

**FIRST SUPPLEMENT DATED 8 JULY 2016
TO THE BASE PROSPECTUS DATED 11 MAY 2016**

CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK
(incorporated in France)

and

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

and

CRÉDIT AGRICOLE CIB FINANCIAL SOLUTIONS
(incorporated in France)

€50,000,000,000

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

CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK

Arranger

Crédit Agricole CIB

Dealers

Crédit Agricole CIB

Crédit Agricole Securities Asia B.V., Tokyo Branch

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

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

Each of Crédit Agricole Corporate and Investment Bank (in respect of itself and Crédit Agricole CIB Finance (Guernsey) Limited and Crédit Agricole CIB Financial Solutions) and Crédit Agricole CIB Finance (Guernsey) Limited and Crédit Agricole CIB Financial Solutions (in respect of themselves) accepts responsibility for the information contained in this First 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 First Supplement and (b) any other statement in, or incorporated by reference in, the Base Prospectus, the statement referred to in this First Supplement will prevail.

Save as disclosed in this First 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 First Supplement is published have the right, exercisable until 12 July 2016, 5 p.m., Paris Time) to withdraw their acceptances.

Copies of this First Supplement, the Base Prospectus may be obtained from the registered office of Crédit Agricole Corporate and Investment Bank and the specified office of the Principal Paying Agent for the time being and will be available on the Luxembourg Stock Exchange's website: www.bourse.lu and Crédit Agricole Corporate and Investment Bank's website: www.ca-cib.com.

This First Supplement has been prepared for the purposes of:

- 1) correcting omissions in the Base Prospectus as set out below;
- 2) amending the registered address of Crédit Agricole Corporate and Investment Bank and Crédit Agricole CIB Financial Solutions in the summary of the Base Prospectus; and
- 3) amending of the sections headed "Description of Credit Agricole Corporate and Investment Bank" (pages 1264 to 1266), "Description of Credit Agricole CIB Finance (Guernsey) Limited » (pages 1266-1268) and "Description of Credit Agricole CIB Financial Solutions" (pages 1269 to 1271) as well as the page 1339 of the Base Prospectus.
- 4) Updating the Form of Final Terms;

1) Correction of omissions in the Base Prospectus.

- a) In General Condition 1.2 headed "Title" the first paragraph is amended as follows (page 450):

Subject as set out below, title to the Bearer Securities, Receipts and Coupons will pass by delivery. The Issuer has appointed the Registrar at its office specified below to act as registrar of the Registered Securities. The Issuer shall cause to be kept at the specified office of the Registrar, for the time being at **5, Allée Scheffer, L-2520 Luxembourg, Luxembourg**, a register (the Register) on which shall be entered, inter alia, the name and address of the beneficial owner of the principal and stated interest of the Registered Securities, the amount and type of the Registered Securities held by each holder, and particulars of all transfers of title of the Registered Securities. The relevant Issuer, the Guarantor and any Agent will (except as otherwise required by law) deem and treat the bearer of any Bearer Security, Receipt or Coupon as the absolute owner thereof (whether or not overdue and notwithstanding any notice of ownership or writing thereon or notice of any previous loss or theft thereof) for all purposes but, in the case of any Global Security, without prejudice to the provisions set out in the next succeeding paragraph. Except as set out below, title to the Registered Securities will pass upon registration of transfers in the Register and surrender in accordance with the Agency Agreement. The entries in the Register shall be conclusive absent manifest error and, except as ordered by a court of competent jurisdiction or as required by law, the registered holder of any Registered Security whose name is recorded in the Register pursuant to these Terms and Conditions shall be deemed to be and may be treated as the absolute owner for purposes of payment of principal and interest on such Registered Securities, whether or not it is overdue and regardless of any notice of ownership, trust or an interest in it, any writing on it or its theft or loss, and no person shall be liable for so treating the registered holder.

- b) In General Condition 15 headed "Meeting of Securityholders, Modification and Waiver", the second

paragraph is amended as follows (page 490):

In respect of Italian Listed Certificates, for the purposes of (i) ascertaining the right to attend and vote at any meeting of Certificateholders and (ii) the determination of how many Italian Listed Certificates are outstanding for the purposes of this General Condition 15 and **Schedule 5** (Provisions for Meetings of **Securityholders**) to the Master Certificate Agreement, those Italian Listed Certificates which are beneficially held by, or on behalf of, the relevant Issuer, the Guarantor or any of their respective subsidiaries and not cancelled shall (unless and until ceasing to be so held) be deemed not to be outstanding provided, for the avoidance of doubt, that this shall not prejudice any rights of the relevant Issuer or the Guarantor (through their respective representatives) and their respective legal and financial advisers in such Schedule 11 to attend and speak at any such meeting.

- c) General Condition 17.4 headed “Notice of Substitution” is amended as follows (page 493):

Notice of Substitution

Not ~~more~~ less than 15 days after execution of the Documents, the Substituted Debtor shall give notice thereof to the Securityholders in accordance with General Condition 14 (*Notices*). For the avoidance of doubt, non-delivery of such notice shall not invalidate the substitution.

2) Amendment of the summary of the Base Prospectus (pages 14 to 70 of the Base Prospectus)

The Elements B.2 and B.19/2 are amended as follows:

<p>B.2</p>	<p>Domicile and legal form of the Issuer, legislation under which the Issuer operates and country of incorporation of Issuer</p>	<p>[Crédit Agricole Corporate and Investment Bank is a French Société Anonyme (joint stock company) with a Board of Directors governed by ordinary company law, in particular the Second Book of the French Commercial Code (Code de commerce). Its registered office is located at 12 place des États-Unis, CS 70052, 92 547 Montrouge Cedex, France.</p> <p>Crédit Agricole Corporate and Investment Bank is a credit institution approved in France and authorised to conduct all banking operations and provide all investment and related services referred to in the French Monetary and Financial Code (Code monétaire et financier). In this respect, Crédit Agricole CIB is subject to oversight of the European and French responsible supervisory authorities, particularly the European Central Bank and the French Prudential and Resolution Supervisory Authority (ACPR). In its capacity as a credit institution authorised to provide investment services, Crédit Agricole Corporate and Investment Bank is subject to the French Monetary and Financial Code (Code monétaire et financier), particularly the provisions relating to the activity and control of credit institutions and investment service providers.]</p> <p>[Crédit Agricole CIB FG is a limited liability non-cellular company. Its registered office is located at Sarnia House Le Truchot, Saint Peter Port, Guernsey. Crédit Agricole CIB FG is operating under Guernsey law.]</p>
		<p>[Crédit Agricole CIB FS is a limited liability company incorporated in France as a "société anonyme" and whose registered office is located at 12 place des États-Unis, CS 70052, 92 547 Montrouge Cedex, France. As a French corporation having limited liability, Crédit Agricole CIB FS is subject to articles L.225-1 and following of Book 2 of the <i>Code de commerce</i> of France. As a financial institution, Crédit Agricole CIB FS is subject to articles L.511-1 and following and L.531-1 and following of the <i>Code</i></p>

<p>[B.19/ B.2</p>	<p>Domicile and legal form of the guarantor, legislation under which the guarantor operates and country of incorporation of guarantor</p>	<p><i>monétaire et financier</i> of France.]</p> <p>Crédit Agricole Corporate and Investment Bank is a French Société Anonyme (joint stock company) with a Board of Directors governed by ordinary company law, in particular the Second Book of the French Commercial Code (<i>Code de commerce</i>).</p> <p>Crédit Agricole Corporate and Investment Bank's registered office is located at 12 place des États-Unis, CS 70052, 92 547 Montrouge Cedex, France.</p> <p>Crédit Agricole Corporate and Investment Bank is a credit institution approved in France and authorised to conduct all banking operations and provide all investment and related services referred to in the French Monetary and Financial Code (<i>Code monétaire et financier</i>). In this respect, Crédit Agricole CIB is subject to oversight of the European and French responsible supervisory authorities, particularly the European Central Bank and the French Prudential and Resolution Supervisory Authority (ACPR). In its capacity as a credit institution authorised to provide investment services, Crédit Agricole Corporate and Investment Bank is subject to the French Monetary and Financial Code (<i>Code monétaire et financier</i>), particularly the provisions relating to the activity and control of credit institutions and investment service providers.]</p>
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3) **Amendment of the sections headed “Description of Credit Agricole Corporate and Investment Bank” (pages 1264 to 1266), “Description of Credit Agricole CIB Finance (Guernsey) Limited » (pages 1266-1268) and “Description of Credit Agricole CIB Financial Solutions” (pages 1269 to 1271) as well as the page 1339 of the Base Prospectus.**

(a) **Amendment of the section headed “Description of Credit Agricole Corporate and Investment Bank” (pages 1264 to 1266)**

The following paragraph:

“The authorised and issued fully paid up share capital of Crédit Agricole Corporate and Investment Bank is €7,327,121,031 divided into 271,374,853 ordinary shares with a par value of €27 each.”

shall be deleted in its entirety and replaced by the following paragraph:

“On 31 December 2015, the authorised and issued fully paid up share capital of Crédit Agricole Corporate and Investment Bank was €7,327,121,031 divided into 271,374,853 ordinary shares with a par value of €27 each.”

(b) **Amendment of the section headed “Description of Credit Agricole CIB Finance (Guernsey) Limited” (pages 1266-1268)**

The following paragraph:

“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 9/25, quai du Président Paul Doumer, 92920 Paris La Défense.”

shall be deleted in its entirety and replaced by the following paragraph:

“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.”

(c) Amendment of the section headed “Description of Credit Agricole CIB Financial Solutions” (pages 1269 to 1271)

(i) The following paragraph:

“Crédit Agricole CIB Financial Solutions (Crédit Agricole 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 9 quai du Président Paul Doumer, 92920 Paris La Défense Cedex, Paris, France. Crédit Agricole CIB FS’s telephone number is +33 (0) 1 41 89 65 66”

shall be deleted in its entirety and replaced by the following paragraph:

“Crédit Agricole CIB Financial Solutions (Crédit Agricole 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”

(ii) The following paragraph:

“The business address of members of the Board of Directors is 9/25, quai du Président Paul Doumer, 92920 Paris La Défense for the Paris Directors.”

shall be deleted in its entirety and replaced by the following paragraph:

“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.”

(d) Amendment of page 1339 of the Base Prospectus

The text in page 1339 of the Base Prospectus shall be deleted in its entirety and replaced by the text below:

THE ISSUERS

Crédit Agricole Corporate and Investment Bank

12 place des États-Unis, CS 70052
92 547 Montrouge Cedex
France

Crédit Agricole CIB Finance (Guernsey) Limited

Sarnia House
Le Truchot
St. Peter Port
Guernsey

Crédit Agricole CIB Financial Solutions

12 place des États-Unis, CS 70052,
92 547 Montrouge Cedex
France

THE GUARANTOR

Crédit Agricole Corporate and Investment Bank

12 place des États-Unis, CS 70052
92 547 Montrouge Cedex
France

DEALERS

Crédit Agricole Corporate and Investment Bank

12 place des États-Unis, CS 70052
92 547 Montrouge Cedex
France

Crédit Agricole Securities Asia B.V., Tokyo Branch

Shiodome Sumitomo Building.
1-9-2, Higashi-Shimbashi
Minato-ku, 105-0021
Japan

4) Update of the Form of Final Terms (pages 183 to 444 of the Base Prospectus)

The following sub-paragraph in the section headed “*PART B – Other Information*”) is amended as follows (pages 427-428):

- 5 **YIELD** (*Fixed Rate Securities and Zero Coupon Securities-Only*) [●] [Not Applicable]
- Indication of yield: [●] [which is the internal rate of return for the series of cash flows defined by the initial investment at the issue price and the stated redemption amount]

Arranger

Crédit Agricole CIB

Dealers

Crédit Agricole CIB

Crédit Agricole Securities Asia B.V., Tokyo Branch

The date of this First Supplement is 8 July 2016