

Montrouge, 20 May 2021

**THIS ANNOUNCEMENT IS FOR INFORMATION ONLY AND IS NOT AN OFFER TO EXCHANGE, OR A SOLICITATION OF OFFERS TO EXCHANGE, ANY SECURITIES.**

**CREDIT AGRICOLE S.A. ANNOUNCES ONE-FOR-ONE OFFER OF NEW CRR-COMPLIANT, SONIA-LINKED GBP ADDITIONAL TIER 1 SECURITIES IN EXCHANGE FOR LEGACY LIBOR-LINKED GBP ADDITIONAL TIER 1 SECURITIES (ISIN: XS1055037920)\***

Crédit Agricole S.A. (the “**Issuer**”) today announces the commencement of an invitation to eligible holders of its outstanding legacy Undated Deeply Subordinated Additional Tier 1 Fixed Rate Resettable GBP Notes (ISIN: XS1055037920) (the “**Existing Notes**”) to offer to exchange any and all of their Existing Notes for an equivalent principal amount of its new Undated Deeply Subordinated Additional Tier 1 Fixed Rate Resettable GBP Notes (the “**New Notes**”) (the “**Exchange Offer**”). The Exchange Offer is made on the terms and subject to conditions described in an Exchange Offer Memorandum (the “**Exchange Offer Memorandum**”) that is being made available to eligible holders of Existing Notes (the “**Eligible Holders**”).

The Exchange Offer is intended to provide Eligible Holders with the opportunity to receive New Notes with economic terms substantially similar to those of the Existing Notes, except that:

- The LIBOR linked mid-swap rate in the Existing Notes is replaced with a SONIA-linked mid-swap rate in the New Notes. The relevant mid-swap rate is used to reset the interest rate on the Existing Notes, and will be used to reset the interest rate on the New Notes, on or around the first call date of 23 June 2026 and every fifth year thereafter. Until the first call date, the Existing Notes and the New Notes bear interest at a fixed rate of 7.500 per cent. per annum. Given the expected discontinuation of GBP LIBOR before the first call date, the reset rate of interest for the New Notes will apply a SONIA-linked 5-year mid-swap rate, adjusted by an ISDA-based adjustment spread of 27.66 basis points to reflect the economic difference between LIBOR and SONIA rates (based on Bloomberg screen “SBP0006M Index,” as of 19 May 2021). The margin of 4.535 per cent. per annum on the Existing Notes will remain unchanged in the New Notes.
- The terms and conditions of the New Notes are updated to qualify as Additional Tier 1 capital under current applicable banking regulations, including the introduction of a contractual recognition of bail-in clause, following the departure of the United Kingdom from the European Union. The Existing Notes are grandfathered as Additional Tier 1 capital until 28 June 2025 but not thereafter according to Article 494b(1) of the CRR Regulation. When the grandfathering expires, the Existing Notes will be disqualified as Additional Tier 1 Capital, and the Issuer will have the option to redeem the Existing Notes in whole (but not in part) at par. The New Notes may not be redeemed by the Issuer (unless new regulatory changes disqualify them as Additional Tier 1 Capital or upon certain tax events) until 23 June 2026 or any fifth anniversary thereof.

The New Notes also contain certain technical changes compared to the Existing Notes to align them with current market practices for securities of this type, including changing the voting majority required for consent to modifications of the terms of the New Notes (a 75 per cent. majority of holders present or represented, compared with unanimous consent for the Existing Notes).

The Exchange Offer will have no impact on the phased-in Tier 1 Capital ratio of Crédit Agricole S.A. or the Crédit Agricole Group. If all of the Existing Notes are exchanged, the fully-loaded Tier 1 Capital ratio of Crédit Agricole S.A. will increase by 16 basis points, and that of the Crédit Agricole Group will increase by 10 basis points.

The Exchange Offer will be open to Eligible Holders from 20 May 2021 to 5:00 p.m. London time on 18 June 2021. Eligible Holders who validly offer to exchange Existing Notes prior to 5:00 p.m. London time on 4 June 2021 will receive a cash payment of GBP1.00 for every GBP1,000.00 principal amount of Existing Notes exchanged, and a payment representing accrued and unpaid interest on such Existing Notes, as well as receiving the equivalent principal amount of New Notes. Eligible Holders who validly offer to exchange Existing Notes after 5:00 p.m. London time on 4 June 2021, but prior to the expiration of the Exchange Offer, will receive the equivalent principal amount of New Notes, but because the settlement date for such exchange will be an interest payment date on the Existing Notes, no accrued interest payment will be made pursuant to the Exchange Offer.

Unless modified or waived by the Issuer, the Exchange Offer is subject to a Minimum Exchange Condition, meaning that it is conditioned upon there being submitted valid offers to exchange Existing Notes in an aggregate principal amount of at least GBP 250 million. The Exchange Offer is also subject to other customary conditions set forth in the Exchange Offer Memorandum.

The settlement date of the Exchange Offer and the issue date of the New Notes will be (i) 9 June 2021, for holders that submit valid offers to exchange prior to 5:00 p.m. London time on 4 June 2021, and (ii) 23 June 2021, for holders that submit valid offers to exchange thereafter, but prior to the expiration of the Exchange Offer.

Application will be made for the listing and admission to trading of the New Notes on the regulated market of Euronext Paris, as from the date of issuance of the second tranche of New Notes on 23 June 2021, subject to the approval of the relevant prospectus by the French *Autorité des marchés financiers*.

The Issuer reserves the right to modify, extend or, if the conditions to the offer are not met, to terminate the Exchange Offer in its discretion. The Exchange Offer is not made to any investors or in any jurisdiction in which it would be illegal or would require the preparation and filing of a prospectus or other document with a securities regulator.

#### DISCLAIMER

*This announcement is not an offer to purchase or sell, or a solicitation of offers to purchase or sell, any securities.*

*This announcement is not an invitation to participate in the Offer. Such an invitation will only be extended by means of the Exchange Offer Memorandum that will be provided only to Eligible Holders. The distribution of this announcement in certain countries may be prohibited by law.*

**United States.** *This announcement is not an offer for sale of securities in the United States or any other jurisdiction. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended. Crédit Agricole S.A. does not intend to register any of the New Notes in the United States or to conduct a public offering of the New Notes in the United States.*

**United Kingdom. PROHIBITION OF SALES TO UK RETAIL INVESTORS** – *The New Notes 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”). 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 UK domestic law by virtue of the EUWA; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the “FSMA”) and any rules or regulations made under the FSMA to implement the Directive (EU) 2016/97 (as amended, the “Insurance Distribution Directive”), 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 UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the “EUWA”); or (iii) not a qualified investor as defined in Article 2 of the Regulation (EU) 2017/1129 (as amended, the “Prospectus Regulation”) as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document required by the PRIIPs Regulation as it forms part of UK domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the New Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the New Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.*

**UK MiFIR product governance / target market** - *The Prospectus in respect of the New Notes will include a legend entitled “UK MiFIR Product Governance” which will outline the target market assessment in respect of the New Notes and which channels for distribution of the New Notes are appropriate. Any distributor should take into consideration the 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 New Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.*

A determination will be made in relation to the issue about whether, for the purpose of the UK MiFIR Product Governance Rules, any Dealer subscribing for any New Notes is a manufacturer in respect of such New Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the UK MiFIR Product Governance Rules.

None of the communication of this announcement, the Exchange Offer Memorandum or any other documents or materials relating to the Offer is being made or directed at, and the Exchange Offer Memorandum has not been approved, by an authorised person for the purposes of section 21 of the FSMA. Accordingly, the Exchange Offer Memorandum and/or such other offer material is not being distributed to or directed at, and must not be passed on to, the general public in the UK. Rather, the communication of the Exchange Offer Memorandum is only being distributed to and is only directed at (i) persons who are outside the UK or (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”) or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (e) of the Order (all such persons together being referred to as “**Relevant Persons**”). The New Notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such New Notes will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this announcement or any of its contents.

**European Economic Area.** Neither this announcement nor the Exchange Offer Memorandum constitute a prospectus for the purposes of the Prospectus Regulation.

In any European Economic Area Member State (each, a “**Member State**”), this announcement, the Exchange Offer Memorandum and any other documents or materials relating to the Offer are only addressed to and are only directed at qualified investors within the meaning of the Prospectus Regulation, in that Member State. Each person in a Member State who receives any communication in respect of the Offer contemplated in this announcement, the Exchange Offer Memorandum and any other documents or materials relating to the Offer will be deemed to have represented, warranted and agreed to and with the Dealer Managers and Crédit Agricole S.A. that it is a qualified investor within the meaning of Article 2(e) of the Prospectus Regulation.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The New Notes 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**”). 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 Directive (EU) 2014/65 (as amended, “**MiFID II**”); or (ii) a customer within the meaning of the Insurance Distribution Directive, 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 the Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIPs Regulation**”) for offering or selling the New Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the New Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIPs Regulation.

**MiFID II product governance / target market** – The Prospectus in respect of the New Notes will include a legend entitled “MiFID II Product Governance” which will outline the target market assessment in respect of the New Notes and which channels for distribution of the New Notes are appropriate. Any person subsequently offering, selling or recommending the New Notes (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the New Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

**Italy.** None of the Offer, this announcement, the Exchange Offer Memorandum or any other documents or materials relating to the Offer have been or will be submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa (“**CONSOB**”) pursuant to applicable Italian laws and regulations.

The Offer is being carried out in the Republic of Italy (“**Italy**”) as exempted Offer pursuant to Article 101-bis, paragraph 3-bis of Legislative Decree No. 58 of February 24, 1998, as amended (the “**Consolidated Financial Act**”) and article 35-bis, paragraph 3 of CONSOB Regulation No. 11971 of May 14, 1999, as amended.

Eligible Holders that are resident and/or located in Italy can exchange the Existing Notes through authorized persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Consolidated Financial Act, CONSOB Regulation No. 20307 of February 15, 2018, as amended, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with any other applicable laws and regulations and with any requirements imposed by CONSOB or any other Italian authority. Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Existing Notes or the Offer.

\* The ISIN number is included solely for the convenience of the Eligible Holders. No representation is being made as to the correctness or accuracy of the ISIN number either as printed on the Existing Notes or as contained herein and the holder may rely only on the identification numbers printed on its Existing Note.

## CRÉDIT AGRICOLE S.A. PRESS CONTACT

Charlotte de Chavagnac

+ 33 1 57 72 11 17

[charlotte.dechavagnac@credit-agricole-sa.fr](mailto:charlotte.dechavagnac@credit-agricole-sa.fr)

"Acting every day in the interest of our customers and society"

Olivier Tassain

+ 33 1 43 23 25 41

[olivier.tassain@credit-agricole-sa.fr](mailto:olivier.tassain@credit-agricole-sa.fr)

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