

SECOND SUPPLEMENT DATED 19 JANUARY 2026 TO THE BASE PROSPECTUS DATED 7 MAY 2025.

CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK

(incorporated in France)

and

CRÉDIT AGRICOLE CIB FINANCIAL SOLUTIONS

(incorporated in France)

and

CRÉDIT AGRICOLE CIB FINANCE LUXEMBOURG S.A.

(incorporated in Luxembourg)

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 dated 19 January 2026 (the “**Second Supplement**”) to the base prospectus dated 7 May 2025, as supplemented by the first supplement dated 31 December 2025 (the “**First Supplement**”) (the “**Base Prospectus**”), constitutes a supplement to the Structured Debt Instruments Issuance Programme of Crédit Agricole Corporate and Investment Bank, Crédit Agricole CIB Financial Solutions and Crédit Agricole CIB Finance Luxembourg S.A. (each an “**Issuer**” and together the “**Issuers**”). Terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement unless otherwise defined herein.

The Base Prospectus, the First Supplement and the Second Supplement constitute jointly a base prospectus under Article 8 of the Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”). On 7 May 2025 and 31 December 2025, the Base Prospectus and the First Supplement were respectively approved by the Commission de Surveillance du Secteur Financier (the “**CSSF**”). Application has been made to the CSSF, as competent authority under the Prospectus Regulation, to approve this Second Supplement.

By approving this Second Supplement, the CSSF gives no undertaking as to the economic and financial soundness of the transaction or the quality or solvency of the Issuer in line with the provisions of Article 6(4) of the Luxembourg Law dated 16 July 2019 on prospectuses for securities (*loi relative aux prospectus pour valeurs mobilières*).

This Second Supplement has been prepared pursuant to Article 23(1) of the Prospectus Regulation.

The Issuers accept responsibility for the information contained in this Second Supplement. To the best of the knowledge of the Issuers, the information contained in this Second Supplement is in accordance with the facts and does not omit anything likely to affect its import.

In the event of any inconsistencies between (a) any statement contained in this Second Supplement and (b) any other statement directly contained or incorporated by reference in the Base Prospectus, the statements in this Second Supplement shall prevail.

Subject to the information contained in this Second Supplement, there have been no significant new facts, error or inaccuracy relating substantially to the information contained in the Base Prospectus since its publication under Article 23.1 of the Prospectus Regulation.

In accordance with Article 23(2) of the EU Prospectus Regulation, investors who have already agreed to purchase or subscribe for Securities issued under the Base Prospectus before this Second Supplement is published have the right, exercisable until 22 January 2026, which is three working days after the publication of this Second Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy to which this Second Supplement relates arose or was noted before the closing of the offer period or delivery of the Securities, whichever occurs first. Investors may contact the relevant Authorised Offerors should they wish to exercise such right of withdrawal.

Copies of the Base Prospectus, the First Supplement and the Second Supplement can be obtained from the registered office of Crédit Agricole CIB for the time being. This Base Prospectus, the First Supplement and the Second Supplement will also be published on (i) the Luxembourg Stock Exchange's website: www.luxse.com and (ii) Crédit Agricole CIB's website: <https://www.documentation.ca-cib.com/IssuanceProgram>.

The purpose of this Second Supplement is to amend the “*RISK FACTORS*”, “*FORM OF THE FINAL TERMS*”, “*USE OF PROCEEDS*” and “*GENERAL INFORMATION*” sections of the Base Prospectus.

RISK FACTORS

On page 59 of the Base Prospectus, a new risk factor entitled “5.27. *Risks related to European Defense Support Securities*” is inserted in the subsection entitled “5. *RISKS RELATED TO THE STRUCTURE OF A PARTICULAR ISSUE OF SECURITIES*” of section entitled “*RISK FACTORS*”:

“5.27 Risks related to European Defense Support Securities

The Final Terms relating to any specific Series of Securities may provide that such Securities will constitute European Defense Support Securities which will be issued in accordance with the CACIB European Defense Financing Framework (each term being defined in the “Use of Proceeds” section). In such case, it will be the relevant Issuer’s intention to apply an amount equal or equivalent to the net proceeds of such Securities, directly or indirectly, to finance and/or re-finance, in whole or in part, Eligible Assets Linked to European Defense Support (as defined in the “Use of Proceeds” section).

While it is the intention of the relevant Issuer to apply the proceeds of any European Defense Support Securities in a manner consistent, or substantially consistent, with that described in the “Use of Proceeds” section of this Base Prospectus, if the proceeds of the European Defense Support Securities exceed the aggregate size of the Defense Portfolio as described in the CACIB European Defense Financing Framework, the proceeds of the relevant European Defense Support Securities may not be in whole or in part disbursed as intended.

Any failure to apply the proceeds of any issue of European Defense Support Securities as intended, any withdrawal of any applicable opinion or certification, any opinion or certification to the effect that the relevant Issuer is not complying in whole or in part with criteria or requirements covered by such opinion or certification or any change to the CACIB European Defense Financing Framework: (i) will not give rise to any claim of a Securityholder against the relevant Issuer; (ii) will not constitute an Event of Default under the relevant Securities; (iii) will not lead to an obligation of the relevant Issuer to redeem such Securities or be a relevant factor for the relevant Issuer in determining whether or not to exercise any optional redemption right in respect of any Security; and (vi) may have an adverse effect on the value of the European Defense Support Securities and may result in adverse consequences for Securityholders, including those who have portfolio mandates to invest in securities to be used for a particular purpose.

The definition (legal, regulatory or other) and market consensus for classifying a project as a “defense project” or assigning it a similar label are currently being developed. Given the evolving nature of legal, regulatory and market practices in the defense sector, there is a risk that the use of the proceeds from any issue of European Defense Support Securities may not satisfy, in whole or in part, with future legislative or regulatory requirements, or with the present or future expectations or requirements of certain investors in terms of investment criteria or guidelines, with which such investors may be required to comply under their articles of association, governance rules or portfolio management mandates.

Eligible Assets Linked to European Defense Support constituting the Defense Portfolio will be identified by Crédit Agricole CIB through a specific process as detailed in the CACIB European Defense Financing Framework.

To be included in the Defense Portfolio, an Eligible Asset Linked to European Defense Support shall comply with the following criteria prevailing at the time of origination of the Eligible Asset Linked to European Defense Support:

- Compliance with the Crédit Agricole Group and Crédit Agricole CIB’s standard credit process, climate finance strategy, sector policies and CSR policies; and

- Compliance with Crédit Agricole CIB's eligibility criteria as detailed in the CACIB European Defense Financing Framework.

However, Crédit Agricole CIB does not have a specific process in place to track the use of proceeds of Eligible Asset Linked to European Defense Support at the ultimate borrower's level and makes no commitment as to how such proceeds will be used at the borrower's level. Also, adverse social, green, sustainable and/or other impacts may occur in relation with the use of these proceeds.

The Issuers make no commitment regarding the alignment of the CACIB European Defense Financing Framework with the ICMA Principles and, consequently, the European Defense Support Securities should not be considered green, social or sustainability securities, nor securities linked to sustainability. The CACIB European Defense Financing Framework is not based on any existing regulatory framework or firmly established market standard. Investors who base their investment decisions on an existing regulatory framework or established market standard – particularly when investing in thematic bonds through certain funds – may decide not to invest in the European Defense Support Securities, which could have a negative effect on the demand for and market value of the European Defense Support Securities.

The CACIB European Defense Financing Framework may be updated at any time, in particular to reflect changes in the activities of the Crédit Agricole Group or in the legislative and regulatory framework. Such changes may have a significant impact on the market value of the Securities issued prior to the entry into force of any applicable French or European regulations and/or have consequences for certain investors subject to investment mandates in defense assets, such that Securityholders could lose all or part of their investment in the Securities. No change, event or failure by the relevant Issuer in this regard shall constitute an event of default under the relevant Securities.

Eligible Assets Linked to European Defense Support financed or refinanced by means of European Defense Support Securities may not produce the results or effects (whether related to defense objectives or other objectives) initially expected or anticipated by the Issuer or the relevant borrowers, or may generate or contribute to negative impacts during their design, implementation or operation, for reasons unforeseen at the Issue Date of the Securities and beyond the Issuer's control. In the current geopolitical context, Crédit Agricole CIB recognises the controversies potentially associated with activities in the defense sector, as well as the difficulty of ensuring complete transparency, which increases the reputational risks associated with financing this sector. The occurrence of any negative impact or controversy involving Eligible Assets Linked to European Defense Support financed or refinanced by the European Defense Support Securities could adversely affect the reputation and performance of the Issuer and the relevant borrowers and reduce the demand and market value of the European Defense Support Securities.

If the perception or suitability of European Defense Support Securities to investors' expectations and requirements were to deteriorate due to any of the factors mentioned above, the market price and liquidity of European Defense Support Securities could be adversely affected, as investors may be required or may choose to sell their Securities. In this case, holders of European Defense Support Securities may receive less than their initial investment if they sell their European Defense Support Securities before the Redemption Date."

FORM OF THE FINAL TERMS

The subsection entitled “(a) *Reasons for the Offer*” in subsection “4. *Reasons for the Offer and Estimated Net Proceeds and Total Expenses*” in the section “Part B - *Other Information*” of the section “*Form of the Final Terms*” on page 245 of the Base Prospectus is deleted in its entirety and replaced as follows:

“(a) Reasons for the offer:

[●][Not Applicable]

[The Securities constitute [Green / Social / SLL Financing / European Defense Support] Securities and the net proceeds will be used to finance and/or refinance one or more of the Eligible [[Green/Social] Assets / SLLs / Assets Linked to European Defense Support] described below:

[Describe categories of Eligible Green Assets, Eligible Social Assets, Eligible SLLs or Eligible Assets Linked to European Defense Support, as the case may be, and the availability of Second-Party Opinion and/or any relevant third-party opinions and where the information can be obtained]

(See “Use of Proceeds” wording in Base Prospectus - if reasons for offer different from (i) what is disclosed in the Base Prospectus and/or (ii) financing or refinancing any new or existing Eligible Green Assets, Eligible Social Assets, Eligible SLLs or Eligible Assets Linked to European Defense Support, as the case may be, give details.)”

USE OF PROCEEDS

On page 967 of the Base Prospectus, a new subsection entitled “4. *European Defense Support Securities*” is inserted in the section entitled “*USE OF PROCEEDS*”:

“4. European Defense Support 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, a pool of loans, financial instruments or investments aimed at supporting European defense (the “**Eligible Assets Linked to European Defense Support**”) as described in the CACIB European Defense Financing Framework dated October 2025 available on Crédit Agricole CIB’s website ([Crédit Agricole CIB European Defense Financing Framework 2025.pdf](#)) (the “**CACIB European Defense Financing Framework**”). All Eligible Assets Linked to European Defense Support are collectively referred to as the portfolio of financing related to European defense support (the “**Defense Portfolio**”), such Securities being referred to as “**European Defense Support Securities**”. The CACIB European Defense Financing Framework does not claim any alignment to existing ICMA Principles and as such the European Defense Support Securities should not be assimilated with green, social or sustainability securities, nor to sustainability-linked securities. The CACIB European Defense Financing Framework aims to promote transparency regarding Crédit Agricole CIB’s exposure and financing role in European defense financing, and to describe the various measures put in place to manage the specific risks associated with the defense sector.

The Eligible Assets Linked to European Defense Support constituting the Defense Portfolio will be identified by Crédit Agricole CIB through a specific process as detailed in the CACIB European Defense Financing Framework.

As of the date of this Base Prospectus, Eligible Assets Linked to European Defense Support that may be included in the Defense Portfolio include, subject to specific eligibility criteria and exclusions detailed in the CACIB European Defense Financing Framework, financing to borrowers active in the development, manufacture, production, acquisition, storage, maintenance, repair, operations, training, refit, upgrade, supply, transfer, import, export, trade, brokerage and use of the equipment of any of the following materials and systems: military aircraft (either fixed wing or rotary blade) including drones and air-to-air refuelling aircraft, naval vessels including submarines (nuclear and diesel-powered), surface vessels, surveillance and logistics supply vessels, amphibious assault ships and coastal defense vessels, land vehicles including those carrying weapons, missiles and missile launchers, air defense systems, command, control, computers, communications, cyber, intelligence, surveillance and reconnaissance systems, electronic systems and components for air, sea, land and space domains, power management systems for military operations, weapons, ammunition and missiles, logistics assets including storage centres, assets, technology and systems for the prevention and protection of civilians and military personnel from chemical, biological, radiological or nuclear threats, space based assets such as satellites, launch rockets and ground stations. For the avoidance of doubt, nuclear weapons are eligible provided they comply with the list of exclusions detailed in the CACIB European Defense Financing Framework.

To be included in the Defense Portfolio, an Eligible Asset Linked to European Defense Support shall comply with the following criteria prevailing at the time of origination of the Eligible Asset Linked to European Defense Support:

- Compliance with the Crédit Agricole Group and Crédit Agricole CIB’s standard credit process, climate finance strategy, sector policies and CSR policies; and
- Compliance with Crédit Agricole CIB’s eligibility criteria as detailed in the CACIB European Defense Financing Framework.

The CACIB European Defense Financing Framework may be updated at any time, in particular to reflect changes in the activities of the Crédit Agricole Group or in the legislative and regulatory framework.

Crédit Agricole CIB will publish an annual report on Crédit Agricole CIB's website, no later than the end of the year following the first issue of European Defense Support Securities and until the proceeds have been fully allocated detailing the allocation of the proceeds raised through the European Defense Support Securities, where applicable and within the limits of the confidentiality rules applicable to this type of financing. Crédit Agricole CIB will have its allocation reporting reviewed by an external reviewer."

GENERAL INFORMATION

The subheading entitled “*Documents Available*” on pages 1033 to 1034 of the section entitled “*GENERAL INFORMATION*” of the Base Prospectus is deleted in its entirety and replaced as follows:

“Documents Available

Copies of the following documents will, when published, be available for inspection or during normal business hours from the registered office of the relevant Issuer and on the website of Crédit Agricole CIB (<https://www.documentation.ca-cib.com/IssuanceProgram>):

- (a) the *Statuts* (with an English translation thereof) of Crédit Agricole CIB, the *Statuts* (with an English translation thereof) of Crédit Agricole CIB FS and the articles of association of Crédit Agricole CIB FL;
- (b) each of (i) in the case of Crédit Agricole CIB, as Issuer and Guarantor, the consolidated and non-consolidated audited financial statements in respect of the financial years ended 2023 and 2024 and the consolidated financial statements for the six-month period ended 30 June 2025 (with an English translation thereof for the consolidated accounts) and (ii) in the case of Crédit Agricole CIB FS and Crédit Agricole CIB FL, each as Issuer, the audited financial statements in respect of the financial years ended 2023 and 2024 and the half-year financial statements for the six-month period ended 30 June 2025;
- (c) the most recently published annual audited financial statements and future interim unaudited financial statements of each Issuer and the Guarantor (with an English translation thereof);
- (d) the Programme Agreement, the Agency Agreement, the Deeds of Covenant, the Guarantees and the forms of the Global Securities, the Securities in definitive form, the Receipts, the Coupons and the Talons and any supplements thereto;
- (e) the Custodian Agreement, the Collateral Management, Monitoring and Valuation Agreement, the Collateral Monitoring Service Terms, each Pledge Agreement, each Security Trust Deed and each Security Agency Agreement (save to the extent any such document relates to Exempt Securities);
- (f) a copy of this Base Prospectus;
- (g) any future Base Prospectus and supplements to this Base Prospectus and any other documents incorporated herein or therein by reference; and
- (h) any Final Terms (save that the Final Terms relating to a Security which is neither admitted to trading on a regulated market in the European Economic Area nor offered in the European Economic Area in circumstances where a prospectus is required to be published under the Prospectus Regulation will only be available for inspection by a holder of such Security and such holder must produce evidence satisfactory to the relevant Issuer and the Principal Paying Agent as to its holding of Securities and identity).

Investors should consult the Issuer should they require a copy of the ISDA Definitions or the Credit Derivative Definitions (as such term is defined in the Credit Linked Conditions).

Copies of this Base Prospectus, each Final Terms relating to Securities that are admitted to trading on the Luxembourg Stock Exchange’s regulated market and each document incorporated by reference, are available on the Luxembourg Stock Exchange’s website (www.luxse.com).

Copies of the following documents will, when published, be available on the Crédit Agricole Group’s website (www.credit-agricole.com/en/finance/finance/debt):

- (a) the Green Bond Framework and the Green Bond Framework Second-Party Opinion;

- (b) the Social Bond Framework and the Social Bond Framework Second-Party Opinion;
- (c) the CACIB SFB Framework and the CACIB SFB Framework Second-Party Opinion;
- (d) the CACIB European Defense Financing Framework;
- (e) the annual reports published by the Crédit Agricole Group detailing the allocation of net proceeds from securities issued by group entities used to finance and/or refinance Eligible Green Assets and the environmental impact of the Eligible Green Assets included in its green portfolio;
- (f) the annual reports published by the Crédit Agricole Group detailing the allocation of net proceeds from securities issued by group entities used to finance and/or refinance Eligible Social Assets and the social impact of the Eligible Social Assets included in its social portfolio;
- (g) the annual reports published by the Crédit Agricole Group detailing the allocation of net proceeds from securities issued by group entities used to finance and/or refinance Eligible SLLs included in its SLL Financing Portfolio; and
- (h) the annual reports published by the Crédit Agricole Group detailing the allocation of net proceeds from securities issued by group entities used to finance and/or refinance Eligible Asset Linked to European Defense Support included in its Defense Portfolio.”

Arranger
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