through its London branch

Euro 75,000,000,000  
Euro Medium Term Note Programme

Series No: 498  
Tranche No: 1

Issue of EUR 500,000,000 Fixed Rate Notes due June 2023 (the "Notes")  
Issued by: Crédit Agricole S.A., acting through its London branch (the "Issuer")

***Lead Manager***

Crédit Agricole CIB

***Co-Lead Managers***

BayernLB

Danske Bank

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

The expression "**Prospectus Directive**" means Directive 2003/71/EC (and amendments thereto, including the Directive 2010/73/EU, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State.

## Part A — Contractual Terms

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in “Terms and Conditions of the French Law Notes” in the base prospectus dated 23 March 2016 which has received visa no. 16-094 from the *Autorité des marchés financiers* (the “AMF”) on 23 March 2016 and the supplements to it dated 6 April 2016 and 20 May 2016 which have respectively received from the AMF visa no. 16-121 on 6 April 2016 and visa no. 16-190 on 20 May 2016, and which together with the base prospectus constitute a base prospectus for the purposes of the Prospectus Directive (the “**Base Prospectus**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing on the website of the Issuer (<http://www.credit-agricole.com/en/Investor-and-shareholder>) and on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)) and copies may be obtained from Crédit Agricole S.A., 12, place des Etats-Unis, 92127 Montrouge Cedex, France.

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|-----|--|---|
| 1.  | Issuer:  | Crédit Agricole S.A., acting through its London branch  |
| 2.  | (i) Series Number:                             | 498   |
|     | (ii) Tranche Number:                           | 1   |
|     | (iii) Date on which the Notes become fungible: | Not Applicable  |
| 3.  | Specified Currency or Currencies:              | Euro (“EUR”)  |
| 4.  | Aggregate Nominal Amount:                      |   |
|     | (i) Series:                                    | EUR 500,000,000   |
|     | (ii) Tranche:                                  | EUR 500,000,000   |
| 5.  | Issue Price:                                   | 100.00 per cent. of the Aggregate Nominal Amount  |
| 6.  | Specified Denomination:                        | EUR 100,000   |
| 7.  | (i) Issue Date:                                | 10 June 2016  |
|     | (ii) Interest Commencement Date:               | Issue Date  |
| 8.  | Maturity Date:                                 | 23 June 2023  |
| 9.  | Interest Basis:                                | 0.835 per cent. Fixed Rate<br>(further particulars specified in paragraph 15 below)   |
| 10. | Redemption Basis:                              | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.00 per cent. of their nominal amount |
| 11. | Change of Interest Basis:                      | Not Applicable  |
| 12. | Put/Call Options:                              | Not Applicable  |

13. Status: Senior Notes
14. Dates of the corporate authorisations for issuance of the Notes: Resolution of the Board of Directors of the Issuer dated 8 March 2016 and the *décision d'émission* dated 8 June 2016

**Provisions Relating to Interest (if any) Payable**

15. Fixed Rate Note: Applicable
- (i) Rate of Interest: 0.835 per cent. per annum payable in arrear on each Interest Payment Date
- (ii) Interest Payment Date(s): 23 June in each year from and including 23 June 2016 to and including the Maturity Date
- (iii) Fixed Coupon Amount: EUR 835 per Note of EUR 100,000 in nominal amount, payable on each Interest Payment Date except for the amount payable in respect of the first short Interest Accrual Period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the Interest Payment Date falling on 23 June 2016, which shall be the Broken Amount
- (iv) Broken Amount(s): EUR 29.74 per Note of EUR 100,000 in nominal amount payable on the Interest Payment Date falling on 23 June 2016
- (v) Day Count Fraction: Actual/Actual-ICMA, not adjusted
- (vi) Determination Dates: 23 June in each year
- (vii) Resetable: Not Applicable
16. Floating Rate Note: Not Applicable
17. Zero Coupon Note: Not Applicable
18. CMS Linked Note: Not Applicable
19. Inflation Linked Notes: Not Applicable

**Provisions Relating to Redemption**

20. Redemption at the Option of the Issuer (Call Option): Not Applicable
21. Redemption at the Option of Noteholders (Put Option): Not Applicable
22. Final Redemption Amount of each Note: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.00 per cent. of their nominal amount

23. Early Redemption Amount:  
Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(c)) or on event of default (Condition 10): 100.00 per cent. of the nominal amount of the Notes

**General Provisions Applicable to the Notes**

24. (i) Form of Notes (Bearer Notes): Dematerialised Notes  
(ii) Form of Dematerialised Notes: Bearer dematerialised form (*au porteur*)  
(iii) Registration Agent: Not Applicable  
(iv) Temporary Global Certificate: Not Applicable
25. Exclusion of the possibility to request identification of a Noteholder as provided by Condition 1(a): Not Applicable
26. Financial Centre: TARGET
27. Talons for future Coupons or Receipts to be attached to Definitive Materialised Bearer Notes (and dates on which such Talons mature): Not Applicable
28. Details relating to Instalment Notes: amount of each Instalment, date on which each payment is to be made: Not Applicable
29. Applicable tax regime: Condition 8(a) and Condition 8(b) apply
30. Representation of holders of French Law Notes – *Masse*: Full *Masse* shall apply

**Responsibility**

I hereby accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer on 8 June 2016

Duly represented by: Philippe Cuxac



## Part B — Other Information

### 1 LISTING AND ADMISSION TO TRADING

- (i) Listing: Application has been made for the Notes to be admitted to trading on Euronext Paris with effect from 10 June 2016
- (ii) Estimate of total expenses related to admission to trading: EUR 9,800

### 2 RATINGS

The Notes to be issued have been rated:

Standard & Poor's: A

Moody's: A2

Fitch: A

Standard & Poor's, Moody's and Fitch are established in the European Union and are registered under Regulation (EC) No 1060/2009 (the "CRA Regulation"). As such, Standard & Poor's, Moody's and Fitch are included in the list of credit rating agencies published by the European Securities and Market Authority on its website in accordance with the CRA Regulation.

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

Save as discussed in "Subscription and Sale" in the Base Prospectus, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the issue.

### 4 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: EUR 499,640,000
- (iii) Estimated total expenses: As set out in paragraph 1 (ii) of Part B

### 5 OPERATIONAL INFORMATION

ISIN: FR0013182342

Common Code: 143135535

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking Société Anonyme and the relevant identification number(s): Euroclear France

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

## 6 YIELD

Indication of yield: 0.835 per cent. per annum

## 7 DISTRIBUTION

1. Method of distribution: Syndicated
2. If syndicated,
  - (i) Names of Managers (specifying Lead Manager):

**Lead Manager**  
Crédit Agricole Corporate and Investment Bank

**Co-Lead Managers**  
Bayerische Landesbank  
Danske Bank A/S
  - (ii) Date of Subscription Agreement (if any): 8 June 2016
  - (iii) Stabilising Manager(s) (if any): Not Applicable
3. If non-syndicated, name and address of Dealer: Not Applicable
4. U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA not applicable