

Final Terms dated 9 February 2012



**Crédit Agricole S.A.
acting through its London branch
Euro 75,000,000,000
Euro Medium Term Note Programme**

**Series No: 387
Tranche No: 1**

EUR 1,250,000,000 Fixed Rate Notes due February 2019 (the “Notes”)

Issued by: Crédit Agricole S.A. acting through its London branch (the “Issuer”)

**LEAD MANAGER
Crédit Agricole CIB**

CO-LEAD MANAGERS
BayernLB
Deka Bank
Erste Group Bank AG
ING BANK N.V.
Lloyds Bank
Pohjola Bank plc
Raiffeisen Bank International AG
UniCredit Bank AG

Part A — Contractual Terms

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 17 May 2011 which received visa no.11-164 from the *Autorité des Marchés Financiers* (the “**AMF**”) on 17 May 2011, the supplement no.1 to the Base Prospectus which received visa no.11-184 from the AMF on 25 May 2011, the supplement no.2 to the Base Prospectus which received visa no.11-238 from the AMF on 20 June 2011, the supplement no.3 to the Base Prospectus which received visa no.11-353 on 3 August 2011, the supplement no.4 to the Base Prospectus which received visa no.11-377 on 30 August 2011, the supplement no.5 to the Base Prospectus which received visa no.11-415 on 16 September 2011, the supplement no.6 to the Base Prospectus which received visa no.11-449 on 4 October 2011, the supplement no.7 to the Base Prospectus which received visa no.11-469 on 18 October 2011, the supplement no.8 to the Base Prospectus which received visa no.11-537 on 17 November 2011, the supplement no.9 to the Base Prospectus which received visa no.11-585 on 20 December 2011 and the supplement no. 10 to the Base Prospectus which received visa no.12-053 on 1 February 2012, which together constitute a base prospectus (the “**Base Prospectus**”) for the purposes of the Prospectus Directive (Directive 2003/71/EC) as amended by Directive 2010/73/EC (the “**2010 PD Amending Directive**”) (the “**Prospectus Directive**”). 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 such Base Prospectus as so supplemented. 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, the supplements to the Base Prospectus and these Final Terms are available for viewing on the websites of (i) the AMF (www.amf-france.org) and (ii) the Issuer (www.credit-agricole.com).

1	Issuer:	Crédit Agricole S.A., acting through its London Branch
2		
	(i) Series Number:	387
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Euro (“ EUR ”)
4	Aggregate Nominal Amount:	
	(i) Series:	EUR 1,250,000,000
	(ii) Tranche:	EUR 1,250,000,000
5	Issue Price:	99.28 per cent. of the Aggregate Nominal Amount
6	Specified Denominations:	
	(i) Specified Denomination(s):	EUR 100,000
	(ii) Calculation Amount:	EUR 100,000
7		
	(i) Issue Date:	13 February 2012
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	13 February 2019

9	Interest Basis:	3.875 per cent. per annum Fixed Rate (further particulars specified in paragraph 15 below)
10	Redemption/Payment Basis:	Redemption at par
11	Change of Interest or Redemption/Payment Basis:	Not Applicable
12	Put/Call Options:	Not Applicable
13		
	(i) Status of the Notes:	Unsubordinated Notes. The Notes constitute <i>obligations</i> under French law and are issued (or deemed issued) outside France
	(ii) Dates of the corporate authorisations for issuance of the Notes:	Resolution of the Board of Directors of the Issuer dated 23 February 2011 and the <i>Décision d'émission</i> dated 9 February 2012.
14	Method of distribution:	Syndicated

Provisions Relating to Interest (if any) Payable

15	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	3.875 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	Interest will be payable annually in arrears on 13 February in each year from and including 13 February 2013 to and including the Maturity Date, subject to the Following Business Day Convention for payment only.
	(iii) Fixed Coupon Amount:	EUR 3,875 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual, unadjusted
	(vi) Determination Dates:	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16	Floating Rate Note Provisions	Not Applicable
17	Zero Coupon Note Provisions	Not Applicable
18	Index-Linked Interest Note	Not Applicable
19	Dual Currency Note Provisions	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	EUR 100,000 per Note of EUR 100,000 Specified Denomination

- 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) or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions): As set out in the Conditions

General Provisions Applicable to the Notes

- 24 Form of Notes (Bearer Notes): Bearer Notes
- 25 Global Certificates (Registered Notes): Not Applicable
- 26 Temporary or permanent Global Note/Certificate: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note.
- 27 New Global Note: Yes
- 28 Global Certificate held under NSS: Not Applicable
- 29 Financial Centre(s) or other special provisions relating to Payment Dates: TARGET
- 30 Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No
- 31 Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable
- 32 Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable
- 33 Applicable tax regime: Conditions 8(a), 8(b) and 8(c) apply
- 34 Other final terms: Not Applicable

Distribution

- 35 If syndicated
- (i) Names of Managers (specifying Lead Manager): LEAD MANAGER
Crédit Agricole Corporate and Investment Bank
CO-LEAD MANAGERS
Bayerische Landesbank
Deka Bank Deutsche Girozentrale

Erste Group Bank AG

ING BANK N.V.

Lloyds TSB Bank plc

Pohjola Bank plc

Raiffeisen Bank International AG

UniCredit Bank AG

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|-------|--|--|
| (ii) | Date of Subscription Agreement (if any): | 9 February 2012 |
| (iii) | Stabilising Manager(s) (if any): | Not Applicable |
| 36 | If non-syndicated, name and address of Dealer: | Not Applicable |
| 37 | Total commission and concession: | 0.20 per cent. of the Aggregate Nominal Amount |
| 38 | U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D |
| 39 | Non-exempt Offer: | Not Applicable |
| 40 | Additional selling restrictions: | Not Applicable |

Purpose of Final Terms

These Final Terms comprise the final terms required to list and have admitted to trading the Notes described herein pursuant to the Euro 75,000,000,000 Euro Medium Term Note Programme of the Issuer.

Responsibility

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

Signed on behalf of the Issuer

Duly represented by: Nadine Fedon



Part B — Other Information

1 Listing and Admission to Trading

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|-------|---|---|
| (i) | Listing: | Application has been made for the Notes to be listed on Euronext Paris |
| (ii) | Admission to trading: | Application has been made for the Notes to be admitted to trading on Euronext Paris with effect from 13 February 2012 |
| (iii) | Estimate of total expenses related to admission to trading: | EUR 5,200 |

2 Ratings

In respect of Notes having a maturity of more than one year, the Programme has been rated:

S&P: A

Moody's: Aa3

Fitch: A+

Standard & Poor's Credit Market Services France SAS ("S&P"), Fitch Ratings Ltd ("Fitch Ratings") and Moody's France SAS ("Moody's") are established in the European Union and are registered under Regulation (EU) No 1060/2009 as amended by Regulation (EU) No 513/2011 (the "CRA Regulation"). As such these entities are included in the list of credit rating agencies published by the European Securities and Markets 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

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|-------|---------------------------|---|
| (i) | Reasons for the offer: | See " <i>Use of Proceeds</i> " wording in Base Prospectus |
| (ii) | Estimated net proceeds: | EUR 1,238,500,000 |
| (iii) | Estimated total expenses: | As set out in paragraph 37 of Part A and paragraph 1(iii) of Part B |

5 Fixed Rate Notes only - Yield

Indication of Yield:	3.995 per cent. per annum
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The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6 Operational Information

Intended to be held in a manner which would allow Eurosystem eligibility:

Yes

Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.

ISIN Code:

XS0746002392

Common Code:

074600239

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

Not Applicable

Delivery:

Delivery against payment

Names and addresses of additional Paying Agent(s) (if any):

CACEIS Bank Luxembourg is acting as Paying Agent and CACEIS Corporate Trust is acting as Paris Paying Agent in connection with the Notes.