

EEA MiFID II product governance / Retail investors, professional investors and ECPs target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Securities, taking into account the five (5) categories referred to in item 19 of the Guidelines published by the European Securities and Markets Authority (**ESMA**) on 3 August 2023, has led to the conclusion that the target market for the Securities is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, **MiFID II**). Any person subsequently offering, selling or recommending the Securities (a **Distributor**) should take into consideration the manufacturer's target market assessment; however, a Distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

UK MiFIR II product governance / Retail investors, professional investors and ECPs target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Securities has led to the conclusion that the target market for the Securities is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (**COBS**), and professional clients, as defined in Regulation (EU) No 600/2014, as it forms part of domestic law by virtue of the **European Union (Withdrawal) Act 2018 (EUWA) (UK MiFIR)**, and retail clients, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of EUWA. Any person subsequently offering, selling or recommending the Securities (a **Distributor**) should take into consideration the manufacturer's target market assessment; however, a Distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the **UK MiFIR Product Governance Rules**) is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

PRIIPs Regulation – PROHIBITION OF SALES TO EEA RETAIL INVESTORS WITHOUT KID – The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**) without an updated key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Securities or otherwise making them available to retail investors in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129, as amended (the **Prospectus Regulation**).

UK PRIIPs Regulation – PROHIBITION OF SALES TO UK RETAIL INVESTORS WITHOUT KID – The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (**UK**) without an updated key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**) (as amended, the **UK PRIIPs Regulation**) for offering or selling the Securities or otherwise making them available to retail investors in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the **UK Prospectus Regulation**).

FINAL TERMS DATED 25 MARCH 2024

AS AMENDED AND RESTATED ON 7 MAY 2024

Issue of up to PLN 150,000,000 Index Linked Redemption Notes due May 2027

under the €50,000,000,000 Structured Debt Instruments Issuance Programme

by

CRÉDIT AGRICOLE CIB FINANCIAL SOLUTIONS

Legal entity identifier (LEI): 969500HUHIE5GG515X42

guaranteed by CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK

PART A – CONTRACTUAL TERMS

This document constitutes the Final Terms of the Securities described herein for the purposes of the Regulation (EU) 2017/1129, as amended (the **Prospectus Regulation**) and must be read in conjunction with the Base Prospectus dated 10 May 2023 and the supplements dated 13 November 2023 and 19 January 2024 which constitutes a base prospectus for the purposes of the Prospectus Regulation (the **Base Prospectus**) in order to obtain all the relevant information. A summary of the issue of the Securities is annexed to these Final Terms. The Base Prospectus and the supplements are available for viewing on the Luxembourg Stock Exchange's website (www.luxse.com) and during normal business hours at the registered office of Crédit Agricole CIB and on its website (<https://www.documentation.ca-cib.com/IssuanceProgram>).

The validity of the above mentioned Base Prospectus dated 10 May 2023, under which the Securities described in these Final Terms are issued, ends on 10 May 2024. From this point in time, these Final Terms are to be read together with the latest base prospectus of the Issuer for its Structured Debt Instruments Issuance Programme, including the information incorporated by reference in the latest base prospectus from the Base Prospectus dated 10 May 2023, under which these Securities were initially issued. The latest base prospectus of the Issuer for its Structured Debt Instruments Programme from time to time will be published on the Luxembourg Stock Exchange's website (www.luxse.com) and be available for inspection during normal business hours at the registered office of Crédit Agricole CIB (<https://www.documentation.ca-cib.com/IssuanceProgram>).

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|----------|---------------------------------------------------|---------------------------------------------------------------------------|
| 1 | (a) Series Number: | 10178 |
| | (b) Type of Securities: | Notes |
| | (c) Tranche Number: | 1 |
| | (d) Date on which the Securities become fungible: | Not Applicable |
| 2 | Specified Currency: | Polish Zloty (PLN) |
| 3 | Aggregate Nominal Amount: | |
| | (a) Series: | Up to PLN 150,000,000 |
| | (b) Tranche: | Up to PLN 150,000,000 |
| 4 | Issue Price: | 100,00 % of the Aggregate Nominal Amount. |
| 5 | (a) Specified Denominations: | PLN 10,000 |
| | | Calculation of Redemption based on the Specified Denomination: Applicable |
| | (b) Minimum Trading Size: | Not Applicable |

	(c) Calculation Amount:	PLN 10,000
6	(a) Issue Date:	29 May 2024
	(b) Trade Date(s):	12 March 2024
	(c) Interest Commencement Date:	Not Applicable
7	Redemption Date:	31 May 2027, subject to any early redemption date
8	Type of Notes:	
	(a) Interest:	Not Applicable
	(b) Redemption:	Index Linked Redemption Security (Further particulars specified below in "PROVISIONS RELATING TO REDEMPTION")
	(c) U.S. Securities:	Not Applicable
	(d) Other:	Not Applicable
	(e) Additional U.S. Regulatory Disclosure:	Not Applicable
	(f) Partly Paid Securities Provisions:	Not Applicable
9	Date Board approval for issuance of Securities obtained:	Authorisation given by the Board of Directors of Crédit Agricole CIB Financial Solutions dated 9 June 2023.
10	Method of distribution:	Non-syndicated
11	Asset Conditions:	Index Linked Asset Conditions applicable in accordance with Annex 1
12	Alternative Currency Conditions:	Not Applicable
PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE		
13	Fixed Rate Security :	Not Applicable
14	Floating Rate Security:	Not Applicable
15	Linked Interest Security:	Not Applicable
16	Zero Coupon Security:	Not Applicable
PAYOFF FEATURES (IF ANY) RELATING TO INTEREST		
17	Payoff Features:	Not Applicable
PROVISIONS RELATING TO REDEMPTION		
18	Redemption Determination Date(s):	For the purposes of determining the Final Redemption Amount: the Redemption Observation Date (see also paragraph 19(b) of these Final Terms)
19	Redemption Method:	
	(a) Early Redemption Amount for the purposes of General Condition 6.2 (<i>Early Redemption Trigger Events</i>)	Not Applicable

determined in accordance with:

- (b) **Final Redemption Amount for the purposes of General Condition 6.1 (Redemption by Instalments and Final Redemption) determined in accordance with:**

Growth Redemption in accordance with Annex 9, Paragraph 4

The Final Redemption Amount will be equal to:

$$(Reference\ Price\ x\ Redemption\ Payoff)\ x\ Nominal\ Amount$$

as determined by the Calculation Agent on the Redemption Determination Date

i. **Redemption Payoff:**

Determined in accordance with **Standard Digital/ Performance Redemption** (as completed in paragraph "Standard Redemption Payoff Provisions" of these Final Terms)

A. **Combination Redemption Payoff Provisions:**

Not Applicable

B. **Standard Redemption Payoff Provisions:**

Applicable

VII. **Standard Digital/ Performance Redemption:**

Applicable in accordance with Annex 5, Part B, Chapter 6

Applicable: Specified Dates

The Redemption Payoff applicable to a Redemption Determination Date for Securities for which **Standard Digital /Performance Redemption** is applicable will be calculated on such Redemption Determination Date as follows, expressed as a percentage:

(i) If **Performance_FR** is higher than or equal to **FRB** on the Redemption Observation Date: **P1 + L1 x [Max (F1, Performance_RA1)]**

(ii) Otherwise, if **Performance_FR** is lower than **FRB** on the Redemption Observation Date: **P1**

– **FRB ("Final Redemption Barrier"):**

0.00%

– **P1:**

102.00%

– **L1:**

100.00%

– **F1:**

0.00%

– **Performance_RA1:**

Performance(i)

– **Performance_FR :**

– **Performance(i):**

Option 3 applies: $\frac{\text{Underlying Value}_{2i}}{\text{Underlying Value}_{1i}} - \text{Strike}$

– **Strike :**

100.00%

– **Underlying Value_{2i} :**

Means, the Underlying Value_i of the Underlying_i determined in accordance with the applicable Relevant

- Observation_{2i}
- Relevant Observation_{2i} : Average Underlying Level shall apply
Means, the mean average of the Underlying Value_i on the Relevant Timings_{2i}
 - Relevant Timing_{2i} : Means, each Averaging Date_{2i}
 - Averaging Date_{2i} : Means, each date as specified in the table below:

Averaging Date _{2i}
25 May 2026
23 June 2026
23 July 2026
24 August 2026
23 September 2026
23 October 2026
23 November 2026
23 December 2026
25 January 2027
23 February 2027
23 March 2027
23 April 2027
24 May 2027

being understood that, and in order to avoid any doubt, each date is deemed to be an Observation Date, which is a Relevant Timing₂ for the purposes of calculating the Relevant Observation₂.

- Underlying Value_{1i} : Means, Underlying Value_i of the Underlying_(i) on the Initial Observation Date
- Initial Observation Date : 23 May 2024
- Underlying Value_i : Means, the Index Level of the Underlying_(i) on the relevant Observation Date at the Valuation Time
- Underlying_(i) : **Index : Solactive Transatlantic Artificial Intelligence 60 EUR Index 4% AR Index** as more fully described in paragraph “PROVISIONS RELATING TO THE UNDERLYING(S) IF ANY” of these Final Terms
- ii. Redemption Unwind Costs: Not Applicable
- iii. Payoff Feature Unwind Costs: Not Applicable

	iv. Reference Price:	100.00%
(c)	Fair Market Value Redemption Amount:	Applicable
	i. Hedge Amount:	Applicable
	ii. Fair Market Value Redemption Amount Percentage:	Not Applicable
(d)	Instalment Redemption Amount determined in accordance with:	Not Applicable
(e)	Physical Settlement:	Not Applicable
(f)	Clean-up Call Option (General Condition 6.7 (<i>Clean-up Call Option</i>)):	Not Applicable
20	Instalment Securities:	Not Applicable
21	Credit Linked Securities:	Not Applicable
22	Bond Linked Securities:	Not Applicable
23	Preference Share Linked Securities:	Not Applicable
24	Linked Redemption Security:	Applicable in accordance with Index Linked Redemption Security (Annex 1)
		(See paragraph "PROVISIONS RELATING TO THE UNDERLYING(S) IF ANY" for further information in relation to the Underlying(s))

PAYOFF FEATURES (IF ANY) RELATING TO REDEMPTION

25 Payoff Features: Not Applicable

26 PROVISIONS RELATING TO THE UNDERLYING(S) IF ANY

Applicable

Index Linked Security: **Index Linked Redemption Security : Applicable in accordance with Annex 1, Chapter 2**

i. Single Underlying: **Applicable**

- Applicable for the purposes of: **Standard Redemption Payoff: Standard Digital/ Performance Redemption**

- Index: Solactive Transatlantic Artificial Intelligence 60 EUR Index 4% AR Index

- Custom Index: No

- Exchange: As per Index Linked Asset Condition 2

- Multiple Exchange: Applicable

- Index Sponsor: Solactive

- Related Exchange: All Exchanges

- Valuation Time: Closing

- Bloomberg Ticker: SOTAI60A

ii. Basket:	Not Applicable
iii. Additional Disruption Event:	Applicable in accordance with Index Linked Asset Condition 3.3
iv. Other Events:	Applicable
v. Maximum Days of Disruption:	Eight (8) Scheduled Trading Days
vi. Payment Extension Days:	Two (2) Payment Business Days
vii. Averaging Date Disruption:	Not Applicable
viii. Observation Date(s):	The Initial Observation Date and the Relevant Timing ²¹
ix. Clearance System:	As specified in Index Linked Asset Condition 2

PROVISIONS APPLICABLE TO SECURED SECURITIES

27	Secured Security Provisions:	Not Applicable
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GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

28	(a) Form:	Bearer Form: Temporary Bearer Global Security exchangeable for a Permanent Bearer Global Security which is exchangeable for Definitive Bearer Securities only upon an Exchange Event
	(b) Notes in New Global Note form (NGN Notes) or Certificates in New Global Note form (NGN Certificates):	NGN Notes
	(c) CMU Securities:	Not Applicable
29	Business Day Convention for the purposes of "Payment Business Day" election in accordance with General Condition 5.6 (<i>Payment Business Day</i>):	Modified Following Payment Business Day
30	Additional Financial Centre(s):	Warsaw and T2
31	Additional Business Centre(s):	Not Applicable
32	Talons for future Coupons or Receipts to be attached to Definitive Bearer Securities and dates on which such Talons mature:	No
33	Redenomination (for the purposes of General Condition 3.1):	Not Applicable
34	(a) Redemption for tax reasons (General Condition 6.3 (<i>Redemption for tax reasons</i>)):	Not Applicable
	(b) Special Tax Redemption (General Condition 6.4 (<i>Special Tax Redemption</i>)):	Not Applicable
	(c) Redemption for FATCA Withholding (General Condition 6.5 (<i>Redemption for FATCA</i>)):	Applicable

	<i>Withholding</i>):	
(d)	Regulatory Redemption or Compulsory Resales (General Condition 6.6 (<i>Regulatory Redemption or Compulsory Resales</i>)):	Applicable
(e)	Events of Default (General Condition 10 (<i>Events of Default</i>)):	Applicable
(f)	Illegality and Force Majeure (General Condition 19.1 (<i>Illegality and Force Majeure</i>)):	Applicable
35	Gross Up (General Condition 8.2 (<i>Gross Up</i>)):	Not Applicable
36	Calculation Agent:	Crédit Agricole Corporate and Investment Bank
37	Delivery Agent:	Not Applicable
38	Governing Law:	English law
	Governing Law for the Guarantee:	English law
39	Essential Trigger:	Not Applicable
40	Business Day Convention:	Modified Following Business Day Convention
41	Benchmark Provisions:	Applicable as per the relevant Additional Conditions applicable to the Securities

OPERATIONAL INFORMATION

42	Branch of Account for the purposes of General Condition 5.5 (<i>General provisions applicable to payments</i>):	Not Applicable
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THIRD PARTY INFORMATION

Not Applicable

Signed on behalf of the Issuer:

By

Duly authorised

DocuSigned by:
Elodie NGUYEN DINH
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PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

- (a) Listing and admission to trading: Application has been made by the relevant Issuer (or on its behalf) for the Securities to be admitted to trading on **Euronext Dublin's regulated market** with effect from or as soon as practicable on or after the Issue Date and to be listed on the **Official List of Euronext Dublin's** regulated market.
- (b) Estimate of total expenses related to admission to trading: See paragraph 4(c) of this Part B

2 RATINGS

Ratings: The Securities to be issued have not been rated

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in “Subscription and Sale” in the Base Prospectus and save for the fees payable to any distributor in connection with the issue of Securities, a placement fee of up to 3.75% upfront (equivalent to 1.25% per annum assuming the Securities remain outstanding to their scheduled Redemption Date), so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the offer.

4 REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (a) Reasons for the offer: The Securities constitute Green Securities and the estimated net proceeds of the Securities will be used to finance and/or refinance one or more of the Eligible Green Assets as described in the Green Bond Framework of Credit Agricole Group dated November 2023 available on Credit Agricole Group's website (<https://www.credit-agricole.com/en/finance/finance/debt>) (the “Green Bond Framework”).
- The Green Bond Framework is based on the Green Bond Principles published by the International Capital Markets Association in its 2021 edition (the Green Bond Principles) and is available on the Crédit Agricole Group's website (<https://www.credit-agricole.com/pdfPreview/200316>). The Green Bond Framework may be further updated or expanded to reflect updates to the GB Principles and evolutions in the activities of the Crédit Agricole Group.
- The Crédit Agricole Group has appointed ISS Corporate Solutions to provide a second party opinion (the Second Party Opinion) on the Green Bond Framework, assessing the environmental added value of the Green Bond Framework and its alignment with the Green Bond Principles. This Second Party Opinion is available on Credit Agricole Group's website (<https://www.credit-agricole.com/en/finance/debt-and-ratings>).
- The Crédit Agricole Group will publish an annual report on the Credit Agricole Group's website detailing the allocation of net Green Bond proceeds and the environmental impact of the Eligible Green Assets included in its green portfolio. In addition, the Issuer may communicate on an ad-hoc basis in the event of substantial

changes in the green portfolio. The Crédit Agricole Group will also have an external auditor provide a limited assurance report on the main features of its Green Bonds for the purposes of the preparation of its universal registration document.

- (b) Estimated net proceeds: Issue Price x Aggregate Nominal Amount of the Notes
- (c) Estimated total expenses: EUR 1,500.00 including listing costs and excluding regulatory fees where applicable

5 PERFORMANCE OF UNDERLYING AND OTHER INFORMATION CONCERNING THE UNDERLYING

Underlying: Where past and future performance of the Underlying can be obtained from, free of charge:

Indices :

- Solactive Transatlantic Artificial Intelligence 60 EUR Index 4% AR Index <https://www.solactive.com/Indices/?index=DE000SL0LJZ9>
Please also see the disclaimer attached to these Final Terms.

Post-issuance information

The Issuer does not intend to publish post-issuance information in relation to any underlying element to which the Securities are linked.

6 DISTRIBUTION

- (a) Method of distribution: Non-syndicated
- (b) If syndicated: Not Applicable
- (c) If non-syndicated, name and address of Dealer: Crédit Agricole Corporate and Investment Bank
12, place des États-Unis
CS 70052
92 547 Montrouge Cedex
France
- (d) Indication of the overall amount of the underwriting commission and of the placing commission: Not Applicable
- (e) U.S. Selling Restrictions: For all Securities other than U.S. Securities: to a Permitted Transferee outside the United States in accordance with Regulation S
Securities in Bearer Form – TEFRA D
- (f) Prohibition of Sales to EEA Retail Investors: Not Applicable
- (g) Prohibition of Sales to UK Retail Investors: Not Applicable
- (h) Prohibition of Sales to Belgian Consumers: Applicable
- (i) Prohibition of Offer to Private Clients in Switzerland: Not Applicable

- (j) U.S. Dividend Equivalent Withholding: The Securities are not subject to withholding under the Section 871(m) Regulations

7 OPERATIONAL INFORMATION

- (a) ISIN: XS2707001017
- (b) Temporary ISIN: Not Applicable
- (c) Common Code: 270700101
- (d) VALOREN Code: Not Applicable
- (e) Other applicable security identification number: Not Applicable
- (f) Relevant clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable
- (g) Delivery: Delivery against payment
- (h) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (i) Securities intended to be held in a manner which would allow Eurosystem eligibility: No.
Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Securities are capable of meeting them, the Securities may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Securities will then be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

8 BENCHMARK REGULATION

- Benchmark Regulation: Article 29(2) Applicable : Amounts payable under the Securities are calculated by reference to **Solactive Transatlantic Artificial Intelligence 60 EUR Index 4% AR Index** which is provided by **Solactive**.

As at the date of these Final Terms **Solactive Transatlantic Artificial Intelligence 60 EUR Index 4% AR Index** is included in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority (ESMA) pursuant to article 36 of the Benchmarks Regulation.

9 TERMS AND CONDITIONS OF THE OFFER

- (a) Offer Price: Issue Price
- (b) Conditions to which the offer is subject: The offer of the Notes is conditional on their issue.
The Issuer reserves the right, in its absolute discretion, to cancel the offer and the issue of the Notes at any time

prior to the Issue Date.

The Issuer shall publish a notice on its website (<http://www.documentation.ca-cib.com/IssuanceProgram>) in the event that the offer is cancelled and the Notes are not issued pursuant to the above.

For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises its right to cancel the offer, such potential investor shall not be entitled to receive any Notes.

- (c) Total amount of the securities offered to the public/admitted to trading; if the amount is not fixed, an indication of the maximum amount of the securities to be offered (if available) and a description of the arrangements and time for announcing to the public the definitive amount of the offer:

The total amount of the securities offered to the public is up to PLN 150,000,000.

The definitive amount of the offer will be published on the website of the Issuer (<http://www.documentation.ca-cib.com/IssuanceProgram>) on or around the Issue Date.

- (d) The time period, including any possible amendments, during which the offer will be open and description of the application process:

Prospective investors may apply to subscribe for Notes during the Offer Period.

The Offer Period may be shortened or extended at any time and for any reason. In such case, the Issuer shall give notice to the investors as soon as practicable before the end of the Offer Period by means of a notice published on its website (<http://www.documentation.ca-cib.com/IssuanceProgram>).

Applications for the Notes can be made during the Offer Period through the Distributor(s). The applications can be made in accordance with the Distributor(s) usual procedures. Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer or the Dealer related to the subscription for the Notes.

A prospective investor should contact the Distributor(s) prior to the end of the Offer Period. A prospective investor will subscribe for Notes in accordance with the arrangements agreed with the Distributor(s) relating to the subscription of securities generally. There are no pre-identified allotment criteria. The Distributor(s) will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Notes requested through the Distributor(s) during the Offer Period will be as otherwise specified herein.

- (e) Description of the possibility to reduce subscriptions and manner for refunding amounts paid in excess by applicants:

Not Applicable.

The Distributor(s), in agreement with the Issuer, reserves the right to accept any subscription requests for Notes which would exceed the Aggregate Nominal Amount of up to PLN 150,000,000 and the Issuer may increase the “up to” Aggregate Nominal Amount.

The Issuer shall publish a notice on its website

- (<http://www.documentation.ca-cib.com/IssuanceProgram>) in the event that the “up to” Aggregate Nominal Amount of up to PLN 150,000,000 is exceeded and the “up to” Aggregate Nominal Amount is increased.
- (f) Details of the minimum and/or maximum amount of the application (whether in number of securities or aggregate amount to invest): There is no maximum amount of application. Minimum amount of application is PLN 10,000
- (g) Details of the method and time limits for paying up and delivering the Securities: The Notes will be available on a delivery versus payment basis.
The Notes offered to investors will be issued on the Issue Date against payment by the Distributor(s), via the Dealer, to the Issuer of the gross subscription moneys. Each such investor will be notified by the Distributor(s) of the settlement arrangements in respect of the Notes at the time of such investor's application.
- (h) A full description of the manner in and date on which results of the offer are to be made public: Publication on the website of the Issuer (<http://www.documentation.ca-cib.com/IssuanceProgram>) on or around the Issue Date.
- (i) Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable
- (j) The various categories of potential investors to which the securities are offered: The Notes are offered to the public to eligible counterparties, professional client and retail Investors
- (k) Whether a tranche has been or is being reserved for certain countries, indicate any such tranche: Not Applicable
- (l) Process for notifying applicants of the amount allotted and an indication whether dealing may begin before notification is made: Applicants will be notified directly by the Distributor(s) of the success of their application. Dealing in the Notes may commence on the Issue Date.
- (m) Indication of the amount of any expenses and taxes charged to the subscriber or purchaser: Not Applicable
- (n) In the case of admission to trading on a regulated market, the name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitments: Not Applicable
- (o) Non-Exempt Offer Consent of the Issuer to use the Base Prospectus during the Offer Period: Applicable. An offer of the Securities may be made by the Dealers and **CA Życie Towarzystwo Ubezpieczeń S.A.** (the **Initial Authorised Offeror**) and any additional financial intermediaries who have obtained or obtain the Issuer's specific consent to use the Base Prospectus in connection with the Non-exempt Offer and who are identified on the website at <http://www.documentation.ca-cib.com/IssuanceProgram> (the **Additional Authorised Offeror**) and each additional financial intermediaries who has accepted the Issuer's offer of general consent to

use the Base Prospectus in connection with the Non-exempt Offer by publishing on such additional financial intermediary's website or the website of Initial Authorised Offeror (if any) that it is using the Base Prospectus for such Non-exempt Offer in accordance with the general consent of the Issuer (the **General Authorised Offer**) (together, the **Authorised Offerors**) other than pursuant to Articles 1(4) and/or 3(2) of the Prospectus Regulation in (the **Non-Exempt Offer Jurisdiction**) during the period from 25 mars 2024 until 18 may 2024 (the **Offer Period**).

(p) Conditions attached to the consent of the relevant Issuer to use the Base Prospectus:

Specific Consent and General Consent

(q) Authorised Offeror(s):

CA Życie Towarzystwo Ubezpieczeń S.A.
ul. Legnicka 48 bud C-D 54-202 Wrocław - Poland

(the **Initial Authorised Offeror**)

and

Any Additional Authorised Offeror

and

Any General Authorised Offeror.

(r) Other conditions to consent:

Not Applicable

10 REPRESENTATION OF HOLDERS

Not Applicable

ANNEX A

(This Annex forms part of these Final Terms to which it is attached)

DISCLAIMERS RELATING TO THE UNDERLYING

Solactive Transatlantic Artificial Intelligence 60 EUR Index 4% AR Index

The financial instrument is not sponsored, promoted, sold or supported in any other manner by Solactive AG nor does Solactive AG offer any express or implicit guarantee or assurance either with regard to the results of using the Solactive Transatlantic Artificial Intelligence 60 EUR Index 4% AR Index (hereinafter “Index”) and/or Index trade mark or the Index Price at any time or in any other respect. The Index is calculated and published by Solactive AG. Solactive AG uses its best efforts to ensure that the Index is calculated correctly. Irrespective of its obligations towards the Issuer, Solactive AG has no obligation to point out errors in the Index to third parties including but not limited to investors and/or financial intermediaries of the financial instrument. Neither publication of the Index by Solactive AG nor the licensing of the Index or Index trade mark for the purpose of use in connection with the financial instrument constitutes a recommendation by Solactive AG to invest capital in said financial instrument nor does it in any way represent an assurance or opinion of Solactive AG with regard to any investment in this financial instrument.

ANNEX B - ISSUE SPECIFIC SUMMARY

1. INTRODUCTION AND DISCLAIMERS

Crédit Agricole CIB Financial Solutions (**Crédit Agricole CIB FS** or the **Issuer**) is a limited liability company with a board of directors whose registered office is located at 12, place des États-Unis, CS 70052, 92 547 Montrouge Cedex, France. The Legal Entity Identifier (LEI) of the Issuer is: 969500HUHIE5GG515X42.

The debt securities (the **Notes**) issued by the Issuer are structured notes whose return depends on the performance of an Index. The Notes are identified by the ISIN Code: **XS2707001017**.

This document constitutes the Summary to the Prospectus (the **Summary**) for the purpose of Regulation (EU) 2017/1129 (the **Prospectus Regulation**) and must be read in conjunction with:

- the base prospectus approved on 10 May 2023 by the CSSF in Luxembourg, 283 route d'Arlon L-1150 Luxembourg, email: direction@cssf.lu, as competent authority under the Prospectus Regulations (the **Base Prospectus**),
- the supplement to the Base Prospectus dated 13 November 2023
- the supplement to the Base Prospectus dated 19 January 2024 completed by
- the Final Terms dated 25 March 2024 (the **Final Terms**)

which together constitute a prospectus for the purposes of the Prospectus Regulation containing the necessary information concerning the issuer and the securities offered to the public or to be admitted to trading on a regulated market (the **Prospectus**).

Full information on the Issuer, the Guarantor if any, and the offer of the Notes is only available on the basis of the combination of the Base Prospectus and the Final Terms.

Warning to the reader

This summary should be read as an introduction to the Prospectus. Any decision to invest in the Notes should be based on a thorough review of the Prospectus as a whole, including the Base Prospectus, any documents incorporated by reference thereto, any supplement from time to time and the Final Terms, by the investor.

An investor may lose all or part of the capital invested in the Notes issued by the Issuer. Where an action relating to the information contained in the Prospectus is brought before a court, the plaintiff investor may, under national law, be required to bear the costs of translation of the Prospectus before the commencement of the legal proceedings.

Civil liability will only be sought from the persons who filed the Summary, including any translation thereof, but only if the contents of the Summary are found to be misleading, inaccurate or inconsistent when read together with other parts of the Prospectus or if it does not provide, when read together with the other parts of the Prospectus, key information to assist investors when considering investing in such Notes.

You are about to buy a product that is not simple and can be difficult to understand.

2. KEY INFORMATION ABOUT THE ISSUER

2.1 Who is the issuer of the securities?

Crédit Agricole CIB FS is 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 registered office is located at 12, place des États-Unis, CS 70052, 92 547 Montrouge Cedex, France. Its legal entity identifier (LEI) is 969500HUHIE5GG515X42.

A. Principal activities

Crédit Agricole CIB FS pursues the activity of issuing debt securities.

B. Organisational Structure / Major shareholders

Crédit Agricole Corporate and Investment Bank (**Crédit Agricole CIB**) and its consolidated subsidiaries taken as a whole (the **Crédit Agricole Group**) includes Crédit Agricole CIB FS, which is a consolidated subsidiary of Crédit Agricole CIB. Crédit Agricole CIB FS has no subsidiaries. Crédit Agricole CIB, *société anonyme* incorporated in France, is the immediate parent company of Crédit Agricole CIB FS with a 99.80 per cent shares and therefore controls Crédit Agricole CIB FS.

C. Key executives

The Chairman and Chief Executive Officer of the Issuer is Christine CREMEL.

D. Statutory Auditors

The statutory auditor of Crédit Agricole CIB FS is PricewaterhouseCoopers Audit, 63 rue de Villiers, 92200 Neuilly sur Seine, France, which is a member of the *Compagnie régionale des commissaires aux comptes de Versailles*.

The deputy statutory auditor of the Issuer is Jean-Baptiste Deschryver, 63 rue de Villiers, 92200 Neuilly sur Seine, France which is a member of the *Compagnie régionale des commissaires aux comptes de Versailles*.

2.2 What is the key financial information concerning the Issuer?

The following tables show selected key financial information (within the meaning of Delegated Regulation(EU) 2019/979) of the Issuer for the financial year ended 31 December 2021 and 2022 and the half-year ending 30 June 2022 and 2023 (all figures are expressed in euros):

A. Income Statement

	31/12/2021 (audited)	30/06/2022	31/12/2022 (audited)	30/06/2023
Operating profit/loss or another similar measure of financial performance used by the issuer in the financial statements	74,031	46,311	96,137	161,344

B. Balance sheet for non-equity securities

	31/12/2021 (audited)	30/06/2022	31/12/2022 (audited)	30/06/2023
Net financial debt (long term debt plus short term debt minus cash)	7,272,910,432	7,921,872,541	9,058,245,721	11,217,489,026
Current ratio (current assets/current liabilities)	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Debt to equity ratio (total liabilities/total shareholder equity)	35,335	39,328	44,164	54,920
Interest cover ratio (operating income/interest expense)	Not Applicable	Not Applicable	Not Applicable	Not Applicable

C. Cash flow statement for non-equity securities

	31/12/2021 (audited)	30/06/2022	31/12/2022 (audited)	30/06/2023
Net Cash flows from operating activities	(228,578,420)	(649,352,215)	(1,784,648,545)	(2,158,584,812)
Net Cash flows from financing activities	228,170,827	648,962,110	1,785,335,290	2,159,243,306
Net Cash flow from investing activities	Not Applicable	Not Applicable	Not Applicable	Not Applicable

D. Qualifications in the audit report

The audit reports do not contain any qualifications with respect to Crédit Agricole CIB FS' historical financial information.

2.3 What are the issuer's specific risks?

The following risks have been identified as being significant and specific to the Issuer and of a nature, should they materialise, to have a significant negative impact on its business activity, its financial position and its access to various sources of financing:

- 1) Crédit Agricole CIB FS could suffer losses if a resolution procedure were to be initiated or if the Crédit Agricole Group's financial situation were to deteriorate significantly; and
- 2) Crédit Agricole CIB FS is highly dependent on Crédit Agricole CIB, its parent company. In addition, Crédit Agricole CIB FS bears a credit risk on Crédit Agricole CIB which is the sole counterparty for Crédit Agricole CIB FS' financial transactions.

3. KEY INFORMATION ON THE SECURITIES

3.1 What are the main characteristics of securities?

A. General

The Notes to be issued by the Issuer are structured notes whose return depends on the performance of an Index (the **Underlying** indexed "I"). Information on the past and future performance of each Underlying(i) will be published on Bloomberg (Bloomberg Ticker: **SOTAI60A**). The Notes will only be identified by the ISIN Code **XS2707001017**.

The Notes are denominated in Polish Zloty (**PLN**; also the **Specified Currency**) and any redemption amount payable will be in the Specified Currency.

The maximum nominal amount of the Notes offered is up to PLN 150,000,000, represented by 15,000 Notes with a notional amount of PLN 15,000 each (the **Notional Amount**). The issue price is 100.00% of the aggregate nominal amount of the Notes.

The Minimum Trade is not applicable.

The Notes will be issued on 29 May 2024 (the **Issue Date**) in uncertificated and dematerialised book-entry form.

The maturity date of the Notes will be 31 May 2027 (the **Maturity Date**).

The Notes are governed by English law.

B. Ratings

Not applicable, the Notes have not been rated.

C. Description of the rights, ranking and restrictions attached to the Notes

Ranking: The Notes constitute direct, unsubordinated and guaranteed obligations of the Issuer and rank and will rank *pari passu* among themselves and (subject to certain exceptions established by law) equally with all other unsecured obligations (other than subordinated obligations, if any) of the Issuer, present or future.

Early Redemption Events: the terms and conditions of the Notes provide for events triggering the early redemption of the Notes. The Notes will become due and payable upon notice to Investors following the occurrence of any such early redemption event.

Substitution: Crédit Agricole S.A. may be substituted by Crédit Agricole CIB as Guarantor with respect to the Notes, upon the joint decision of Crédit Agricole S.A. and Crédit Agricole CIB, without the consent of the holders of the Notes (the **Noteholders**).

D. Interest

No periodic coupon is paid on the Notes.

E. Redemption

Final Redemption:

Provided that the Notes have not been early redeemed, the Notes will be redeemed on the Maturity Date. The investor will receive a cash settlement amount per Note in the Specified Currency equal to the following Final Redemption Amount:

Notional Amount x (Reference Price x Redemption Payoff)

Where:

Reference Price means 100%, and **Redemption Payoff** will be calculated as follows:

(i) if **Performance** is higher than or equal to **FRB** on the Redemption Observation Date:

$$P1 + L1 \times [\text{Max} (F1, \text{Performance_RA1})]$$

(ii) otherwise if **Performance** is lower than **FRB** on the Redemption Observation Date:
P1

With :

- FRB:** 0.00%
- P1:** 102.00%
- L1 :** 100.00%
- F1 :** 0.00%

Performance means the result of the following formula, expressed as a percentage:

$$\frac{\text{Underlying Value}_{2i}}{\text{Underlying Value}_{1i}} - \text{Strike}$$

With :

Strike: 100.00%
Underlying Value_{2i} means the average of the closing price of the Underlying_(i) on the following dates :

Averaging Date2i:
25 May 2026
23 June 2026
23 July 2026
24 August 2026
23 September 2026
23 October 2026
23 November 2026
23 December 2026
25 January 2027
23 February 2027
23 March 2027
23 April 2027
24 May 2027

Underlying Value_{1i} means the closing price of the Underlying_(i) on the Initial Observation Date
Initial Observation Date: 23 May 2024
Underlying means:

Underlying:	Index :	Sponsor	Bloomberg Ticker :
i	Solactive Transatlantic Artificial Intelligence 60 EUR Index 4% AR Index	Solactive	SOTAI60A

Other redemption events:

During the life of the Notes, they may also be redeemed at their fair market value:

- at the hand of the Issuer, following an event of illegality or an event of force majeure or for regulatory or compulsory resales; or
- at the hand of the holders, in the event of an event of default or a tax change giving rise to a withholding tax case and in the event of a FATCA withholding tax case.

The Issuer may at any time redeem Notes on or off the stock exchange at any price agreed with the seller(s), subject to applicable laws and regulations.

3.2 Where will the securities be traded?

The Notes are expected to be admitted to trading on or as soon as practicable after the Issue Date, on **Euronext Dublin's regulated market**, a regulated market within the meaning of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014, as amended, and to be listed on the **Official List of Euronext Dublin's** regulated market.

3.3 Are the securities covered by a guarantee?

The issue of the Notes is subject to an independent first demand guarantee granted by Crédit Agricole CIB (the **Guarantor**) in respect of any amount that may be claimed by the holders in respect of the Notes (the **Guarantee**).

The Guarantor is the immediate parent company of the Issuer, in which it holds a 99.80% interest and consequently controls the Issuer. Crédit Agricole CIB's legal entity identifier (LEI) is 1VUV7VQFKUOQSJ21A208.

The following tables show selected key financial information (within the meaning of Delegated Regulation (EU) 2019/979 of the Guarantor for the financial year ending 31 December 2021 and 31 December 2022 and the half year ending 30 June 2022 and 2023 (all figures are expressed in millions of euros):

A. Income statement for credit institutions

	31/12/2021 (audited)	30/06/2022	31/12/2022 (audited)	30/06/2023
Net interest income (or equivalent)	3,377	1,894	3,828	1,907
Net fee and commission income	941	472	905	424
Net impairment loss on financial assets	-	[-]	[-]	[-]
Net trading income	1,501	1,091	1,918	1,521
Measure of financial performance used by the issuer in the financial statements such as operating profit	2,218	1,310	2,593	1,505
Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent) ie. Net income Group share	1,691	866	1,838	1,130

B. Balance sheet for credit institutions

	31/12/2021 (audited)	30/06/2022	31/12/2022 (audited)	30/06/2023	Value as outcome from the most recent Supervisory Review and Evaluation Process (‘SREP’) (unaudited)
Total assets	599,721	681,546	728,202	762,089	Not Applicable
Senior debt	51,768	64,895	68,389	69,761	Not Applicable
Subordinated debt	4,079	4,156	4,293	4,269	Not Applicable
Loans and receivables from customers (net)	165,830	174,661	179,186	172,293	Not Applicable
Deposits from customers	159,578	169,435	186,851	174,660	Not Applicable
Total equity	26,520	27,584	28,378	28,870	Not Applicable
Non performing loans (based on gross carrying amount)/Loans and receivables)	1.8%	1.9%	1.9%	1.8%	Not Applicable
Phased-in Common Equity Tier 1 capital (CET1) ratio or other relevant prudential capital adequacy ratio depending on the issuance	11.7%	10.9%	11.6%	11.7%	7.9% 8.2% at 30 June 2023
Phased-in Total Capital Ratio	21.0%	20.4%	21.9%	22.2%	12.1% at 31 December 2022 12.3% at 30 June 2023
Leverage Ratio calculated under applicable regulatory framework	4.0%	3.6%	3.9%	3.8%	3.0%

C. Qualifications in the audit report

The audit reports do not contain any qualifications with respect to Crédit Agricole CIB's historical financial information.

D. Principal risk factors related to the guarantor

Crédit Agricole CIB is mainly exposed to the following categories of risks in the conduct of its business:

- 1) Credit and counterparty risks, which include credit risks on its corporates and financial institutions counterparties, risk on any significant sector or individual concentration, counterparty risk on market transactions, credit risk related to securitization transactions as well as country and sovereign risks;
- 2) Financial risks, which include market risk, risk of change in the value of its securities portfolio, foreign exchange risk, liquidity risk, risk of change in the value of equity investments, and global interest rate risk; and
- 3) Operational risks and associated risks, which include compliance and legal risks and other operational risks including information system security risks;
- 4) Business risks, which include systemic risk (negative impact of adverse economic and financial conditions, as well as changes in laws and regulations) or strategic risk;
- 5) Climate risk;

- 6) Risks relating to the structure of the Group.

3.4 What are the main risks specific to securities?

There are risk factors which are material for the purpose of assessing the risks related to the Notes, including the following:

- 1) The trading price of the Notes may fall in value as rapidly as it may rise and Noteholders may sustain a total loss of their investment;
- 2) The Notes may have no established trading market when issued, and one may never develop. If a market does develop, it may not be very liquid. Illiquidity may have an adverse effect on the market value of the Notes;
- 3) The implementation in France of the EU Bank Recovery and Resolution Directive could materially affect the rights of the Noteholders, the price or value of their investment in the Notes and or the ability of the Guarantor to satisfy its obligations under the Notes;
- 4) French insolvency law could have an adverse impact on Noteholders seeking repayment in the event that the Issuer, the Guarantor or its subsidiaries were to become insolvent and could have a material adverse effect on the market value of the Notes;
- 5) The risk relating to the unsecured nature of the Notes and the Guarantee, the absence of negative pledge and debt restrictions with respect to the Issuer and the Guarantor, all of which could have an adverse effect on the market value of the Notes;
- 6) The optional redemption feature of the Notes might negatively affect the market value of the Notes. The Noteholders may not receive the total amount of the capital invested;
- 7) the Final Redemption Amount of the Notes are dependent upon changes in the market value of the Underlying(s), which could adversely affect the market value of the Notes. In addition, the Final Redemption Amount may be less than the nominal amount of the Notes and the holders of Notes may lose all or part of the amount of the principal invested;
- 8) An investment in the Notes does not confer any legal or beneficial interest in the Underlying(s) or any voting rights, right to receive dividends or other rights that a holder of the Underlying(s) may have. Potential losses in value of the Notes cannot be compensated by other income.

4. KEY INFORMATION ON THE PUBLIC OFFER OF SECURITIES AND/OR ADMISSION TO TRADING ON A REGULATED MARKET

4.1 Under what conditions and according to what timetable can I invest in this security?

The Securities are offered for a maximum amount of PLN 150,000,000.

The Securities are expected to be admitted to trading on or as soon as practicable after the Issue Date, on **Euronext Dublin's regulated market**, a regulated market within the meaning of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014, as amended, and to be listed on the **Official List of Euronext Dublin's** regulated market.

The Securities will be offered to eligible counterparties, professional client and/or retail investors during an open period from 25 March 2024 to 18 May 2024 (the **Offer Period**) in Poland, subject to an early closure of the Offer Period in the Issuer's sole and absolute discretion depending on market conditions, as specified below.

Prospective investors may apply to subscribe for Securities during the Offer Period. The Offer Period may be shortened or extended at any time and for any reason. In such case, the Issuer shall give notice to the investors as soon as practicable before the end of the Offer Period by means of a notice published on its website (<http://www.documentation.ca-cib.com/IssuanceProgram>).

Applications for the Securities can be made during the Offer Period through the Distributor (as defined below). The applications can be made in accordance with the Distributor's usual procedures. Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer or the Dealer (as defined below) related to the subscription for the Securities.

A prospective investor will subscribe for Securities in accordance with the arrangements agreed with the Distributor relating to the subscription of securities generally.

The Securities will be available on a delivery versus payment basis. The Securities offered to investors will be issued on the Issue Date against payment by the Distributor, via the Dealer, to the Issuer of the gross subscription moneys. Each such investor will be notified by the Distributor of the settlement arrangements in respect of the Securities at the time of such investor's application.

The Issuer estimates that the Securities will be delivered to the investor's respective book-entry securities account on or around the Issue Date. Applicants will be notified directly by the Distributor of the success of their application. Dealing in the Securities may commence on the Issue Date.

If the subscription for a Note occurs after the closing of the offering, the order will be automatically cancelled and the subscription proceeds will be returned to the relevant investor in accordance with the instructions communicated to Crédit Agricole CIB at the time of the subscription request. Subscription requests for Securities will be received within the limit of the number of Securities available. Subscription orders for Securities may be reduced in the event of oversubscription and any excess proceeds will be returned by Crédit Agricole CIB to the investor.

The minimum subscription amount for the Securities must be at least equal to the Notional Amount of the Securities. There is no maximum subscription amount for Securities. Securities are offered at a price corresponding to 100,00 per cent. of the aggregate nominal amount of the Securities.

The Issuer will pay to the Distributor (as defined below) a placement fee of up to 3.75% upfront (to 1.25% p.a.) assuming the Securities remain outstanding to their scheduled Redemption Date) of the Aggregate Nominal Amount of the Securities.

There is no pre-emptive right to subscribe the Securities for the benefit of any category of persons. The final amount of the offering will be notified by the Issuer to each investor via its website (<https://www.documentation.ca-cib.com/IssuanceProgram>) on or around the Issue Date.

The Notes will be offered to eligible counterparties, professional clients and/or retail Investors. Estimate of the total expenses: EUR 1,500, including listing costs and excluding regulatory fees where applicable. No expenses will be charged to the investors.

4.2 Who is the offeror and/or the person asking for admission to trading?

(i) Crédit Agricole CIB (the **Dealer**) and (ii) CA Życie Towarzystwo Ubezpieczeń S.A (the **Distributor**), and (iii) any additional financial intermediary appointed by the Issuer and as identified on the website at <https://www.documentation.ca-cib.com/PublicFinalTerm?region=EU> and (iv) any financial intermediaries stating on its website that it uses the prospectus in accordance with the conditions set out under “Retail Cascades” in the Base Prospectus may offer the Notes.

4.3 Why is the Prospectus being prepared?

A. Net Proceeds and Use of Proceeds:

The estimated net proceeds from the issue of the Notes of up to PLN 150,000,000

The Securities constitute Green Securities and the estimated net proceeds of the Securities will be used to finance and/or refinance one or more of the Eligible Green Assets as described in the Green Bond Framework of Credit Agricole Group dated November 2023 available on Credit Agricole Group’s website (<https://www.credit-agricole.com/en/finance/finance/debt>) (the “Green Bond Framework”).

B. Subscription Agreement:

Not applicable - the offer is not the subject of a subscription agreement.

C. Conflicts of interest:

The Guarantor is also the calculation agent; as a result, conflicts of interest may exist between the calculation agent and the holders of Notes, in particular with respect to certain determinations and determinations that the calculation agent may make pursuant to the Terms and which may affect amounts due under the Notes.