

**SECOND SUPPLEMENT DATED 2 FEBRUARY 2024
TO THE BASE PROSPECTUS DATED 5 MAY 2023**

CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK
(incorporated in France)

and

CRÉDIT AGRICOLE CIB FINANCE LUXEMBOURG S.A.
(incorporated in Luxembourg)

UK Structured Debt Instruments Issuance Programme
unconditionally and irrevocably guaranteed by

CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK

Arranger
Crédit Agricole CIB

Dealer
Crédit Agricole CIB

This supplement (this **Second Supplement**) is supplemental to, and should be read in conjunction with, the base prospectus dated 5 May 2023 (the **Base Prospectus**), in relation to the UK Structured Debt Instruments Issuance Programme (the **Programme**) of Crédit Agricole Corporate and Investment Bank (**Crédit Agricole CIB**) and Crédit Agricole CIB Finance Luxembourg S.A. (**Crédit Agricole CIB FL**) (each an **Issuer** and together the **Issuers**). Unless the context otherwise requires, terms used but not otherwise defined in this Second Supplement shall have the meanings given to them in the Base Prospectus.

The Base Prospectus constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 (the **UK Prospectus Regulation**). The United Kingdom Financial Conduct Authority (the **FCA**) approved the Base Prospectus on 5 May 2023. Application has been made to the FCA for approval of this Second Supplement in its capacity as competent authority pursuant to the UK Prospectus Regulation.

This Second Supplement constitutes a supplement to, and shall be read in conjunction with, the Base Prospectus for the purposes of article 23 of the UK Prospectus Regulation.

Each Issuer accepts responsibility for the information contained in this Second Supplement. To the best of the knowledge of each Issuer, the information contained in this Second Supplement is in accordance with the facts and this Second Supplement makes no omission likely to affect its import.

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, the statement referred to in this Second Supplement will prevail. For the avoidance of doubt, any statements incorporated by reference in the Base Prospectus pursuant to the section entitled “Documents Incorporated by Reference” in this Second Supplement are in addition to any other statements in, or incorporated by reference in, the Base Prospectus.

References in this Second Supplement to provisions of the Base Prospectus are to the Base Prospectus. References in this Second Supplement to page numbers in the Base Prospectus are to the page numbers in the Base Prospectus, 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 and the First Supplement since the publication thereof.

To the extent applicable and in accordance with Article 23 (2) of the UK Prospectus Regulation, investors who have already agreed to purchase or subscribe for any Notes before this Second Supplement is published, have the right, exercisable within a time limit of two (2) working days beginning with the working day after the date of

publication of this Second Supplement (such right expiring by close of business on 6 February 2024), to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. Investors may contact the Authorised Offerors should they wish to exercise the right of withdrawal. The amendments included in this Second Supplement shall only apply to final terms the date of which fall on or after the approval of this Second Supplement.

Copies of the Base Prospectus 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 London Stock Exchange's website: <https://www.londonstockexchange.com/> and Crédit Agricole Corporate and Investment Bank's website: <https://www.documentation.ca-cib.com/>.

This Second Supplement has been prepared for the purposes of amending the section entitled "Use of Proceeds" of the Base Prospectus;

USE OF PROCEEDS

The section entitled "Use of Proceeds" (pages 327 to 328 of the Base Prospectus) is amended as follows:

This section sets out what the proceeds from the sale of Securities will be used for.

The net proceeds from each issue of Securities will be applied by each of the Issuers either (i) for the general corporate purposes of the Crédit Agricole Corporate and Investment Bank group of companies, which include making a profit, or (ii) to finance and/or refinance Eligible Green Assets (as defined below), or (iii) to finance and/or refinance Eligible Social Assets (as defined below), or (iv) for any other particular identified use of proceeds as specified in the applicable Final Terms.

1. GREEN SECURITIES

The relevant Final Terms may specify that the net proceeds from an issue of Securities will be used by the relevant Issuer in an amount equal or equivalent to the use of proceeds, to finance and/or refinance, in whole or in part, (i) loans financing, or investments in, certain categories of environmental or sustainable projects in eligible activities within the meaning of the Crédit Agricole Group's green bond framework (as amended and supplemented from time to time) (the "**Green Bond Framework**", eligible activities within the meaning of the Green Bond Framework being hereinafter referred to as "**Eligible Activities**"), or (ii) loans to companies demonstrating that at least 90% of their revenues are generated by the operation of one or more Eligible Activities, it being specified that the remaining 10% of their revenues – while not being generated by the operation of one or more Eligible Activities – should not be generated by activities excluded under the Green Bond Framework (the "**Eligible Green Assets**"), as described in the relevant Final Terms and in the Crédit Agricole Group's green bond framework, such Securities being referred to as "**Green Securities**".

Within the meaning of the Green Bond Framework, activities may be considered as Eligible Activities if they meet, as the case may be, the substantial contribution criteria set out in the Taxonomy Regulation, or Crédit Agricole Group's internal criteria based on sector market practices. The Green Bond Framework thus proposes a (non-exhaustive) list of Eligible Activities specifying for each of them the corresponding substantial contribution criteria or internal criteria. However, the notion of Eligible Activity under the Green Bond Framework differs from that derived from the Taxonomy Regulation, and the use in the Green Bond Framework of the substantial contribution criteria retained by the Taxonomy Regulation does not prejudice in itself the alignment of Eligible Activities, and consequently Eligible Green Assets, with the Taxonomy. In particular, except in special cases, the Green Bond Framework does not make the principle of "do no significant harm" a condition for the eligibility of Eligible Activities.

The Green Bond Framework is based on the Green Bond Principles published by the International Capital Markets Association in its 2021 edition (the "**GB 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. Please note that the Green Bond Framework does not form part of this Base Prospectus and its contents are not incorporated by reference.

The Crédit Agricole Group has appointed ISS Corporate Solutions to provide a second-party opinion (the "**Green Bond Framework Second-Party Opinion**") on the Green Bond Framework, assessing the environmental added value of the Green Bond Framework and its alignment with the GB Principles.

This Green Bond Framework Second-Party Opinion is available on the Crédit Agricole Group's website (www.credit-agricole.com/en/finance/finance/debt). Please note that the Green Bond Framework Second-Party Opinion does not form part of this Base Prospectus and its contents are not incorporated by reference.

As described in the Green Bond Framework, the Crédit Agricole Group will publish an annual report on its website detailing the allocation of net proceeds from securities issued by group entities used to finance and/or refinance Eligible Green Assets ("**Crédit Agricole Group Green Securities**") and the environmental impact

of the Eligible Green Assets included in its green portfolio. In addition, the Crédit Agricole Group may communicate publicly 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 the Crédit Agricole Group Green Securities, for the purposes of the preparation of Crédit Agricole S.A.'s universal registration document.

2. SOCIAL SECURITIES

The relevant Final Terms may specify that the net proceeds from an issue of Securities will be used by the relevant Issuer in an amount equal or equivalent to the use of proceeds, to finance and/or refinance, in whole or in part, loans and investments that seek to achieve positive social impacts especially for target populations (the "**Eligible Social Assets**"), as described in the relevant Final Terms and in the Crédit Agricole Group's social bond framework, as amended and supplemented from time to time (the "**Social Bond Framework**"), such Securities being referred to as "**Social Securities**".

The Social Bond Framework is based on the Social Bond Principles published by the International Capital Markets Association in its 2020 edition (the "**SB Principles**") and is available on the Crédit Agricole Group's website (<https://www.credit-agricole.com/pdfPreview/186707>). The Social Bond Framework may be further updated or expanded to reflect updates to the SB Principles and evolutions in the activities of the Crédit Agricole Group. The Social Bond Framework sets out categories of Eligible Social Assets which have been identified by the Crédit Agricole Group as part of priority activity sectors within the context of sustainable development. Please note that the Social Bond Framework does not form part of this Base Prospectus and its contents are not incorporated by reference.

The Crédit Agricole Group has appointed Moody's ESG Solutions (formerly Vigeo Eiris) to provide a second-party opinion (the "**Social Bond Framework Second-Party Opinion**") on the Social Bond Framework, assessing the environmental added value of the Green Bond Framework and its alignment with the SB Principles.

This Social Bond Framework Second-Party Opinion is available on the Crédit Agricole Group's website (www.credit-agricole.com/en/finance/finance/debt). Please note that the Social Bond Framework Second-Party Opinion does not form part of this Base Prospectus and its contents are not incorporated by reference.

The Crédit Agricole Group will publish an annual report on its website detailing the allocation of net proceeds from securities issued by group entities used to finance and/or refinance Eligible Social Assets ("**Crédit Agricole Group Social Securities**") and the social impact of the Eligible Social Assets included in its social portfolio. In addition, the Crédit Agricole Group may communicate publicly in the event of substantial changes in the social portfolio. The Crédit Agricole Group will also have an external auditor provide a limited assurance report on the main features of the Crédit Agricole Group Social Securities, for the purposes of the preparation of Crédit Agricole S.A.'s universal registration document.