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Press release

Paris, 15 October 2014

## Crédit Agricole Assurances has successfully launched its inaugural €750 million issue of Undated Subordinated Fixed Rate Resettable Notes

Crédit Agricole Assurances is announcing the successful launch on 7 October 2014 of its inaugural €750 million issue of Undated Subordinated Fixed Rate Resettable Notes (the "Notes").

The prospectus for the issue includes a full description of the terms and conditions of the Notes. The Notes have no fixed maturity date and will bear a fixed interest rate of 4.5% until 14 October 2025, after which date the rate will be reset. Interest payments are subject to deferral at the issuer's option, or should the Crédit Agricole Assurances Group fail to meet its solvency margin requirement, or should the relevant supervisory authority (the "Supervisor," currently the *Autorité de contrôle prudentiel et de résolution*) so request. Such deferrals are subject to conditions related to the payment of dividends by Crédit Agricole Assurances.

The Notes may be redeemed early at the issuer's discretion on 14 October 2025. Thereafter, they may be redeemed at the issuer's option on each annual coupon payment date, subject to the prior approval of the Supervisor.

The Notes have been placed with institutional investors in Europe. The quality of the order book reflects the positive perception by investors of Crédit Agricole Assurances and of Crédit Agricole Group's integrated bancassurance model.

This issue is in line with the capital optimisation policy of the Crédit Agricole Group and of Crédit Agricole Assurances. It will principally be applied to finance the early redemption of the undated subordinated debt issued by Crédit Agricole Assurances, already subscribed by Crédit Agricole S.A.

At the Crédit Agricole Group level, the purposes of this issue are (i) to anticipate the impact of the Solvency II framework on its Basel 3 fully-loaded Tier 1 ratio and (ii) to compensate partially for the change in Standard & Poor's (S&P's) treatment of hybrids issued by insurance subsidiaries and subscribed by Crédit Agricole Group companies, in the calculation of its Risk Adjusted Capital ("RAC") ratio.

For Crédit Agricole Assurances, the purposes of this issue are (i) to anticipate its adaptation to the future Solvency 2 rules in 2016, (ii) to finance the expansion of its business activities, and (iii) to improve S&P's Total Adjusted Capital ("TAC").

The issue of the Notes represents a further step in the implementation of Crédit Agricole Group's strategy regarding the strengthening of its regulatory capital. It underscores the financial flexibility of the Group.

The issue prospectus, which was granted visa no. 14-546 on 10 October 2014 by the *Autorité des marchés financiers* (the "AMF"), is available free of charge on the website of the Issuer (<http://www.ca-assurances.com/espace-investisseurs/notations-et-financements>) and on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)).

### About Crédit Agricole Assurances

Leader in Europe, Crédit Agricole Assurances, a 100% subsidiary of Crédit Agricole S.A., is the no. 1 bancassurer in France and in Europe. The Crédit Agricole Assurances Group offers a range of savings, retirement, health, personal protection and property insurance products and services to individuals, professionals, farmers and businesses. These products and services are distributed by the Crédit Agricole Group's retail banking networks in France and in Europe and by financial advisers and multi-line insurance managers around the world. Crédit Agricole Assurances had 3,500 staff and €26.4 billion in revenues at year-end 2013.

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*No communication or information relating to the issuance of the Notes may be distributed to the public in a country where a registration obligation or an approval is required. No action has been or will be taken in any country where such action would be required. The offering and the subscription of the Notes may be subject to specific legal and regulatory restrictions in certain jurisdictions; Crédit Agricole Assurances accepts no liability in connection with a breach by any person of such restrictions.*

*This press release constitutes an advertisement. It does not constitute a prospectus within the meaning of the Prospectus Directive (as defined hereinafter).*

*This press release does not, and shall not, in any circumstances, constitute an offer to the public of Notes by Crédit Agricole Assurances nor an invitation to the public in connection with any offer in any jurisdiction, including France.*

## European Economic Area

*In each of the various Member States of the European Economic Area other than France that has implemented the Prospectus Directive (the "Relevant Member States"), no action has been undertaken or will be undertaken to make an offer to the public of the Notes requiring the publication of a prospectus in any Relevant Member State. As a result, the Notes may only be offered in Relevant Member States:*

- (a) to qualified investors, as defined in the Prospectus Directive (as defined below) as amended by the PD Amending Directive;*
- (b) to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the PD Amending Directive, 150, individuals or legal entities (other than qualified investors as defined in the PD Amending Directive); or*
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive.*

*For the purposes of this paragraph, (i) the notion of an "offer to the public of Notes" in any Relevant Member State, means any communication, to individuals or legal entities, in any form and by any means, of sufficient information on the terms and conditions of the offering and on the Notes to be offered to allow an investor to decide to purchase or subscribe for the Notes, as the same may be varied in the Relevant Member State by any measure implementing the Prospectus Directive, (ii) the expression "Prospectus Directive" means Directive 2003/71/EC of the European Parliament and Council of 4 November 2003 (and amendments thereto, including the PD Amending Directive, to the extent implemented to the Relevant Member State), and includes any relevant implementing measure in each Relevant Member State and (iii) the expression "PD Amending Directive" means Directive 2010/73/EU of the European Parliament and Council dated 24 November 2010.*

*This selling restriction supplements the other selling restrictions applicable in the Member States that have implemented the Prospectus Directive.*

## France

*The Notes have not been and will not be offered or sold, directly or indirectly, to the public in France. The Notes will be offered or sold in France only to (x) persons providing investment services relating to portfolio management for the account of third parties (personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers), and/or (y) qualified investors (investisseurs qualifiés) acting for their own account, and/or (z) a restricted circle of investors (cercle restreint d'investisseurs), with the meanings ascribed to them in, and in accordance with, Articles L.411- 1, L.411-2 and D.411-1 4 of the French Code monétaire et financier and applicable regulations thereunder.*

## United Kingdom

*This press release is only directed at (i) persons who are not located in the United Kingdom, (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"); (iii) persons falling within Article 49(2)(a) to (d) (high net worth entities, non-incorporated associations, etc.) of the Order, or (iv) persons to whom an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the "FSMA")) in connection with the issue or sale of the Notes may otherwise lawfully be communicated (all such persons mentioned in paragraphs (i), (ii), (iii) and (iv) above, together being referred to as "Relevant Persons"). The Notes are only available to Relevant Persons, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Notes will be*

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*addressed or concluded only with Relevant Persons. Any person that is not a Relevant Person must abstain from using or relying on this press release and the information contained therein.*

***United States of America***

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***Canada, Australia and Japan***

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