



MEETING NOTICE

2015 ORDINARY AND EXTRAORDINARY GENERAL MEETING

WEDNESDAY 20 MAY 2015 - 10.30 a.m.

**LILLE GRAND PALAIS
1 BOULEVARD DES CITÉS UNIES
59777 LILLE EURALILLE – FRANCE**



CRÉDIT AGRICOLE S.A.

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The Annual General Meeting will take place at 10.30 a.m. on Wednesday, 20 May 2015

at Lille Grand Palais

1, boulevard des Cités Unies -
59777 Lille Euralille - France

Registration will begin at 8.30 a.m.

For further information, please contact:

■ **Crédit Agricole S.A. – Individual Shareholder Relations**

12, place des États-Unis
92127 Montrouge Cedex – France
E-mail: credit-agricole-sa@relations-actionnaires.com
Toll-free number within France: 0 800 000 777
from 9.00 a.m. to 6.00 p.m. Paris time
www.credit-agricole.com/en/Investor-and-shareholder

■ **CACEIS Corporate Trust**

Crédit Agricole S.A. – Investor Relations
14 rue Rouget-de-Lisle
92862 Issy-les-Moulineaux Cedex 9 – France
E-mail: ct-contactcasa@caceis.com
Tel: +33 1 57 78 34 33 from 9.00 a.m. to 6.00 p.m. Paris time

GROUP'S KEY FIGURES IN 2014

A global presence in

54
countries

50
million of customers

140,000
employees

1.1
million of individual
shareholders holding

9.8%
of the capital



Chairman's foreword

Dear shareholders,

I am pleased to invite you to the next Annual General Meeting of your company to be held on 20 May 2015, in Lille. A special time to share information and talk with our shareholders, it will allow me to go over the year and review the events that marked 2014 for Crédit Agricole S.A. and for our Group.

2014 confirmed the soundness of our strategy, and this was borne out in our annual results, which were in line with our expectations for Crédit Agricole S.A. despite the economic environment which still remained rather lacklustre. These results are in line with the targets embedded in the Medium-Term Plan 2014-2016. The announced strategic initiatives have been launched and are being actively implemented and the track of results is in line with the growth forecasted in order to achieve the medium-term targets.

These good 2014 results authorize our Board of Directors to recommend a dividend of 0.35 euro per share at the next General shareholders' Meeting, unchanged from 2013. The pay-out ratio is increased from 38% in 2013 to 43% in 2014.

Once again this year, our General Meeting of Shareholders will be held outside Paris, a sign of our commitment to the local service with our regions. The General Meeting will be broadcast on the Crédit Agricole S.A. website (www.credit-agricole.com) and all shareholders will also be able to vote on the resolutions that are up for vote, *via* the Internet voting platform Votaccess. It should be recalled that the dividend will be increased by the 10% loyalty bonus for all the eligible shareholders.

This General Meeting will also be the occasion to acknowledge the work done by Jean-Paul Chifflet at the helm of Crédit Agricole S.A. since 2010 and to welcome our new Chief Executive Officer, Philippe Brassac, who will be taking over the management of a reshaped Group that is now fully operational.

Sincerely yours,

Jean-Marie Sander
Chairman of Crédit Agricole S.A.

SUMMARY OF CRÉDIT AGRICOLE S.A.'S ACTIVITY IN 2014

CRÉDIT AGRICOLE S.A. CONSOLIDATED RESULTS

The 2014 results are marked by a good resilience of the French retail banking, growth drivers in other business lines, a continuing decrease of expenses, a sharp fall in the cost of risk and a further improvement of the financial solidity.

The net income group share of Crédit Agricole S.A. is amounting to €2.3 billion in 2014 and €3.3 billion excluding specific items (impairment of BES shares and accounting impacts notably)⁽¹⁾.

(in millions of euros)	2014	2013 Restated ⁽¹⁾	Change 2014-2013 ⁽¹⁾	Change in business lines 2014/2013 ⁽¹⁾ restated ⁽²⁾
Revenues	15,853	15,682	+1.1%	(0.1%)
Operating expenses	(11,097)	(11,134)	(0.3%)	(0.2%)
Gross operating income	4,756	4,548	+4.5%	+0.0%
Cost of risk	(2,204)	(2,894)	(23.9%)	(20.7%)
Operating income	2,552	1,654	+54.2%	+12.0%
Share of net income of equity-accounted entities	647	1,175	(44.9%)	+10.5%
Net income on other assets	53	98	(45.5%)	n.m.
Change in value of goodwill	(22)	-	n.m.	n.m.
Pre-tax income	3,230	2,927	+10.4%	+11.9%
Income tax charge	(469)	(98)	x 4.8	+2.9%
Net income from discontinued or held-for-sale operations	(5)	56	n.m.	n.m.
Net income	2,756	2,885	(4.5%)	+14.3%
NET INCOME GROUP SHARE	2,340	2,510	(6.8%)	+13.0%
Basic earnings per share (in euros)	0.83	1.01	(17.5%)	-

(1) 2013 results restated for the equity-accounting of entities under proportionate method in 2013 and the reclassification under IFRS 5 of Crelan.

(2) Change restated adjusted for impact of home purchase savings plans and the following specific items: for 2013 and 2014: DVA running, loan hedges, first-time application and changes in CVA/DVA/FVA methodology; for 2013: impact of the disposal of brokers and plans to dispose CA Bulgaria and Crédit Agricole Consumer Finance's Nordic entities; for 2014: revaluation of Bank of Italy securities and impact of BES on equity-accounted entities.

Business remained satisfactory in the retail banking networks with, in particular, on-balance sheet assets up 2.3% over the year and loans outstanding up more than 0.8%. The Savings management and Insurance business line saw assets under management grow by €112 billion, including €45 billion in net inflows in 2014. Financing businesses, Specialised financial services and Corporate and investment banking saw their loans outstanding increase by €17 billion over the year.

Crédit Agricole S.A.'s **revenues** amounted to €15,853 million in 2014, an increase of 1.1% compared to 2013. This figure includes specific items totalling €435 million, compared with €544 million in 2013. Adjusted for these items and the impacts relating to

home purchase savings plans at LCL, revenues from the business lines were near-stable (-0.1% compared with 2013). On this basis, restated revenues from International retail banking rose by 5.4% from 2013, mainly driven by Cariparma's performance. Corporate and investment banking increased its revenues by 5.2% on the same basis. Revenues from Savings Management & Insurance were virtually stable (-0.3%). LCL saw its revenues fall by 1.5% for the year, (excluding home purchase savings plan impacts and the first-time application of CVA/DVA), from a very high 2013 base. The revenues of Specialised financial services, still in a period of adjustment in 2014, fell by 9.1% during the year, in parallel with the contraction in loans outstanding (mainly linked with disposals).

(1) Excluding BES at equity, issuer spreads, change in the CVA/DVA methodology, FVA Day One, DVA running, loan hedges and revaluation of Bank of Italy shares.

For the full year, **operating expenses** were €11,097 million, a new decrease of 0.3% compared with 2013. On a like-for-like basis, full year operating expenses have decreased by 7.5% since 2011. Total economies achieved under the MUST cost reduction programme amounted to €178 million in 2014, of which €45 million from the optimisation of information systems, €83 million from rationalising external expenses, and €50 million from real estate-related expenses.

In all, the cost/income ratio was 70.0% in 2014, a year-on-year improvement of one percentage point.

The **cost of risk** stood at €2,204 million, a decrease of 23.9% from €2,894 million in 2013. The fall is significant for Retail banking in France and Financing businesses, less so for International retail banking.

The **share of net income from equity-accounted entities** increased to €647 million in 2014, affected by the loss on BES in the second quarter (€708 million). The share of net income from

equity-accounted entities contributed by the Regional Banks (at approximately 25% of their consolidated net income) was €1,026 million in 2014.

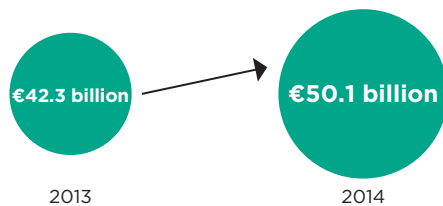
Income before tax was €3,230 million compared with €2,927 million in 2013 (restated) a year-on-year increase of 10.4% driven by a margin squeeze and a reduction in the cost of risk.

The **net income Group share** of Crédit Agricole S.A. totalled €2,340 million. Excluding specific items⁽¹⁾, net income Group share would amount to €3,350 million. The ROTE⁽²⁾ on this adjusted basis was 10.7% for 2014 (7.5% on reported net income Group share).

The Board of Directors of Crédit Agricole S.A. will recommend a **dividend of 0.35 euros per share** at the next annual shareholders' meeting, unchanged from 2013. The pay-out ratio is increased from 38% in 2013 to 43%⁽³⁾ in 2014. The dividend will be increased by the 10% loyalty bonus for eligible shareholders.

A CAPITAL STRUCTURE FURTHER STRENGTHENED

SHAREHOLDERS' EQUITY OF CRÉDIT AGRICOLE S.A. (in billion of euros)



This strong increase is a result of the Group's business model (accumulated earnings and reinvestment of dividends) and an active capital management policy (notably through a total of €4.1 bn of Additional Tier 1 issued in 2014).

10.4%

This is the fully loaded Common Equity Tier 1 ratio of Crédit Agricole S.A. With an improvement of 190 basis points over the year, it is just below the objective of 10.5% established in the Medium-Term Plan for 2016.

CRÉDIT AGRICOLE S.A. INDIVIDUAL RESULTS (PARENT COMPANY)

At 31 December 2014, the net income of Crédit Agricole S.A. (parent company) is amounting to €3,112 million against €3,531 million in 2013.

Revenues increased by €2,243 million in 2014. This variation is mainly due to a hike in dividends and relative income from subsidiaries and associated companies.

Operating expenses are stable at €672 million.

The cost of risk amounted to -€115 million for 2014. Net gains (losses) on fixed assets stood at €198 million in 2014.

Tax gains, resulting largely from the tax consolidation mechanism in France, with Crédit Agricole S.A. at the head of the tax group, totalled €1,509 million in 2014.

(1) Issuer spreads, DVA running, FVA Day One and change in CVA/DVA methodology for Corporate and investment banking, loan hedges, first-time application of CVA/DVA in the business lines excluding Corporate and investment banking, impact of BES on equity-accounted entities, and revaluation of Bank of Italy securities.

(2) Return on tangible equity.

(3) Profit attributable to shareholders: €2,340million net income Group share minus €221million interest paid to hybrid debt holders.

2014, FIRST YEAR OF THE GROUP'S MEDIUM-TERM PLAN

The year 2014 was marked by the presentation of our Medium-Term Plan. The announced strategic initiatives have been launched.

The transformation of the French retail banking

The retail banking generates high and recurring revenues in France where the Group is a major player. To preserve this leadership and to continue to gain new customers, the Group started transformations to consolidate its specific models.

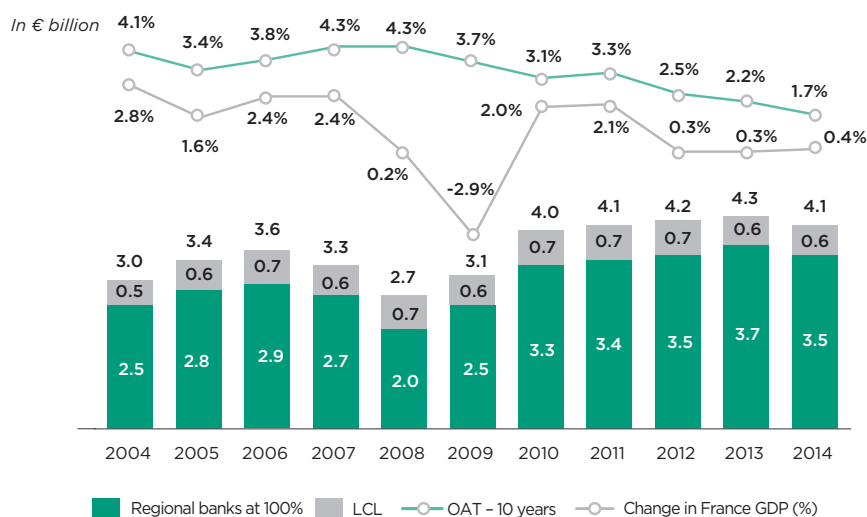
For Regional Banks, it means accompanying new consumers uses and more particularly the digitalization while maintaining its presence in rural and peri-urban areas. An example of the

immediate success of this transformation is the volume of home loans (€2.5 billion over the year) originated through the Regional Banks' e-immo website, a new tool of commercial conquest. These developments take advantage of the strength of the cooperative model which is reinforced with 763,000 new mutual shareholders in 2014, for a total number of 8.2 million. Source of gathering and loyalty for customers, the mutual membership is reflecting the close ties of the Regional Banks with their customers but also the importance of their territorial commitment.

LCL, for its part, starts the renovation of its network. Investment programmes around new tools (CRM et big data) are in progress.

Thus, despite a weak economic environment and persistently low interests rates, French retail banking maintained a high contribution to results of Crédit Agricole Group.

CRÉDIT AGRICOLE GROUP: CONTRIBUTION OF REGIONAL BANKS AND OF LCL TO NET INCOME GROUP SHARE

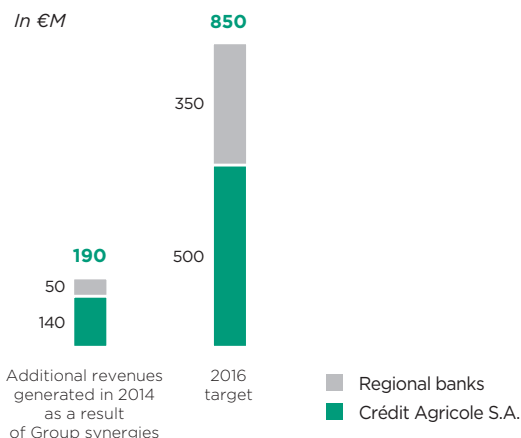


Synergies in revenues

Revenue synergies, another major strategic focus, began to come on stream during 2014 thanks to many initiatives which produced €190 million of additional revenue.

New initiatives including for example the commercial launch of group insurance contracts through the Regional Banks, the implementation at CACIB of means to provide international support for SMEs and intermediate-sized enterprises, and further deployment of the partnership between the Regional Banks and Crédit Agricole Consumer Finance with an increase of €0.1 billion in assets managed by CACF for the Group branch networks.

GROWTH IN REVENUES⁽¹⁾ GENERATED AS A RESULT OF GROUP SYNERGIES



(1) Group revenue producers and distributors, broken down by type of underlying product.

A focused growth in Europe

The increase of revenues made in Europe (outside France) is in line with our estimates. At €6.5 billion, revenues are up 3% over the year due to the further development of our business lines in Europe. In 2014, many actions have contributed to this evolution: launch of activities (asset management and P&C insurance business in Poland), ongoing expansion of CACEIS network to Switzerland, Italy and the United Kingdom, opening of a branch in Italy for Private Banking, growth in savings deposits in consumer finance and finally acquisition by Amundi of an asset management company backed by a retail banking network in Austria (Bawag Invest).

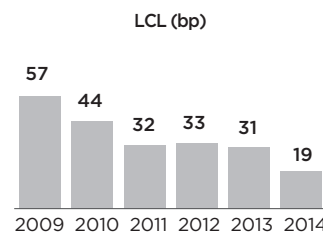
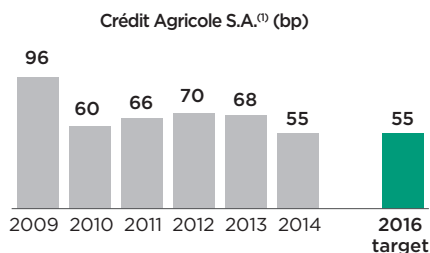
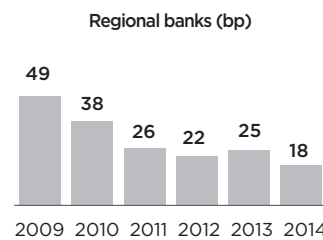
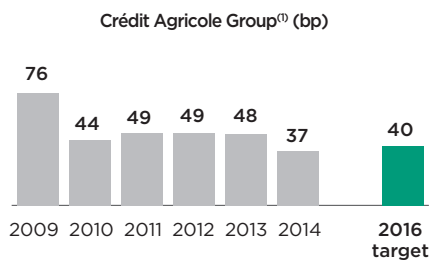
The improvement of the operational efficiency of the Group and the control of the risks

Cost-cutting programmes, implemented these last years, have been stepped up. MUST programme (in IT systems, external expenses and real estate) lets to add €178 million of cost savings in 2014 to the €351 million already achieved during the two previous years. The implementation of the single information systems platform of the Regional Banks, NICE, generates for this first year a cost saving of more than €100 million. In addition, almost €115 million are coming from new initiatives of CACIB and CACF focusing on their discontinuing or run-off activities. Since the beginning of the MUST programme, €529 million of savings have been achieved over a target of €650 million at end 2016. As a result, operating expenses are significantly down 4.1% for the Group since 2012.

Furthermore, the decrease in the cost of risk is continuing. Either at Crédit Agricole Group or at Crédit Agricole S.A. level, the objectives set have already been achieved in this area. The market risk is also at a very low level.

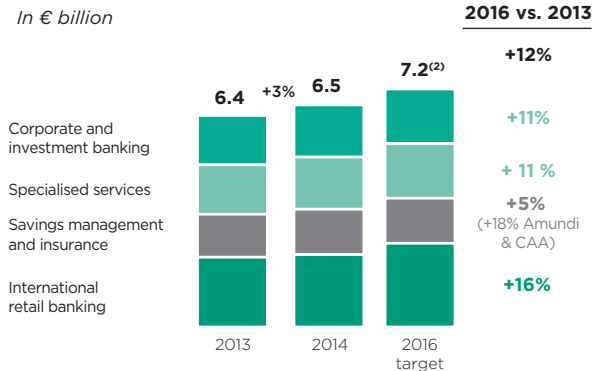
CONTINUED REDUCTION IN THE COST OF RISK...

... LED BY FRENCH RETAIL BANKING



(1) Excluding impact of Greece between 2009 and 2012.

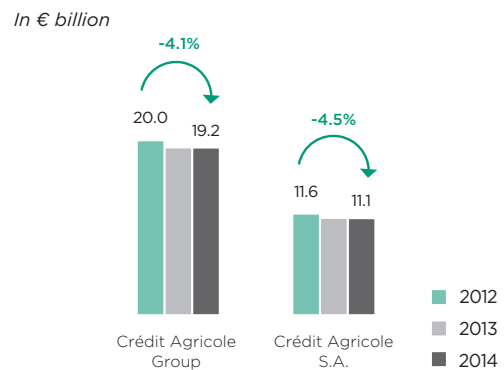
CRÉDIT AGRICOLE GROUP REVENUES IN EUROPE (OUTSIDE FRANCE)⁽¹⁾



(1) Business view, pro forma for equity-accounting of entities under the proportionate method in 2013 and classification pursuant to IFRS 5 of Crelan, restated for CVA, DVA and loan hedges.

(2) Excluding external growth.

EXPENSES UNDER CONTROL



The good 2014 results bearing out the Group's transformation choices. At the end 2014, Crédit Agricole is a reshaped group, which is proving its robustness and ability to move forward in an adverse environment.

CORPORATE GOVERNANCE

BOARD ASSESSMENT, A DRIVER OF IMPROVED PERFORMANCE

In 2014, the Board of Directors carried out an assessment of its functioning with the help of an outside consultancy firm. Following the assessment, which was directed by the Appointments and Governance Committee, the Board approved an action plan to improve the way it works, focusing on ensuring clarity of debate on

strategy, good information and training (individual and collective) for Directors, awareness of the new regulatory obligations brought in by CRD 4, and the organisation of the work of the Board and specialised Committees.

THE BOARD OF DIRECTORS AND SPECIALISED COMMITTEES

Crédit Agricole S.A. has adopted an arms-length governance model in which the Chairman of the Board is a non-executive and the CEO is not a Director. It takes as its reference the AFEP/MEDEF Corporate Governance Code for listed companies as updated in June 2013.

Directors are appointed for a term of three years; an individual Director may not serve more than four consecutive terms. The age limit is 65 years (67 years for the Chairman).

The composition of the Board (see Page 15) reflects the desire to provide Regional Banks, the controlling investors in Crédit Agricole S.A., with majority representation on the Board. The proportion of independent Directors is 33% (excluding three Directors representing employees) *i.e.* the proportion recommended by the AFEP/MEDEF Code for companies controlled by a majority shareholder. The Board includes six women, a proportion of 28.6%, thus satisfying Credit Agricole S.A.'s legal requirements.

The "Compliance" package sent to Directors, which summarises the main obligations that come with the job, was updated in 2014 to include regulatory developments regarding the status of Board members. These provisions also apply to non-voting Directors.

Four advisory Committees support the Board of Directors in the preparation of its decisions: the Audit and Risk Committee, the Strategy Committee, the Compensation Committee, and the Appointments and Governance Committee. Committee members are appointed by the Board, on the Chairman's recommendation. The Board decided, in February 2015, to create a Risk Committee which is distinct from the Audit Committee. The two new Committees, which will take up their functions by the end of the first half of the year, will be chaired by an Independent Director, increasing the number of Committees with independent chairs to four out of five.

ACTIVITIES OF THE BOARD AND ITS COMMITTEES

The Board held 7 meetings in 2014 and the specialised Committees, 23. Work in the first half-year focused on finalising the Crédit Agricole Group's medium-term plan for 2014-2016, then on its presentation to the market and defining systems for its monitoring and execution. At the same time, the Board regularly examined the liquidity, solvency and equity position of Crédit Agricole S.A. and the Group, in light of the new regulatory ratios. The year also included the European Central Bank's Asset Quality Review, which was followed by ECB stress tests. The results of these two exercises, carried out across the whole Crédit Agricole Group scope, were presented to the Board in the autumn.

In 2014, the Board also approved, on proposal of the Appointments and Governance Committee, the principles governing the succession of Executive Corporate Officers, which were applied for the first

time at the end of the year with the launch, under the Committee's oversight, of the selection process to find the Company's next CEO.

	Meetings	Attendance rate
Board of Directors	7	99%
Strategy Committee	4	100%
Audit and Risk Committee	9	92%
Compensation Committee	5	96%
Appointments and Governance Committee	5	97%

Further information is available in the registration document in the section entitled "Corporate governance" starting page 86.

COMPENSATION POLICY

Crédit Agricole S.A. has established a responsible compensation policy aimed at rewarding individual and Group performance over time, while reflecting the values of the Group and respecting the interests of all stakeholders, be they employees, customers or shareholders. The aim of the policy is to recognise individual and collective performance over the long term.

In line with the specific characteristics of its business lines, legal entities and legislation in local markets, the Group's compensation system aims to offer competitive compensation relative to its benchmark markets to attract and retain the best talents. Compensation is dependent on individual performance, but also the overall performance of the business lines. Lastly, the compensation policy aims to limit excessive risk-taking.

COMPENSATION POLICY FOR EXECUTIVE CORPORATE OFFICERS

The compensation policy for Executive Corporate Officers of Crédit Agricole S.A. is defined by the Board of Directors on the recommendations of the Compensation Committee and in accordance with the recommendations of the Code of Corporate Governance (AFEP/MEDEF), revised in June 2013. The structure and balance of compensation are reviewed annually with recognition of long-term performance as its main objective.

The changes are decided in a spirit consistent with the Group's values and promoting collective performance.

The amount of **fixed compensation** was decided by the Board of Directors in 2011, acting on the recommendation of the Compensation Committee, taking a number of factors into account:

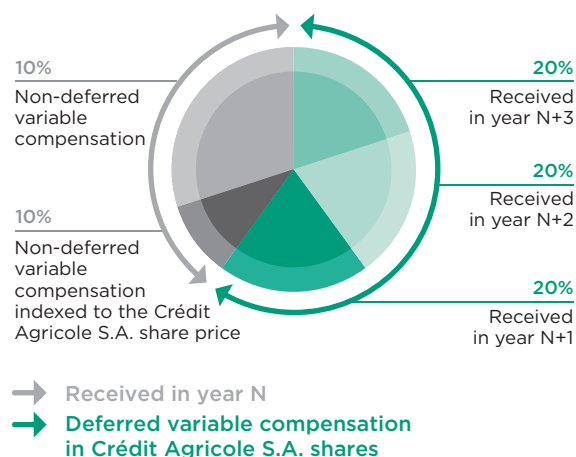
- the scope of responsibilities of Executive Corporate Officers;
- practices in the market and compensation packages observed for the same or similar functions in other major listed companies.

In 2010, the Board of Directors defined a **variable compensation** policy for the Chief Executive Officer and Deputy Chief Executive Officers that is both demanding, aiming to closely align compensation of Executive Corporate Officers with the Group's performance, and innovative, taking sustainable long term performance into account, in addition to solely short term financial results.

For each Executive Corporate Officer, 50% of annual variable compensation is based on economic criteria, and 50% on non-economic criteria. This dual approach combines overall performance with a balance of financial results and managerial performance.

60% of the annual variable compensation awarded by the Board of Directors for a financial year is deferred, in the interests of aligning the compensation of Executive Corporate Officers with the Group's long term performance and to comply with regulations.

The breakdown of the variable compensation awarded to corporate officers is represented through the diagram below:



Point of attention for the General Meeting of 20 May 2015

- Opinion on compensation due or allocated for FY 2014 to Mrs J.-M. Sander, J.-P. Chifflet, J.-Y. Hocher, B. de Laage, M. Mathieu and X. Musca. (see **17th to 19th resolutions**), which is broken down on pages 9 to 14 of this meeting notice.

COMPENSATION POLICY OF IDENTIFIED STAFF

In line with the general principles of the Group's approach to compensation, the policy governing the compensation of executive managers, risk takers and employees in oversight positions is regulated by the provisions of European legislation, namely CRD 4.

The **identified staff** includes:

- the main executives of Crédit Agricole S.A. and its main subsidiaries;
- the main heads of the three control functions;
- employees who, through their delegation of authority or their commitment capacity, have a material impact on Crédit Agricole S.A.'s credit or market risk profile;

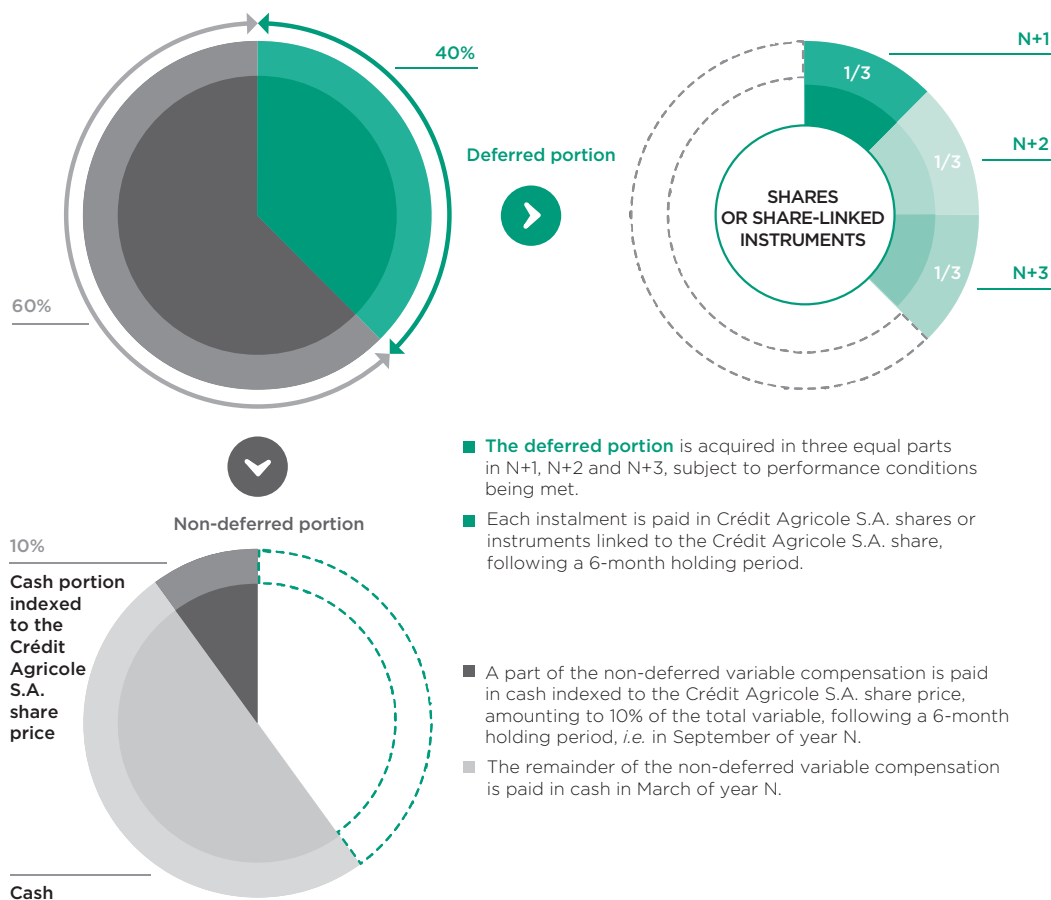
- employees with the highest compensation.

The **compensation policy of identified staff** is characterised by the following elements:

- the amount and distribution of variable compensation do not hinder the ability of Group institutions to strengthen their solvency when necessary;
- the variable component for a given employee working for a credit institution or an investment company may not exceed 100% of the fixed portion. However, each year, the General Meeting of Shareholders can approve a higher maximum ratio provided that the overall level of the variable portion does not exceed 200% of the fixed portion of each employee;

- a portion of variable compensation is deferred over three years and is acquired in tranches subject to performance conditions;
- a portion of variable compensation is paid in Crédit Agricole S.A. shares or instruments linked to the Crédit Agricole S.A. share;
- the acquisition of each deferred tranche is followed by a six-month lock-up period. Part of non-deferred compensation is also locked up for six months;
- payment of guaranteed variable compensation is strictly limited to hiring situations and has a duration of no more than one year.

SUMMARY OF THE STRUCTURE OF THE VARIABLE COMPENSATION OF THE IDENTIFIED STAFF



Points of attention for the General Meeting of 20 May 2015

- Opinion on the overall amount of compensation paid to identified staff during the 2014 financial year (see **20th resolution**);
- Approval of variable compensation cap (see **21st resolution**).

The items submitted for shareholder vote are detailed in the report of the Board of Directors to the Ordinary and Extraordinary General Meeting of 20 May 2015. This report is published on the website

of Crédit Agricole S.A. at the following address: <http://www.credit-agricole.com/en/Investor-and-shareholder/Corporate-governance/Annual-General-Meeting/2015-Lille>.

For more information on the compensation policy, please refer to the Crédit Agricole S.A. registration document (Chapter 3 "Corporate Governance" pages 135 to 163). The registration document is published on the Crédit Agricole S.A. website at the following address: <http://www.credit-agricole.com/en/Investor-and-shareholder/Financial-reporting/Credit-Agricole-S.A.-financial-results>.

Items of compensation due or awarded in respect of the 2014 financial year to each Executive Corporate Officer of the Company, to be voted on by shareholders

In accordance with the recommendations of the AFEP/MEDEF Code, which is Crédit Agricole S.A.'s reference Corporate Governance Code, pursuant to Article L. 225-37 of the French Commercial Code and the Guide to the Application of the AFEP/MEDEF Code of January 2014, the following items of compensation due or awarded to each Executive Corporate Officer of Crédit Agricole S.A. for the year just ended must be submitted to the shareholders for a vote:

- ▶ the fixed portion;
- ▶ the annual variable portion and, where necessary, the multi-annual variable part, together with the objectives that contribute to the determination of this variable portion;
- ▶ exceptional compensation;
- ▶ stock options, performance shares and any other long term compensation;
- ▶ benefits linked to taking up or terminating office;
- ▶ supplementary pension scheme;
- ▶ benefits in kind.

As a result, the General Meeting of Shareholders is asked for its opinion on the following items of compensation due or awarded in respect of the financial year just ended to Jean-Marie Sander,

Chairman of the Board of Directors, Jean-Paul Chifflet, Chief Executive Officer, and to Jean-Yves Hocher, Bruno de Laage, Michel Mathieu and Xavier Musca, all Deputy Chief Executive Officers.

ITEMS OF COMPENSATION DUE OR AWARDED TO JEAN-MARIE SANDER, CHAIRMAN OF THE BOARD OF DIRECTORS, IN RESPECT OF 2014 TO BE VOTED ON BY SHAREHOLDERS

▶ Items of compensation due or awarded in respect of the year ended to be voted on by shareholders

	Amounts	Presentation
Fixed compensation	€420,000	Jean-Marie Sander receives annual fixed compensation of €420,000. This compensation, which was set by the Board of Directors at its meeting of 12 May 2010, has remained unchanged.
Non-deferred variable compensation	No payment in respect of 2014	Jean-Marie Sander is not entitled to any variable compensation.
Variable compensation indexed to the Crédit Agricole S.A. share price	No payment in respect of 2014	Jean-Marie Sander is not entitled to any variable compensation indexed to the Crédit Agricole S.A. share price.
Deferred and conditional variable compensation	No payment in respect of 2014	Jean-Marie Sander is not entitled to any deferred and conditional variable compensation.
Exceptional compensation	No payment in respect of 2014	Jean-Marie Sander is not entitled to any exceptional compensation.
Stock options, performance shares or any other long term compensation	No payment in respect of 2014	Jean-Marie Sander is not entitled to any stock options or performance shares.
Directors' fees	€16,006	Jean-Marie Sander received €16,006 in respect of Directors' fees in 2014 for serving as Chairman of the Crédit Agricole S.A. Strategy Committee.
Benefits in kind	€140,834	The benefits consist of company housing and the sum of €100,000, a sum that was approved by the Board of Directors on the recommendation of the Compensation Committee to be used to build up his retirement capital.

▶ Items of compensation due or awarded in respect of the year ended, submitted to the opinion of shareholders and that were voted on by the General Meeting of Shareholders as part of the procedure governing related party agreements and commitments

	Amounts	Presentation
Severance payment	No compensation paid in respect of 2014	Jean-Marie Sander is not entitled to any severance payment.
Non-competition compensation	No compensation paid in respect of 2014	Jean-Marie Sander is not entitled to any non-competition compensation.
Supplementary pension scheme	No payment in respect of 2014	Jean-Marie Sander is not a beneficiary of the supplementary pension plan in place within the Group.

ITEMS OF COMPENSATION DUE OR AWARDED TO JEAN-PAUL CHIFFLET, CHIEF EXECUTIVE OFFICER, IN RESPECT OF 2014 TO BE VOTED ON BY SHAREHOLDERS

► Items of compensation due or awarded in respect of the year ended to be voted on by shareholders

	Amounts	Presentation
Fixed compensation	€900,000	Jean-Paul Chifflet receives annual fixed compensation of €900,000. This compensation, which was set by the Board of Directors at its meeting of 24 February 2010, has remained unchanged.
Non-deferred variable compensation	€296,100 (amount granted)	<p>At its meeting of 17 February 2015, the Board of Directors, on the recommendation of the Compensation Committee, set the amount of the variable compensation of Jean-Paul Chifflet in respect of 2014. In view of the achievement of economic and non-economic criteria decided by the Board at its meeting of 6 May 2014, the amount of variable compensation has been determined on the following basis:</p> <ul style="list-style-type: none"> ● 104% of economic criteria were met, reflecting rising revenues, an ongoing improvement in cost control as well as a sharp drop in the cost of risk compared with 2013; ● the reach of the non-economic criteria defined at 115 % at the start of the year is set by the Board, taking into account the strategic initiatives of the Medium Term Plan, warmly welcomed by the market in March 2014, showed results in line with the expected progression, that the MUST programme had been implemented earlier than initially expected and that the targets for cost cutting by 2016 will be achieved. In addition, the strengthening of the financial structure of the Group, in the areas of solvency and liquidity, as well as the success of exercises of the ECB's stress tests and AQR underline the Group's strong resilience and adaptability in an environment of modest growth and ever stricter regulation. <p>Variable compensation earned by Jean-Paul Chifflet in respect of the 2014 financial year was set at €987,000, 110% of his target variable compensation. 30% of the total compensation, i.e. €296,100 will be paid from March 2015.</p>
Variable compensation indexed to the Crédit Agricole S.A. share price	€98,700 (amount granted)	10% of the variable compensation is indexed to the Crédit Agricole S.A. share price and will be paid in September 2015.
Deferred and conditional variable compensation	€592,200 (amount granted)	<p>The deferred component of the variable compensation amounted to €592,200 at the grant date, representing 60% of the total variable compensation awarded in 2015 in respect of 2014. This deferred compensation is awarded in Crédit Agricole S.A. shares, the vesting of which is progressively deferred over a period of three years and is conditional on the attainment of three performance targets:</p> <ul style="list-style-type: none"> ● the intrinsic financial performance of Crédit Agricole S.A. defined as growth of the gross operating income of Crédit Agricole S.A.; ● the relative performance of Crédit Agricole S.A. shares compared to a composite index of European banks; ● the societal performance of Crédit Agricole S.A. measured by the FReD index.
Exceptional compensation	No payment in respect of 2014	Jean-Paul Chifflet received no exceptional compensation in respect of 2014.
Stock options, performance shares or any other long term compensation	No payment in respect of 2014	Jean-Paul Chifflet was not awarded any stock options or performance shares or any other long term compensation in respect of 2014.
Directors' fees	€65,485	Jean-Paul Chifflet received €65,485 in respect of Directors' fees in 2014 for serving as Chairman of Crédit Agricole CIB, Crédit Agricole Suisse, LCL and Amundi Group.
Benefits in kind	€101,955	The benefits in kind paid consist of the provision of company housing.

► Items of compensation due or awarded in respect of the year ended, submitted to the opinion of shareholders and that were voted on by the General Meeting of Shareholders as part of the procedure governing related party agreements and commitments

	Amounts	Presentation
Severance payment	No compensation paid in respect of 2014	<p>Jean-Paul Chifflet will be paid compensation in the event that his office is terminated by Crédit Agricole S.A.</p> <p>In accordance with the procedure governing related party agreements and commitments, this commitment was authorised by the Board on 24 February 2010 and approved by the General Meeting of Shareholders of 19 May 2010 (Eleventh resolution).</p>
Non-competition compensation	No compensation paid in respect of 2014	<p>In the event of the termination of his position as Chief Executive Officer on whatever grounds, Jean-Paul Chifflet may be bound by a non-competition clause for a period of one year from the date of termination of the office.</p> <p>In accordance with the procedure governing related party agreements and commitments, this commitment was authorised by the Board on 24 February 2010 and approved by the General Meeting of Shareholders of 19 May 2010 (Eleventh resolution).</p>
Supplementary pension scheme	No payment in respect of 2014	<p>Jean-Paul Chifflet is a beneficiary of the supplementary pension plan for Senior Executives of Crédit Agricole Group, which supplements the collective and mandatory pension and death & disability plans.</p> <p>In accordance with the procedure governing related party agreements and commitments, this commitment was authorised by the Board on 24 February 2010 and approved by the General Meeting of Shareholders of 19 May 2010 (Eleventh resolution).</p>

ITEMS OF COMPENSATION DUE OR AWARDED TO JEAN-YVES HOCHER, DEPUTY CHIEF EXECUTIVE OFFICER, IN RESPECT OF 2014 TO BE VOTED ON BY SHAREHOLDERS

► Items of compensation due or awarded in respect of the year ended to be voted on by shareholders

	Amounts	Presentation
Fixed compensation	€500,000	Jean-Yves Hocher receives annual fixed compensation of €500,000. This compensation, which was set by the Board of Directors at its meeting of 3 March 2009, has remained unchanged.
Non-deferred variable compensation	€137,100 (amount granted)	At its meeting of 17 February 2015, the Board of Directors, on the recommendation of the Compensation Committee, set the amount of the variable compensation of Jean-Yves Hocher in respect of 2014. In view of the achievement of economic and non-economic criteria decided by the Board at its meeting of 6 May 2014, the amount of variable compensation has been determined on the following basis: <ul style="list-style-type: none"> the economic criteria were achieved in a proportion of 114%. Within the Group and his scope of responsibility the economic criteria for revenues, net income Group share, cost/income ratio and risk weighted assets were also above target; non-financial targets were set at 115% by the Board at the start of the year, considering the importance for all Deputy Chief Executive Officers of the joint work arising from the targets set: breakdown of strategic MTP initiatives, successful roll-out of the MUST programme, management of changes to the environment and to the supervisory framework and helping build a solid, resilient Group. Moreover, the cost cutting target within the area of responsibility of Mr Jean-Yves Hocher was reached and the profitability of strategic activities within the corporate and investment bank was noticeably improved compared to 2013. Variable compensation earned by Jean-Yves Hocher in respect of 2014 was set at €457,000, 114% of his target variable compensation. 30% of the total compensation, i.e. €137,100 will be paid from March 2015.
Variable compensation indexed to the Crédit Agricole S.A. share price	€45,700 (amount granted)	10% of the variable compensation is indexed to the Crédit Agricole S.A. share price and will be paid in September 2015.
Deferred and conditional variable compensation	€274,200 (amount granted)	The deferred component of the variable compensation amounted to €274,200, representing 60% of the total variable compensation awarded in 2015 in respect of 2014. This deferred compensation is awarded in Crédit Agricole S.A. shares, the vesting of which is progressively deferred over a period of three years and is conditional on the attainment of three performance targets: <ul style="list-style-type: none"> the intrinsic financial performance of Crédit Agricole S.A. defined as growth of the gross operating income of Crédit Agricole S.A.; the relative performance of Crédit Agricole S.A. shares compared to a composite index of European banks; the societal performance of Crédit Agricole S.A. measured by the FRd index.
Exceptional compensation	No payment in respect of 2014	Jean-Yves Hocher received no exceptional compensation in respect of 2014.
Stock options, performance shares or any other long term compensation	No payment in respect of 2014	Jean-Yves Hocher was not awarded any stock options or performance shares or any other long term compensation in respect of 2014.
Directors' fees	€62,407	Jean-Yves Hocher received €62,407 in respect of Directors' fees in 2014 for serving as Director of Crédit Agricole Indosuez Private Banking and Banque Saudi Fransi.
Benefits in kind	€60,505	The benefits in kind paid consist of the provision of company housing.

► Items of compensation due or awarded in respect of the year ended, submitted to the opinion of shareholders and that were voted on by the General Meeting of Shareholders as part of the procedure governing related party agreements and commitments

	Amounts	Presentation
Severance payment	No compensation paid in respect of 2014	Jean-Yves Hocher will be paid compensation in the event that his employment contract is terminated by Crédit Agricole S.A. In accordance with the procedure governing related party agreements and commitments, this commitment was authorised by the Board on 19 July 2011 and approved by the General Meeting of Shareholders of 22 May 2012 (Fifth resolution).
Non-competition compensation	No compensation paid in respect of 2014	In the event of the termination of his position as Deputy Chief Executive Officer on whatever grounds, Jean-Yves Hocher may be bound by a non-competition clause for a period of one year from the date of termination of the office. In accordance with the procedure governing related party agreements and commitments, this commitment was authorised by the Board on 18 May 2009 and approved by the General Meeting of Shareholders of 19 May 2010 (Seventh resolution).
Supplementary pension scheme	No payment in respect of 2014	Jean-Yves Hocher is a beneficiary of the supplementary pension plan for Senior Executives of Crédit Agricole Group, which supplements the collective and mandatory pension and death & disability plans. In accordance with the procedure governing related party agreements and commitments, this commitment was authorised by the Board on 3 March 2009 and approved by the General Meeting of Shareholders of 19 May 2009 (Seventh resolution).

ITEMS OF COMPENSATION DUE OR AWARDED TO BRUNO DE LAAGE, DEPUTY CHIEF EXECUTIVE OFFICER, IN RESPECT OF 2014 TO BE VOTED ON BY SHAREHOLDERS

► Items of compensation due or awarded in respect of the year ended to be voted on by shareholders

	Amounts	Presentation
Fixed compensation	€500,000	Bruno de Laage receives annual fixed compensation of €500,000. This compensation, which was set by the Board of Directors at its meeting of 23 February 2011, has remained unchanged.
Non-deferred variable compensation	€127,500 (amount granted)	At its meeting of 17 February 2015, the Board of Directors, on the recommendation of the Compensation Committee, set the amount of the variable compensation of Bruno de Laage in respect of 2014. In view of the achievement of economic and non-economic criteria decided by the Board at its meeting of 6 May 2014, the amount of variable compensation has been determined on the following basis: <ul style="list-style-type: none"> 97% of economic criteria were met, reflecting the impact of moderate growth in France and a low interest rate environment within its retail banking segments; non-financial targets were set at 115% by the Board at the start of the year, considering the importance for all Deputy Chief Executive Officers of the joint work arising from the targets set: breakdown of strategic MTP initiatives, successful roll-out of the MUST programme, management of changes to the environment and to the supervisory framework and helping build a solid, resilient Group. Moreover, the profitability of specialized financial services was distinctly improved. In the area of responsibility of Mr de Laage, the cost cutting target was exceeded and the cost of risk improved noticeably. Variable compensation earned by Bruno de Laage in respect of 2014 was set at €425,000, or 106% of his target variable compensation. 30% of the total compensation, i.e. €127,500 will be paid from March 2015.
Variable compensation indexed to the Crédit Agricole S.A. share price	€42,500 (amount granted)	10% of the variable compensation is indexed to the Crédit Agricole S.A. share price and will be paid in September 2015.
Deferred and conditional variable compensation	€255,000 (amount granted)	The deferred component of the variable compensation amounted to €255,000, representing 60% of the total variable compensation awarded in 2015 in respect of 2014. This deferred compensation is awarded in Crédit Agricole S.A. shares, the vesting of which is progressively deferred over a period of three years and is conditional on the attainment of three performance targets: <ul style="list-style-type: none"> the intrinsic financial performance of Crédit Agricole S.A. defined as growth of the gross operating income of Crédit Agricole S.A.; the relative performance of Crédit Agricole S.A. shares compared to a composite index of European banks; the societal performance of Crédit Agricole S.A. measured by the FRd index.
Exceptional compensation	No payment in respect of 2014	Bruno de Laage received no exceptional compensation in respect of 2014.
Stock options, performance shares or any other long term compensation	No payment in respect of 2014	Bruno de Laage was not awarded any stock options or performance shares or any other long term compensation in respect of 2014.
Directors' fees	No payment in respect of 2014	Bruno de Laage serves as Director of Banco Espírito Santo, LCL and Crédit Agricole Assurances but waived his Directors' fees in respect of these directorships.
Benefits in kind	€70,000	The benefits in kind paid consist of the provision of company housing.

► Items of compensation due or awarded in respect of the year ended, submitted to the opinion of shareholders and that were voted on by the General Meeting of Shareholders as part of the procedure governing related party agreements and commitments

	Amounts	Presentation
Severance payment	No compensation paid in respect of 2014	Bruno de Laage will be paid compensation in the event that his employment contract is terminated by Crédit Agricole S.A. In accordance with the procedure governing related party agreements and commitments, this commitment was authorised by the Board on 24 February 2010 and approved by the General Meeting of Shareholders of 19 May 2010 (Thirteenth resolution).
Non-competition compensation	No compensation paid in respect of 2014	In the event of the termination of his position as Deputy Chief Executive Officer on whatever grounds, Bruno de Laage may be bound by a non-competition clause for a period of one year from the date of termination of the office. In accordance with the procedure governing related party agreements and commitments, this commitment was authorised by the Board on 24 February 2010 and approved by the General Meeting of Shareholders of 19 May 2010 (Thirteenth resolution).
Supplementary pension scheme	No payment in respect of 2014	Bruno de Laage is a beneficiary of the supplementary pension plan for Senior Executives of Crédit Agricole Group, which supplements the collective and mandatory pension and death & disability plans. In accordance with the procedure governing related party agreements and commitments, this commitment was authorised by the Board on 24 February 2010 and approved by the General Meeting of Shareholders of 19 May 2010 (Thirteenth resolution).

ITEMS OF COMPENSATION DUE OR AWARDED TO MICHEL MATHIEU, DEPUTY CHIEF EXECUTIVE OFFICER, IN RESPECT OF 2014 TO BE VOTED ON BY SHAREHOLDERS

► Items of compensation due or awarded in respect of the year ended to be voted on by shareholders

	Amounts	Presentation
Fixed compensation	€500,000	Michel Mathieu receives annual fixed compensation of €500,000. This compensation, which was set by the Board of Directors at its meeting of 24 February 2010, has remained unchanged.
Non-deferred variable compensation	€131,700 (amount granted)	<p>At its meeting of 17 February 2015, the Board of Directors, on the recommendation of the Compensation Committee, set the amount of the variable compensation of Michel Mathieu in respect of 2014. In view of the achievement of economic and non-economic criteria decided by the Board at its meeting of 6 May 2014, the amount of variable compensation has been determined on the following basis:</p> <ul style="list-style-type: none"> 104% of economic criteria based on revenues, net income Group share and cost/income ratio were met; non-financial targets were set at 115% by the Board at the start of the year, considering the importance for all Deputy Chief Executive Officers of the joint work arising from the targets set: breakdown of strategic MTP initiatives (more specifically regarding revenue synergies), successful roll-out of the MUST programme, management of changes to the environment and to the supervisory framework and helping build a solid, resilient Group, which is confirmed by the successful stress tests and AQR results for Crédit Agricole Group. <p>Variable compensation earned by Michel Mathieu in respect of 2014 was set at €439,000, 110% of his target variable compensation. 30% of the total compensation, i.e. €131,700 will be paid from March 2015.</p>
Variable compensation indexed to the Crédit Agricole S.A. share price	€43,900 (amount granted)	10% of the variable compensation is indexed to the Crédit Agricole S.A. share price and will be paid in September 2015.
Deferred and conditional variable compensation	€263,400 (amount granted)	<p>The deferred component of the variable compensation amounted to €263,400, representing 60% of the total variable compensation awarded in 2015 in respect of 2014. This deferred compensation is awarded in Crédit Agricole S.A. shares, the vesting of which is progressively deferred over a period of three years and is conditional on the attainment of three performance targets:</p> <ul style="list-style-type: none"> the intrinsic financial performance of Crédit Agricole S.A. defined as growth of the gross operating income of Crédit Agricole S.A.; the relative performance of Crédit Agricole S.A. shares compared to a composite index of European banks; the societal performance of Crédit Agricole S.A. measured by the FReD index.
Exceptional compensation	No payment in respect of 2014	Michel Mathieu received no exceptional compensation in respect of 2014.
Stock options, performance shares or any other long term compensation	No payment in respect of 2014	Michel Mathieu was not awarded any stock options or performance shares or any other long term compensation in respect of 2014.
Directors' fees	€34,601	Michel Mathieu received €34,601 in respect of Directors' fees in 2014 for serving as Director of LCL, Cariparma and Crédit Agricole CIB.
Benefits in kind	€80,768	The benefits in kind paid consist of the provision of company housing.

► Items of compensation due or awarded in respect of the year ended, submitted to the opinion of shareholders and that were voted on by the General Meeting of Shareholders as part of the procedure governing related party agreements and commitments

	Amounts	Presentation
Severance payment	No compensation paid in respect of 2014	Michel Mathieu will be paid compensation in the event that his employment contract is terminated by Crédit Agricole S.A. In accordance with the procedure governing related party agreements and commitments, this commitment was authorised by the Board on 24 February 2010 and approved by the General Meeting of Shareholders of 19 May 2010 (Twelfth resolution).
Non-competition compensation	No compensation paid in respect of 2014	<p>In the event of the termination of his position as Deputy Chief Executive Officer on whatever grounds, Michel Mathieu may be bound by a non-competition clause for a period of one year from the date of termination of the office.</p> <p>In accordance with the procedure governing related party agreements and commitments, this commitment was authorised by the Board on 24 February 2010 and approved by the General Meeting of Shareholders of 19 May 2010 (Twelfth resolution).</p>
Supplementary pension scheme	No payment in respect of 2014	<p>Michel Mathieu is a beneficiary of the supplementary pension plan for Senior Executives of Crédit Agricole Group, which supplements the collective and mandatory pension and death & disability plans.</p> <p>In accordance with the procedure governing related party agreements and commitments, this commitment was authorised by the Board on 24 February 2010 and approved by the General Meeting of Shareholders of 19 May 2010 (Twelfth resolution).</p>

ITEMS OF COMPENSATION DUE OR AWARDED TO XAVIER MUSCA, DEPUTY CHIEF EXECUTIVE OFFICER, IN RESPECT OF 2014 TO BE VOTED ON BY SHAREHOLDERS

► Items of compensation due or awarded in respect of the year ended to be voted on by shareholders

	Amounts	Presentation
Fixed compensation	€500,000	Xavier Musca receives annual fixed compensation of €500,000. This compensation, set by the Board of Directors Meeting on 17 July 2012, remains unchanged since this date.
Non-deferred variable compensation	€122,400 (amount granted)	<p>At its meeting of 17 February 2015, the Board of Directors, on the recommendation of the Compensation Committee, set the amount of the variable compensation of Xavier Musca in respect of 2014. In view of the achievement of economic and non-economic criteria decided by the Board at its meeting of 6 May 2014, the amount of variable compensation has been determined on the following basis:</p> <ul style="list-style-type: none"> ● 89% of economic criteria were met, reflecting the impact of the BES resolution; ● non-financial targets were set at 115% by the Board at the start of the year, considering the importance for all Deputy Chief Executive Officers of the joint work arising from the targets set: breakdown of strategic MTP initiatives, successful roll-out of the MUST programme, management of changes to the environment and to the supervisory framework and helping build a solid, resilient Group. Moreover Medium Term Plan projects within the asset management business line have been implemented earlier than initially expected and the insurance business achieved a high level of development. Lastly results within the international retail banking significantly improved (except for the exceptional situation of BES). <p>Variable compensation earned by Xavier Musca in respect of 2014 was set at €408,000, 102% of his target variable compensation. 30% of the total compensation, i.e. €122,400 will be paid from March 2015.</p>
Variable compensation indexed to the Crédit Agricole S.A. share price	€40,800 (amount granted)	10% of the variable compensation is indexed to the Crédit Agricole S.A. share price and will be paid in September 2015.
Deferred and conditional variable compensation	€244,800 (amount granted)	<p>The deferred component of the variable compensation amounted to €244,800, representing 60% of the total variable compensation awarded in 2015 in respect of 2014. This deferred compensation is awarded in Crédit Agricole S.A. shares, the vesting of which is progressively deferred over a period of three years and is conditional on the attainment of three performance targets:</p> <ul style="list-style-type: none"> ● the intrinsic financial performance of Crédit Agricole S.A. defined as growth of the gross operating income of Crédit Agricole S.A.; ● the relative performance of Crédit Agricole S.A. shares compared to a composite index of European banks; ● the societal performance of Crédit Agricole S.A. measured by the FReD index.
Exceptional compensation	No payment in respect of 2014	Xavier Musca received no exceptional compensation in respect of 2014.
Stock options, performance shares or any other long term compensation	No payment in respect of 2014	Xavier Musca was not awarded any stock options or performance shares or any other long term compensation in respect of 2014.
Directors' fees	€87,614	Xavier Musca received €87,614 in respect of Directors' fees in 2014 for serving as Director of Cariparma, Crédit Agricole Égypte, Crédit du Maroc, Amundi Group and UBAF. Xavier Musca also served as Director of Banco Espírito Santo and Crédit Agricole Assurances. He waived his Directors' fees for these directorships.
Benefits in kind	No benefits in kind	Xavier Musca did not receive any benefits in kind.

► Items of compensation due or awarded in respect of the year ended, submitted to the opinion of shareholders and that were voted on by the General Meeting of Shareholders as part of the procedure governing related party agreements and commitments

	Amounts	Presentation
Severance payment	No compensation paid in respect of 2014	Xavier Musca will be paid compensation in the event that his employment contract is terminated by Crédit Agricole S.A. In accordance with the procedure governing related party agreements and commitments, this commitment was authorised by the Board on 17 July 2012 and approved by the General Meeting of Shareholders of 23 May 2013 (Eighth resolution).
Non-competition compensation	No compensation paid in respect of 2014	In the event of the termination of his position as Deputy Chief Executive Officer on whatever grounds, Xavier Musca may be bound by a non-competition clause for a period of one year from the date of termination of the office. In accordance with the procedure governing related party agreements and commitments, this commitment was authorised by the Board on 17 July 2012 and approved by the General Meeting of Shareholders of 23 May 2013 (Eighth resolution).
Supplementary pension scheme	No payment in respect of 2014	Xavier Musca is a beneficiary of the supplementary pension plan for Senior Executives of Crédit Agricole Group, which supplements the collective and mandatory pension and death & disability plans. In accordance with the procedure governing related party agreements and commitments, this commitment was authorised by the Board on 17 July 2012 and approved by the General Meeting of Shareholders of 23 May 2013 (Eighth resolution).

CRÉDIT AGRICOLE S.A.'S BOARD OF DIRECTORS

COMPOSITION OF THE BOARD OF DIRECTORS AT 17 MARCH 2015

Elected by the General Meeting of Shareholders

Jean-Marie SANDER

Chairman of the Board of Directors
Chairman of the Caisse régionale Alsace Vosges

SAS Rue La Boétie

Represented by

Dominique LEFÈBVRE

Deputy Chairman of the Board of Directors
Chairman of the Caisse régionale Val de France
Chairman of the FNCA and SAS Rue La Boétie

Philippe BRASSAC

Deputy Chairman of the Board of Directors
Chief Executive Officer of the Caisse régionale Provence Côte d'Azur
Secretary General of FNCA
Deputy Chairman of SAS Rue La Boétie

Roger ANDRIEU⁽¹⁾

Chairman of the Caisse régionale des Côtes-d'Armor

Pascale BERGER

Representing Crédit Agricole Regional Banks employees

Caroline CATOIRE

Chief Financial Officer of Métalor
Non-executive Director

Pascal CÉLÉRIER

Chief Executive Officer of the Caisse régionale de Paris et d'Île-de-France

Jean-Louis DELORME

Chairman of the Caisse régionale de Franche-Comté

Laurence DORS

Senior Partner, Anthenor Partners
Non-executive independent Director

Daniel EPRON

Chairman of the Caisse régionale de Normandie

Véronique FLACHAIRE

Chief Executive Officer of the Caisse régionale du Languedoc

Jean-Pierre GAILLARD

Chairman of la Caisse régionale Sud Rhône Alpes

Françoise GRI

Non-executive Director

Monica MONDARDINI

Deputy Director of CIR S.p.A.
Deputy Director of Gruppo Editoriale l'Espresso

Gérard OUVRIER-BUFFET

Chief Executive Officer of the Caisse régionale Loire Haute-Loire

Jean-Louis ROVEYAZ

Chairman of the Caisse régionale de l'Anjou et du Maine

Christian STREIFF

Deputy Chairman of the Safran Group

François VEVERKA

Non-executive Director

Representing professional agricultural organisations – appointed by ministerial order

Xavier BEULIN

Chairman of the FNSEA

Elected by employees (ESU – Crédit Agricole S.A.)

François HEYMAN

Representing the employees

Christian MOUEZA

Representing the employees

Appointed by the Board

François MACÉ

Non-voting Director
Chief Executive Officer of the Caisse régionale Nord de France

François THIBAUT

Non-voting Director
Chairman of the Caisse régionale Centre Loire

Representing the Works' Council

Bernard de DRÉE

⁽¹⁾ Co-opted by the Board of Directors on 17 February 2015. This co-optation will be subject to ratification by the Crédit Agricole S.A. General Meeting of Shareholders of 20 May 2015.

RATIFICATION/RENEWAL PROPOSED TO THE GENERAL MEETING OF SHAREHOLDERS



Roger ANDRIEU

Chairman of the Caisse régionale des Côtes-d'Armor

EDUCATION AND CAREER

A farmer-breeder in the Côtes-d'Armor region, Roger Andrieu was elected Director of the Caisse locale de Lamballe in 1983 and then Chairman from 1994 to 2013. In 1999, he joined the Board of Directors of the Caisse régionale des Côtes-d'Armor, and became its first Deputy Chairman as from 2005 and then Chairman in 2011. Roger Andrieu has also held offices in the Group's national bodies, for example as Deputy Chairman of the Economy & Territories Commission and in the Group's specialised subsidiaries (member of the Supervisory Board of CA Titres, a custody services provider, and Director of Foncaris, in the guarantees business).

OTHER APPOINTMENTS AND OFFICES HELD

Within Crédit Agricole Group:

- Deputy Chairman of the Economy & Territories Commission
- Member of the Supervisory Board of Crédit Agricole Titres
- Director of Foncaris
- Director and member of the Executive Committee of Pleinchamp
- Director of Unexo

Born on 14 May 1952

1st appointment:
February 2015

Shares held at
31/12/2014: 8122

At its meeting on 17 February 2015, the Board of Directors co-opted Roger Andrieu as Director of Crédit Agricole S.A. to replace Marc Pouzet, who had not wished to continue his term of office expiring at the General Meeting of Shareholders of 20 May 2015. It is proposed to the General Meeting to ratify this co-option and to renew the term of office of Roger Andrieu.

NOMINATION PROPOSED TO THE GENERAL MEETING OF SHAREHOLDERS



François THIBAUT

Chairman of the Caisse régionale Centre Loire

EDUCATION AND CAREER

An agricultural engineer by training and a farmer and viticulturist by profession, François Thibault has held offices in Crédit Agricole bodies for a long while. Chairman of the Cosne-sur-Loire (Nièvre) Local bank since 1991, he became a Director and then Chairman of the Caisse régionale Centre Loire in 1996. He has many other responsibilities in the Group's national bodies, in particular as Chairman of Federal Committees and as a Director of Group subsidiaries that are specialised business lines (Crédit Agricole Consumer Finance and Crédit Agricole Corporate & Investment Bank).

OTHER APPOINTMENTS AND OFFICES HELD

Within Crédit Agricole Group:

- Chairman of the Development Orientation Committee
- Director of Crédit Agricole CIB
- Member of the Supervisory Board of Crédit Agricole Bank Polska

Born on 7 May 1955

Shares held at
31/12/2014: 895

It is proposed that the General Meeting appoints François Thibault, non-voting Director on the Board since May 2012, as Director, replacing Jean-Louis Delorme, who reached the statutory age limit, for the remainder of Mr Delorme's term of office, i.e. until the General Meeting approving the financial statements for the 2016 financial year.

RENEWALS PROPOSED TO THE GENERAL MEETING OF SHAREHOLDERS



Pascale BERGER

Representing Crédit Agricole Regional Banks employees

EDUCATION AND CAREER

With a postgraduate degree in business law and another in rural law, Pascale Berger spent the greater part of her career at the Caisse régionale de Franche-Comté, first as a portfolio manager in the Litigation department (1988-1992), and then as a business manager in the Training department (1992-2005). She later became business manager in the Permanent Controls department before becoming an internal auditor. In 2014, she joined the Innovation and Transformation division, where she was in charge of the documentary base. Furthermore, she was elected Deputy Secretary of the Caisse régionale de Franche-Comté Works Council.

Since May 2013, Pascale Berger represents employees of the Crédit Agricole Regional Banks (Caisses régionales) on the Board of Directors.

OTHER APPOINTMENTS AND OFFICES HELD

Within Crédit Agricole Group

- In charge of the documentary base
- Deputy Secretary of the Caisse régionale de Franche-Comté Works Council.

Born on 15 June 1961

1st appointment:
May 2013

Shares held at
31/12/2014: 10

FCPE (employee
share ownership
plan) units invested
in Crédit Agricole
S.A. shares held at
31/12/2014: 728

It is proposed to the General Meeting to renew Pascale Berger as Director.



Pascal CÉLÉRIER

Chief Executive Officer of the Caisse régionale de Paris et de l'Île-de-France

EDUCATION AND CAREER

A graduate of Sciences Po Paris and holding a Master's degree in Business Law and a post graduate degree in accounting, Pascal Célérier has spent his entire career with Crédit Agricole Group. Having joined Crédit Agricole du Loiret in 1977, he occupied the position of Marketing Director there, later becoming Finance and Marketing Director in Haute-Savoie. In 1991, he was appointed Deputy Chief Executive Officer of Crédit Agricole de la Haute-Saône and Territoire de Belfort, and then Deputy Chief Executive Officer of Crédit Agricole de Franche-Comté. In 1995, he became Chief Executive Officer of Crédit Agricole de la Vendée, then Loire Atlantique and, in 2002, Chief Executive Officer of Crédit Agricole Atlantique Vendée. Since 2004, Pascal Célérier has been CEO of Crédit Agricole de Paris et de l'Île-de-France. He is also the Deputy Secretary General of the FNCA.

Pascal Célérier has been a member of the Audit and Risks Committee since November 2013 and, since February 2015, a member of the Audit Committee resulting from the split of the Audit and Risks Committee.

OTHER APPOINTMENTS AND OFFICES HELD

Within Crédit Agricole Group

- Director of SAS Rue La Boétie
- Deputy Secretary General of FNCA
- Member of the "Customer Relations" Committee (FNCA)
- Member of the Supervisory Board of Crédit Agricole Titres

Born on 5 September
1953

1st appointed:
November 2013

Shares held at
31/12/2014: 2,030

FCPE (employee
share ownership
plan) units invested
in Crédit Agricole
S.A. shares held at
31/12/2014: 4,410

It is proposed to the General Meeting to renew Pascal Célérier as Director.



Monica MONDARDINI

Deputy Director of CIR S.p.A.
Deputy Director of Gruppo Editoriale l'Espresso

EDUCATION AND CAREER

With a degree in economics and statistics from the University of Bologna (Italy), Monica Mondardini has occupied several management positions in the publishing industry (Hachette), and then in the insurance sector (Generali), in Italy, Spain and France. In 2009, she joined one of the key players in the Italian publishing world, Gruppo Editoriale l'Espresso, as Deputy Director. While keeping this position, since 2013, she has been Deputy Director of CIR S.p.A., a major Italian industrial holding company listed on the Milan stock exchange, which controls Gruppo Editoriale l'Espresso among others.

Monica Mondardini has chaired the Appointments and Governance Committee since November 2011.

OTHER APPOINTMENTS AND OFFICES HELD

Within Crédit Agricole Group

—

Outside of Crédit Agricole Group

- Vice-Chairman of Sogefi S.p.A. (CIR group)
- Director of Trevi Finanziaria industriale S.p.A.
- Director of Atlantia S.p.A.
- Director of Kos (CIR group)

Born on
26 September 1960

1st appointment:
May 2010

Shares held at
31/12/2014: 500

It is proposed to the General Meeting to renew Monica Mondardini as Director.



Jean-Louis ROVEYAZ

Chairman of the Caisse régionale de l'Anjou et du Maine

EDUCATION AND CAREER

After pursuing graduate studies in agronomy, Jean-Louis Roveyaz turned to grain farming. He has held offices in Crédit Agricole bodies for a long while. Chairman of the Local Bank of la Suze-sur-Sarthe in 1992, he was elected Director of the Caisse régionale de la Sarthe and then of the Caisse régionale de l'Anjou et du Maine, before becoming its Chairman in 2004. He has held several positions at the national level, in operational subsidiaries as well as in consultation and negotiation bodies.

Jean-Louis Roveyaz is a member of the Compensation Committee since July 2014 and a member of the Risk Management Committee since February 2015.

OTHER APPOINTMENTS AND OFFICES HELD

Within Crédit Agricole Group

- Chairman of the Chairmen's Association (FNCA)
- Director of Crédit Agricole CIB
- Member of Crédit Agricole Mutual Life Insurance and Identity Commission (FNCA)

Outside of Crédit Agricole Group

- Director of John Deere Financial

Born on 3 June 1951

1st appointment:
May 2012

Shares held at
31/12/2014: 5,274

It is proposed to the General Meeting to renew Jean-Louis Roveyaz as Director.

SAS Rue La Boétie

Shares held
at 31/12/2014:
1,454,590,012

Since May 2003, a directorship on the Board is reserved for a legal entity, SAS Rue La Boétie, a holding company that has the controlling interest in Regional Banks within the capital of Crédit Agricole S.A.

Since May 2010, SAS Rue La Boétie has been represented on the Board of Directors by its Chairman, **Dominique LEFÈVRE**, Chairman of the Fédération Nationale du Crédit Agricole and Chairman of the Caisse régionale Val de France (he personally owns 3,695 Crédit Agricole S.A. shares).

It is proposed to the General Meeting to renew the term of office as Director of SAS Rue La Boétie.

AGENDA OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF 20 MAY 2015

ORDINARY GENERAL MEETING OF SHAREHOLDERS

1st resolution	Approval of the parent company financial statements for the 2014 financial year	21
2nd resolution	Approval of the consolidated financial statements for the 2014 financial year	21
3rd resolution	Allocation to the legal reserve by deducting long-term capital gains from the legal reserve	22
4th resolution	Appropriation of net income, and fixing and payment of the dividend	23
5th resolution	Option for the payment of the dividend in shares	23
6th resolution	Transfer of part of the sums from the share premium item to a distributable reserve item	24
7th resolution	Approval of regulated agreements mentioned in Articles L. 225-38 <i>et seq.</i> of the French Commercial Code.	24
8th resolution	Ratification of the appointment of Mr Roger ANDRIEU, Director	24
9th resolution	Appointment of Mr François THIBAUT, replacing Mr Jean-Louis DELORME, Director	24
10th resolution	Renewal of Mr Roger ANDRIEU, Director	24
11th resolution	Renewal of Mrs Pascale BERGER, Director	24
12th resolution	Renewal of Mr Pascal CÉLÉRIER, Director	24
13th resolution	Renewal of Mrs Monica MONDARDINI, Director	24
14th resolution	Renewal of Mr Jean-Louis ROVEYAZ, Director	25
15th resolution	Renewal of SAS RUE LA BOÉTIE, Director	25
16th resolution	Attendance fees for members of the Board of Directors	25
17th resolution	Opinion on the elements of compensation awarded for the 2014 financial year to Mr Jean-Marie SANDER, Chairman of the Board of Directors	25
18th resolution	Opinion on the elements of compensation due or awarded for the 2014 financial year to Mr Jean-Paul CHIFFLET, Chief Executive Officer	25
19th resolution	Opinion on the elements of compensation due or awarded for the 2014 financial year to Mr Jean-Yves HOCHER, Mr Bruno de LAAGE, Mr Michel MATHIEU and Mr Xavier MUSCA, Deputy Chief Executive Officers	26
20th resolution	Opinion on the overall amount of compensation paid during the financial year to executive employees according to Article L. 511-13 of the French Monetary and Financial Code and the categories of staff identified according to Article L. 511-71 of the French Monetary and Financial Code	26
21st resolution	Approval of the cap on variable compensation of executive employees according to Article L. 511-13 of the French Monetary and Financial Code and the categories of staff identified according to Article L. 511-71 of the French Monetary and Financial Code	27
22nd resolution	Authorisation to the Board of Directors to purchase or to arrange for the purchase of ordinary shares in the Company	28

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

23rd resolution Amendment of Article 10 of the Articles of Association in order not to grant double voting rights to ordinary shares, in accordance with the last paragraph of Article L. 225-123 of the French Commercial Code

24th resolution Amendment of Article 24 of the Articles of Association – compliance with the provisions of Article R. 225-85 of the French Commercial Code

25th resolution Authorisation to the Board of Directors to reduce the share capital by cancelling ordinary shares

26th resolution Powers to carry out formalities

PRESENTATION OF DRAFT RESOLUTIONS ■

SUBMITTED TO THE GENERAL MEETING OF 20 MAY 2015

AT THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

1st and 2nd resolutions

APPROVAL OF THE FINANCIAL STATEMENTS FOR THE 2014 FINANCIAL YEAR



Explanatory notes

The 1st and 2nd resolutions propose that you approve the parent company and consolidated financial statements of Crédit Agricole S.A. at 31 December 2014.

First Resolution (*Approval of the parent company financial statements for the 2014 financial year*) – The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, having reviewed the report of the Chairman of the Board of Directors, the management report of the Board of Directors and the reports of the Statutory Auditors, approves the aforesaid reports and parent company financial statements for the financial year ended 31 December 2014, as here presented.

It approves the transactions reflected in those financial statements or summarised in the said reports, as well as the Board's management during the past financial year.

Pursuant to Article 223 *quater* of the French General Tax Code, the General Meeting approves the total amount of expenditure and expenses referred to in Article 39-4 of the French General Code on

non-deductible taxes on taxable income, which totalled €156,409 for the financial year ended 31 December 2014 as well as the tax paid by the Company due to non-deductibility amounting to €53,852.

Second Resolution (*Approval of the consolidated financial statements for the 2014 financial year*) – The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, having reviewed the report of the Chairman of the Board of Directors, the management report of the Board of Directors and the reports of the Statutory Auditors, approves the aforesaid reports and consolidated financial statements for the financial year ended 31 December 2014, as here presented.

It approves the transactions reflected in those financial statements or summarised in the said reports.

3rd resolution

ALLOCATION TO THE LEGAL RESERVE BY DEDUCTING LONG-TERM CAPITAL GAINS FROM THE LEGAL RESERVE



Explanatory notes

With the 3rd resolution, the Board of Directors is proposing the transfer of the sum of €206,235,189.08 from the special reserve of long-term capital gains to the legal reserve. If this proposal is approved, the amount of the legal reserve will reach the legal minimum of 10% of share capital at 31 December 2014. This transfer will optimise the payout capacity of Crédit Agricole S.A. by reducing the deduction from profits to endow the legal reserve.

Third resolution (*Allocation to the legal reserve by deducting long-term capital gains from the legal reserve*) – The General Meeting of Shareholders, ruling under the quorum and majority conditions required for Ordinary General Meetings, having taken note of The report of the Board of Directors:

- decides to allocate €206,235,189.08 to the legal reserve by deducting this sum from the long-term capital gains;
- notes that the legal reserve has reached the minimum provided by Article L. 232-10 of the French Commercial Code, i.e. one tenth of the share capital at 31 December 2014.

4th resolution**APPROPRIATION OF NET INCOME, AND FIXING AND PAYMENT OF THE DIVIDEND****Explanatory notes**

The 4th resolution presents for your approval the appropriation of profits for the financial year 2014.

Profit (parent company) for the year was €3,112,232,272.63, plus retained earnings of €1,869,586.25. Distributable profit is therefore €3,114,101,858.88.

This resolution proposes that the amount of the ordinary dividend be set at €0.35 per share, and that of the loyalty dividend at €0.385 per share. The loyalty dividend is allocated to shares which, at 31 December 2014, had been held and registered for more than two years and continue to be held and registered on the date of payment of the dividend.

The ordinary dividend and the loyalty dividend both fully qualify for the 40% tax rebate for natural persons resident for tax purposes in France.

If you approve this resolution, the dividend will be paid on 23 June 2015. The ex-dividend date will be 28 May 2015.

Fourth resolution (*Appropriation of net income, and fixing and payment of the dividend*) – The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements for Ordinary General Meetings of Shareholders, having reviewed the report of the Board of Directors, declares that net profit for the 2014 financial year amounts to €3,112,232,272.63.

The General Meeting, as a result of the adoption of the preceding resolution to endow the legal reserve, approves the proposals of the Board of Directors relating to the appropriation of distributable net income for the financial year 2014:

(in euros)

Profit for the year	3,112,232,272.63
Retained earnings	1,869,586.25
Total (distributable profit)	3,114,101,858.88
Appropriation:	
Dividend ⁽¹⁾	
● Dividend before increase	901,728,020.90
● Loyalty dividend	4,799,778.20
Total dividend	906,527,799.10
Retained earnings	2,207,574,059.78
TOTAL	3,114,101,858.88

(1) This amount will, if necessary, be adjusted to take the following events into account: (a) creation of new dividend-bearing shares before the ex-dividend date, (b) change in the number of treasury shares prior to the ex-dividend date, (c) loss of the right to a 10% loyalty dividend for some registered shares before the payout date.

It sets the ordinary dividend at €0.35 per share, and the loyalty dividend at €0.385 per share. The amount of the dividend (both ordinary and loyalty) is fully eligible, when it is paid to shareholders who are natural persons and resident in France for tax purposes, to the 40% tax reduction provided for in paragraphs 2 and 3 of Article 158 of the French General Tax Code.

It should be noted that the dividends paid out for the previous financial years were as follows:

Year	Dividend	Amount eligible for the tax reduction (40%)	Loyalty dividend	Amount eligible for the tax reduction (40%)
2011	-	-	-	-
2012	-	-	-	-
2013	€0.35	€0.35	€0.385	€0.385

Shares shall be designated ex-dividend on 28 May 2015 and paid out as from 23 June 2015. It is specified that, at the time of payment of such dividends, if the Company holds some of its own shares, the dividends not paid on these shares will be allocated to retained earnings.

5th resolution

OPTION FOR THE PAYMENT OF THE DIVIDEND IN SHARES



Explanatory notes

In the 5th resolution, the Board of Directors asks each shareholder to choose if they wish to receive the entirety of the ordinary or loyalty dividend in cash or in equities. This option will be exercisable between 28 May 2015 and 12 June 2015, and the dividend payable as of 23 June 2015.

Fifth resolution (*Option for the payment of the dividend in shares*)

– The General Meeting of Shareholders, ruling under the quorum and majority requirements for Ordinary General Meetings of Shareholders, having reviewed the report of the Board of Directors, in accordance with Articles L. 232-18 to L. 232-20 of the French Commercial Code and Article 31 of the Articles of Association, decides to grant each shareholder the option of payment of the dividend:

- either in cash; or
- in shares, the payment being applicable for 100% of the dividend according to the number of shares held, or €0.35 per share, or €0.385 per share, as indicated above.

This option must be exercised between 28 May 2015 and 12 June 2015 inclusive by submitting a request to the paying institutions. Beyond that date, or upon failure to exercise the option, the dividend will be paid in cash only.

The dividend will be paid in cash as of 23 June 2015.

The issue price of the new shares to be issued in payment of the dividend will be equal to 90% of the average price quoted during the 20 trading days preceding the date of the decision of allocation, less the net amount of the dividend as per the fourth resolution and rounded up to the nearest euro cent.

The shares issued in payment of the dividend will carry dividend rights as of 1 January 2015.

If the amount of dividends for which the option is exercised does not correspond to a whole number of shares on the day the option is exercised, the shareholder will receive the nearest lesser whole number of shares, plus the balance in cash.

The General Meeting of Shareholders grants full powers to the Board of Directors, with the right to sub-delegate, to ensure the implementation of this decision, perform all operations related to or resulting from the exercise of the option, note the capital increase which results therefrom, make consequential amendments to Article 6 of the Articles of Association relating to share capital and make all publication arrangements required by law.

6th resolution

TRANSFER OF PART OF THE SHARE PREMIUM ITEM TO A DISTRIBUTABLE RESERVE ITEM



Explanatory notes

The 6th resolution aims to transfer part of the issue premiums in the balance sheet as at 31 December 2014 to a reserve item. Unlike issue premiums, reserves are a certain part of distributable items as defined by European prudential regulations. By reinforcing the amount of reserves and therefore the amount of its distributable items, Crédit Agricole S.A. will strengthen its ability to pay interests to bearers of AT1 (Additional Tier 1) hybrid debt, fundamental capital instruments for the solvability of banking institutions.

Sixth resolution (*Transfer of part of the sums from the share premium item to a distributable reserve item*) – The General Meeting of Shareholders, ruling under the quorum and majority requirements for Ordinary General Meetings of Shareholders,

having reviewed the report of the Board of Directors, decides to transfer the sum of €10,658,066,638.94 from the “share premium” item to the sub-account “sums from share premiums” of the “reserves” item.

7th resolution**RELATED-PARTY AGREEMENTS****Explanatory notes**

The 7th resolution concerns regulated agreements authorised by the Board of Directors.

Your Board of Directors did not approve any new agreement that fell into the scope of regulated agreements during the 2014 financial year.

The special report of the Statutory Auditors mentions regulated agreements and commitments authorised by the Board of Directors prior to 2014, approved at previous General Meetings, which continued to be implemented during the year under review.

Seventh resolution (*Approval of agreements mentioned in Articles L. 225-38 et seq. of the French Commercial Code*) – The General Meeting of Shareholders, ruling under the quorum and majority requirements for Ordinary General Meetings of

Shareholders, having reviewed the special report of the Statutory Auditors on the agreements mentioned in Articles L. 225-38 et seq. of the French Commercial Code, approves the agreements set out in this report.

8th to 15th resolutions**GOVERNANCE – COMPOSITION OF THE BOARD OF DIRECTORS – TERMS OF OFFICE OF DIRECTORS****Explanatory notes**

The Board of Directors proposes a group of resolutions relating to its composition.

The purpose of the 8th resolution is to ratify the appointment of Mr Roger ANDRIEU, co-opted by the Board of Directors at its Board Meeting of 17 February 2015 to replace Mr Marc POUZET, who is resigning.

The 9th resolution proposes the appointment of Mr François THIBAULT, to replace Mr Jean-Louis DELORME, who has reached the statutory age limit.

The 10th to 15th resolutions propose the renewal of the terms of office of the following Directors that will be expiring at the General Meeting: Mr Roger ANDRIEU, Mrs Pascale BERGER, Mr Pascal CÉLÉRIER, Mrs Monica MONDARDINI, Mr Jean-Louis ROVEYAZ as well as SAS RUE LA BOÉTIE.

The biographies of these candidates can be found on pages 16 to 18 of the notice of meeting.

Eighth resolution (*Ratification of the co-option of a Director*) – The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, ratifies the appointment as Director of Mr Roger ANDRIEU, co-opted by the Board of Directors at its meeting of 17 February 2015, replacing Mr Marc POUZET, who is resigning, for the latter's remaining time in office, i.e. at the end of this Ordinary General Meeting of Shareholders.

Ninth resolution (*Appointment of Mr François THIBAULT, replacing Mr Jean-Louis DELORME, Director*) – The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, appoints Mr François THIBAULT as Director, replacing Mr Jean-Louis DELORME, who has reached the statutory age limit, for the latter's remaining time in office, which ends at the Ordinary General Meeting of Shareholders in 2017 to approve the financial statements for the financial year ending 31 December 2016.

Tenth resolution (*Renewal of Mr Roger ANDRIEU, Director*) – The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements for Ordinary General Meetings of Shareholders, duly notes that the appointment of Mr Roger ANDRIEU expires on this day and renews said term of office for a period of three years expiring at the close of the Ordinary General Meeting of Shareholders in 2018, which will be called to approve the financial statements for the financial year ending 31 December 2017.

Eleventh resolution (*Renewal of Mrs Pascale BERGER, Director*) – The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements for Ordinary General Meetings of Shareholders, duly notes that the appointment of Mrs Pascale BERGER expires on this day and renews said term of office for a period of three years expiring at the close of the Ordinary General Meeting of Shareholders in 2018, which will be called to approve the financial statements for the financial year ending 31 December 2017.

Twelfth resolution (*Renewal of Mr Pascal CELERIER, Director*) – The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements for Ordinary General Meetings of Shareholders, duly notes that the appointment of Mr Pascal CELERIER expires on this day and renews said term of office for a period of three years expiring at the close of the Ordinary General Meeting of Shareholders in 2018 to approve the financial statements for the financial year ending 31 December 2017.

Thirteenth resolution (*Renewal of Mrs Monica MONDARDINI, Director*) – The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements for Ordinary General Meetings of Shareholders, duly notes that the appointment of Mrs Monica MONDARDINI expires on this day and renews said term of office for a period of three years expiring at the close of the Ordinary General Meeting of Shareholders in 2018 to approve the financial statements for the financial year ending 31 December 2017.

Fourteenth resolution (*Renewal of Mr Jean-Louis ROVEYAZ, Director*) – The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements for Ordinary General Meetings of Shareholders, duly notes that the appointment of Mr Jean-Louis ROVEYAZ expires on this day and renews said term of office for a period of three years expiring at the close of the Ordinary General Meeting of Shareholders in 2018 to approve the financial statements for the financial year ending 31 December 2017.

Fifteenth resolution (*Renewal of SAS RUE LA BOÉTIE, Director*) – The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements for Ordinary General Meetings of Shareholders, duly notes that the appointment of SAS RUE LA BOÉTIE expires on this day and renews said term of office for a period of three years expiring at the close of the Ordinary General Meeting of Shareholders in 2018 to approve the financial statements for the financial year ending 31 December 2017.

16th resolution

ATTENDANCE FEES FOR BOARD OF DIRECTORS



Explanatory notes

The 16th resolution proposes to maintain at €1,050,000 the global sum of Directors' fees allocated annually to the Board of Directors.

Sixteenth resolution (*Attendance fees for Board of Directors*) – The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements for Ordinary General Meetings of Shareholders, in accordance with Article L. 225-45 of

the French Commercial Code, decides to maintain the total annual amount to be allocated to members of the Board of Directors as compensation for their duties at €1,050,000.

17th to 19th resolutions

OPINION ON THE ELEMENTS OF COMPENSATION DUE OR AWARDED FOR THE 2014 FINANCIAL YEAR TO EACH CORPORATE OFFICER



Explanatory notes

By voting on the 18th to 19th resolutions and in accordance with the recommendations of the AFEP/MEDEF Code, revised in June 2013, it is proposed to issue a favourable opinion on the compensation due or awarded for the 2014 financial year to each executive corporate officer of the Company, namely:

- Mr Jean-Marie SANDER, Chairman of the Board of Directors;
- Mr Jean-Paul CHIFFLET, CEO;
- Mr Jean-Yves HOCHER, Mr Bruno DE LAAGE, Mr Michel MATHIEU and Mr Xavier MUSCA, Deputy Chief Executive Officers.

The details of the compensation on which you are being consulted may be found in this notice of meeting (pages 9 to 14) and in the registration document, from page 158 in the Governance chapter "Compensation Policy".

Seventeenth resolution (*Opinion on the elements of compensation awarded for the 2014 financial year to Mr Jean-Marie SANDER, Chairman of the Board of Directors*) – The General Meeting of Shareholders, consulted in accordance with recommendation in section 24.3 of the AFEP/MEDEF Code of Corporate Governance of June 2013, which is the reference Code for Crédit Agricole S.A. pursuant to Article L. 225-37 of the French Commercial Code, acting in accordance with the quorum and majority required for Ordinary General Meetings of Shareholders, issued a favourable opinion on the compensation due or awarded for the financial year ended 31 December 2014 to Mr Jean-Marie SANDER, Chairman of the Board, as presented in the Company's 2014 registration document, Chapter 3, "Corporate Governance", "Compensation Policy", section on "Compensation awarded for the 2014 financial year to Mr Jean Marie SANDER, Chairman of the Board of Directors, submitted to the shareholders for their opinion".

Eighteenth resolution (*Opinion on the elements of compensation due or awarded for the 2014 financial year to Mr Jean-Paul CHIFFLET, Chief Executive Officer*) – The General Meeting of Shareholders, consulted in accordance with recommendation in section 24.3 of the AFEP/MEDEF Code of Corporate Governance of June 2013, which is the reference Code for Crédit Agricole S.A. pursuant to Article L. 225-37 of the French Commercial Code, acting in accordance with the quorum and majority required for Ordinary General Meetings of Shareholders, issued a favourable opinion on the compensation due or awarded for the financial year ended 31 December 2014 to Mr Jean-Paul CHIFFLET, Chief Executive Officer, as presented in the Company's 2014 registration document, Chapter 3, "Corporate Governance", "Compensation Policy", section on "Compensation awarded for the 2014 financial year to Mr Jean-Paul CHIFFLET, Chief Executive Officer, submitted to the shareholders for their opinion".

Nineteenth resolution (*Opinion on the elements of compensation due or awarded for the 2014 financial year to Mr Jean-Yves HOCHER, Mr Bruno de LAAGE, Mr Michel MATHIEU and Mr Xavier MUSCA, Deputy Chief Executive Officers*) – The General Meeting of Shareholders, consulted in accordance with the recommendation in section 24.3 of the AFEP/MEDEF Code of Corporate Governance of June 2013, which is the reference Code for Crédit Agricole S.A. pursuant to Article L. 225-37 of the French Commercial Code, acting in accordance with the quorum and majority required for Ordinary General Meetings of Shareholders, issued a favourable opinion on the compensation due or awarded for the financial year ended 31 December 2014 to Mr Jean-Yves HOCHER, Mr Bruno de LAAGE, Mr Michel MATHIEU and Mr Xavier MUSCA, Deputy

Chief Executive Officers, as presented in the Company's 2014 registration document, Chapter 3, "Corporate Governance", "Compensation Policy", section on "Compensation due or awarded for the 2014 financial year to Mr Jean-Yves HOCHER, Deputy Chief Executive Officer, submitted to the shareholders for their opinion", "Compensation due or awarded for the 2014 financial year to Mr Bruno de LAAGE, Deputy Chief Executive Officer, submitted to the shareholders for their opinion", "Compensation due or awarded for the 2014 financial year to Mr Michel MATHIEU, Deputy Chief Executive Officer, submitted to the shareholders for their opinion" and "Compensation due or awarded for the 2014 financial year to Mr Xavier MUSCA, Deputy Chief Executive Officer, submitted to the shareholders for their opinion".

20th resolution

CONSULTATION ON THE OVERALL AMOUNT OF COMPENSATION PAID DURING THE FINANCIAL YEAR TO EXECUTIVE EMPLOYEES WITHIN THE MEANING OF ARTICLE L. 511-13 OF THE FRENCH MONETARY AND FINANCIAL CODE AND THE CATEGORIES OF STAFF IDENTIFIED ACCORDING TO ARTICLE L. 511-71 OF THE FRENCH MONETARY AND FINANCIAL CODE



Explanatory notes

The vote on the 20th resolution is asking you to give an advisory opinion on the total envelope of the compensation of all kinds paid to executive employees according to Article L. 511-3 of the French Monetary and Financial Code and to the categories of staff identified according to Article L. 511-71 of the French Monetary and Financial Code, including risk takers, staff in oversight positions, and employees who, with respect to overall income, are in the same salary range, whose professional activities have a material impact on the risk profile of the company or the Group.

In 2014, 712 employees of Crédit Agricole S.A. fell within the above-mentioned categories of staff.

These employees received a fixed compensation in 2014, defined according to their skills and level of responsibility, on one hand, and a variable compensation linked to individual and collective performance in 2013 as well as risk control, on the other hand.

For these categories of identified staff whose variable compensation is higher than the materiality threshold defined by Crédit Agricole S.A. at €120,000, 40% to 60% of the compensation paid in 2014 for their performance in 2013 was deferred for three years and paid subject to performance and in the form of shares or instruments linked to shares. Thus, in 2014, only the non-deferred portion of the compensation awarded for 2013 and the portion indexed to the Crédit Agricole S.A. share, paid in September 2014, was received by the categories of identified staff.

Furthermore, three tranches of deferred variable compensation were vested in 2014 and were paid to the identified staff categories:

- the 1st tranche of the 2012 plan released or paid in September 2014 in the form of shares, (or equivalent instruments) valued on this date,
- the 2nd tranche of the 2011 plan released or paid in September 2014 in the form of shares, (or equivalent instruments) valued on this date,
- the 3rd tranche of the 2010 plan released or paid in September 2014 in the form of shares, (or equivalent instruments) valued on this date,

The total compensation paid in 2014 to categories of identified staff was €277 million. It breaks down as follows:

- €139 million of fixed compensation,
- €70 million of variable compensation paid in 2014 relating to 2013 performance and not deferred,
- €7 million of variable compensation paid in 2014 relating to 2013 performance and not deferred, paid after a six-month holding period,
- €19 million of variable compensation paid in 2013, corresponding to the 1st tranche of the 2012 plan and paid in the form of shares or equivalent instruments,

- €29 million of variable compensation paid in 2012, corresponding to the 2nd tranche of the 2011 plan and paid in the form of shares or equivalent instruments,
- €13 million of variable compensation paid in 2011, corresponding to the last tranche of the 2010 plan and paid in the form of shares or equivalent instruments.

The general compensation policy within which the above compensation falls may be consulted in the registration document, in the chapter “Compensation policy”.

The information relating to the compensation paid for financial years 2013 and 2014 is published on the Crédit Agricole S.A. website, in the annual report relating to the compensation policy and practices of members of the executive body and persons whose professional activities have a material impact on the risk profile of Crédit Agricole S.A.

Twentieth resolution (*Opinion on the overall amount of compensation paid during the financial year to executive employees according to Article L. 511-13 of the French Monetary and Financial Code and the categories of staff identified according to Article L. 511-71 of the French Monetary and Financial Code*). – The General Meeting of Shareholders, ruling under the quorum and majority required for Ordinary Shareholders’ Meetings, having reviewed the report of the Board of Directors and in accordance with Article L. 511-73 of the French Monetary and Financial Code,

issued a favourable opinion on the overall amount of compensation of all kinds, paid during the financial year, which amounted to €277 million, to executive employees, as defined in Article L. 511-13 of the French Monetary and Financial Code and to categories of identified staff, as defined in Article L. 511-71 of the French Monetary and Financial Code, including risk takers, employees in oversight positions, and employees who, with respect to overall income, are in the same salary range, whose professional activities have a material impact on the risk profile of the company or the Group.

21st resolution

APPROVAL OF THE CAP ON VARIABLE COMPENSATION OF EXECUTIVE EMPLOYEES ACCORDING TO ARTICLE L. 511-13 OF THE FRENCH MONETARY AND FINANCIAL CODE AND THE CATEGORIES OF STAFF IDENTIFIED ACCORDING TO ARTICLE L. 511-71 OF THE FRENCH MONETARY AND FINANCIAL CODE



Explanatory notes

The 21st resolution proposes, in accordance with the provisions of Article L. 511-78 of the French Monetary and Financial Code, the approval of the cap on variable compensation at 200% of fixed compensation for executive employees, as defined in Article L. 511-13 of the French Monetary and Financial Code and to categories of identified staff, as defined in Article L. 511-71 of the French Monetary and Financial Code, including risk takers, employees in oversight positions, and employees who, with respect to overall income, are in the same salary range, whose professional activities have a material impact on the risk profile of the company or the Group.

For Group entities that fall within the scope of application of European Commission Delegated Regulation no. 604/2014 and the decision of 3 November 2014 on internal control, this concerns, on one hand, employees included because of their function at group or entity level and, on the other hand, employees included by virtue of their level of delegation of authority or compensation. They notably include:

- the main executives of Crédit Agricole S.A.;
- the main heads of the three control functions;
- employees who, through their delegation of authority or their commitment capacity, have a material impact on Crédit Agricole S.A.’s credit or market risk profile;
- employees with the highest compensation.

The full definition of the staff members identified is to be found in the “Compensation Policy” chapter of the registration document.

For the corresponding categories of employees, the General Meeting of Shareholders is being asked to allow the ratio between variable compensation and fixed compensation to be capped at 200%.

Defining a potential maximum ratio will enable the group:

- to continue to attract and retain the talents and skills needed by the bank in all the regions of the world where it operates and, in particular, those in which institutions are not bound by these regulatory obligations;
- ensure a balance between fixed compensation and variable compensation, to make it possible to have a material impact on the compensation of employees whose performance or risk-taking is not in line with the targets set by the institution.

It should be noted that the compensation of the categories of identified staff is regulated by specific rules and controls, within the framework of the governance system for the compensation policies and practices set up by the group and which applies to all entities.

The general compensation policy within which the above compensation falls can be consulted in the “Compensation policy” chapter of the registration document.

The information relating to the compensation paid for financial years 2013 and 2014 is published on the Crédit Agricole S.A. website, in the annual report relating to the compensation policy and practices of members of the executive body and persons whose professional activities have a material impact on the risk profile of Crédit Agricole S.A.

Twenty-first resolution (*Approval of the cap on the variable compensation of executive employees according to Article L. 511-13 of the French Monetary and Financial Code and the categories of staff identified according to Article L. 511-71 of the French Monetary and Financial Code*) – The General Meeting of Shareholders, ruling under quorum and majority as required by Article L. 511-78 of the French Monetary and Financial Code introduced by ordinance no. 2014-158 of 20 February 2014, after reviewing the report of the Board of Directors, approved, for executive employees as provided for in Article L. 511-13 of the French Monetary and Financial Code

and categories of staff identified according to Article L. 511-71 of the French Monetary and Financial Code, including risk takers, persons in oversight positions, and employees who, with respect to overall income, are in the same salary range, whose professional activities have a material impact on the risk profile of the company or the group, capping the variable compensation for the 2015 financial year to a maximum of 200% of fixed compensation in accordance with the Article L. 511-78 of the French Monetary and Financial Code, with the option to apply the discount rate provided for in Article L. 511-79 of the Monetary and Financial Code.

22nd resolution

AUTHORISATION TO BUY BACK SHARES



Explanatory notes

The 22nd resolution proposes that you renew the authorisation given to the Board of Directors for the Company to purchase its own shares.

Main characteristics:

- shares concerned: ordinary shares,
- maximum percentage of capital repurchase authorised: 10% of the total number of shares making up the share capital at 31 December 2014, *i.e.*, for reference, 257,636,577 shares,
- maximum overall amount of the programme: €3.50 billion,
- maximum unit price: €20.

The objectives of the share buyback programme are explained in detail in the text of the resolution and in the description of the programme, available on the Company's website at <http://www.credit-agricole.com/en/Investor-and-shareholder/Financial-reporting/Credit-Agricole-S.A.-financial-results>.

The description of transactions performed on ordinary shares in 2014 and authorised by the General Meeting of Shareholders of 21 May 2014 can be found in the management report contained in the registration document published on the Company's website at <http://www.credit-agricole.com/en/Investor-and-shareholder/Financial-reporting/Credit-Agricole-S.A.-financial-results>.

Twenty-second resolution (*Authorisation for the Board of Directors to purchase or to arrange for the purchase of ordinary shares of the Company*) – The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, having reviewed the Board of Directors' report, authorises the Board of Directors, which may further delegate such authority as provided by law, to purchase or to arrange for the purchase of the Company's ordinary shares in accordance with the provisions of the General Regulations of the Autorité des marchés financiers (AMF) and of Articles L. 225-209 *et seq.* of the French Commercial Code.

This authorisation, which replaces the one granted by the twenty-third resolution of the Ordinary General Meeting of 21 May 2014 and renders ineffective the unused portion, is given to the Board

of Directors until the date of its renewal by an Ordinary Meeting of Shareholders and at any event, for a maximum period of eighteen (18) months as from the date of this General Meeting.

The purchases of the Company's ordinary shares carried out by the Board of Directors pursuant to this authorisation may not, under any circumstances, result in the Company holding more than ten per cent (10%) of the ordinary shares representing its share capital.

Trading in the Company's shares under the ordinary share buyback programme established by the Company may be effected in one or more transactions and by any means authorised by the applicable regulations, regulated markets, multilateral trading facilities, with systematic internalisers or concluded over-the-counter, in particular by block purchases or sales, through public

sale or exchange offers, or through the use of forward financial instruments traded on regulated markets, multilateral trading facilities, with systemic internalisers or concluded over the counter (such as call and put options or any combination thereof) or by warrants or, more generally, by the allotment of shares resulting from the issue of the securities giving rights to ordinary shares of the Company, by conversion, exchange, redemption, exercise of a warrant or in any other way, either directly or indirectly through an investment service provider at the times that the Board of Directors or the person acting pursuant to powers delegated by the Board of Directors shall determine. It should be noted that the entire ordinary share buyback programme may be carried out through block purchases of ordinary shares.

The number of ordinary shares purchased by the Board of Directors under this authorisation may not exceed 10% of the total number of ordinary shares that make up the share capital on the date that these purchases are made, *i.e.*, by way of reference, a ceiling of 257,636,577 shares as at 31 December 2014. Nevertheless, (i) the number of ordinary shares purchased by the Company to be held and delivered at a later date either as payment or in exchange for other securities in a merger, spin-off or asset transfer may not exceed 5% of the Company's ordinary shares and (ii) when the shares are purchased to guarantee liquidity under the conditions defined by the general regulations of the *Autorité des marchés financiers*, the number of shares taken into account in calculating the above-mentioned 10% limit corresponds to the number of shares bought minus the number of shares sold during the term of this authorisation.

The Board of Directors shall ensure that these buybacks are carried out in accordance with the regulatory prudential requirements as set by law and the French Prudential and Resolution Supervisory Authority (ACPR, *Autorité de contrôle prudentiel et de résolution*).

Such shares may not be purchased at a price higher than €20 per share (or the equivalent value of this amount in a different currency on the same date). It is however specified that in the event of changes to the Company's share capital or equity, in particular of a change in the par value of the share, of a capital increase with preferential subscription rights or by capitalisation of reserves, profits or share premiums followed by the creation and free allotment of ordinary shares, of an ordinary shares split or consolidation, or of the redemption of capital, the General Meeting delegates the powers to adjust the above-mentioned maximum purchase price to the Board of Directors in order to take into account the impact of these operations on the value of the ordinary share.

In any event, the Company is only authorised to use a maximum of €3.50 billion (or the equivalent value of this amount on the same date in another currency) to buy back ordinary shares under this resolution.

This authorisation is intended to allow the Company to buy back ordinary shares for any purpose that has been authorised or may be authorised under applicable laws and regulations. In particular, the Company may use this authorisation:

a. to grant Company stock options as per the provisions of Articles L. 225-177 *et seq.* of the French Commercial Code or any similar plan to all (or some) of the Company's employees and/or to all (or some) of the eligible corporate officers of the Company or the companies or groupings affiliated with it, now or in the future, as defined by Article L. 225-180 of the French Commercial Code;

- b. to allot or transfer ordinary shares to eligible corporate officers, employees and former employees of the Company or the Group, or to certain categories thereof, as part of an employee profit-sharing scheme or company or group saving plan (or related plan), as provided for by law;
- c. to grant free shares under the free share award provision of Articles L. 225-197-1 *et seq.* of the French Commercial Code to employees and eligible corporate officers or certain categories of employees of the Company and/or companies and economic interest groups with ties to said entities under the conditions defined in Article L. 225-197-2 of the French Commercial Code;
- d. and, more generally, to make any allocation of ordinary shares of the Company to these employees and corporate officers, particularly in the context of the variable compensation of members of the professional financial market staff whose activities have a material impact on the risk exposure of the Company, for whom these awards are dependent upon the fulfilment of performance conditions;
- e. to hold the ordinary shares purchased with a view to allotting them at a later date in exchange, or as payment or otherwise for a potential acquisition, merger, spin-off or asset transfer in compliance with the market practice accepted by the *Autorité des marchés financiers*;
- f. to ensure coverage of securities giving access to the Company's ordinary shares;
- g. to entrust market-making on the secondary market or ensure the liquidity of the ordinary shares to an investment services provider under a liquidity contract that complies with the AMAFI (French Association of "Financial Market Professionals") Code of Conduct, in compliance with the market practice accepted by the *Autorité des marchés financiers*, it being specified that, for the purposes of calculating the 10% limit stipulated above, the number of ordinary shares purchased in this respect shall be the number of ordinary shares purchased less the number of ordinary shares sold during the term of this authorisation;
- h. to cancel all or part of the ordinary shares purchased, provided that the Board of Directors holds a valid authorisation from the General Meeting of Shareholders, duly convened to conduct extraordinary business, to reduce the share capital by cancelling the ordinary shares purchased under the terms of an ordinary share buyback programme.

This programme is also intended to enable the implementation of all market practices that could be permitted by the *Autorité des marchés financiers*, and more generally, the implementation of any other transaction compliant with applicable regulations. In this case, the Company will notify its shareholders by way of a press release.

While the share buyback programme is in effect, the Board of Directors may effect transactions at any time, except during a public offer for the Company, under the authorisation hereby granted.

The Company may also use this resolution and carry out its buyback programme in accordance with the law and regulations, including in particular the provisions of Articles 231-1 *et seq.* of the General Regulations of the *Autorité des marchés financiers*, during a tender or exchange offer initiated by the Company.

The General Meeting of Shareholders fully empowers the Board of Directors, with the right to further delegate such powers

as permitted by law, for the purpose of implementing this authorisation, and determining the relevant terms and conditions, pursuant to the law and the terms of this resolution, including placing stock orders, signing all documents, entering into all agreements, assigning or reassigning the shares acquired to the Company's targets under the applicable legal and regulatory conditions, determine the terms and conditions under which, if

applicable, the rights of holders of securities or stock options will be safeguarded, in accordance with legal, regulatory or contractual provisions, filing all reports and carrying out all formalities, including with the French Prudential and Resolution Supervisory Authority (ACPR) and the *Autorité des marchés financiers*, and, more generally, to do all that is necessary.

AT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

23rd resolution

AMENDMENT OF ARTICLE 10 OF THE ARTICLES OF ASSOCIATION IN ORDER NOT TO GRANT DOUBLE VOTING RIGHTS TO ORDINARY SHARES OF THE COMPANY



Explanatory notes

In the 23rd resolution, it is proposed to the General Meeting to maintain the current principle whereby each ordinary Crédit Agricole S.A. share entitles the holder to one vote and, in accordance with the last paragraph of Article L. 225-123 of the French Commercial Code, to amend the provisions of Article 10 of the Articles of Association in order not to automatically grant double voting rights to Crédit Agricole S.A. ordinary shares.

Twenty-third resolution (*Amendment of Article 10 of the Articles of Association in order not to grant double voting rights to ordinary shares, in accordance with the last paragraph of Article L. 225-123 of the French Commercial Code*) – The General Meeting of Shareholders, ruling under the quorum and majority required for Extraordinary General Meetings of Shareholders, having reviewed the report of the Board of Directors and in accordance with the last paragraph of Article L. 225-123 of the French Commercial Code established by Article 7 of law no. 2014-384 of 29 March 2014 aimed at winning back the real economy, decided not to grant double voting rights (i) to ordinary shares of the company fully paid up, which have been registered in the same shareholder's name for two years (ii) as well as to registered ordinary shares of the company allotted free of charge to shareholders during a capital increase by capitalisation of reserves, profits or share premiums.

Consequently, the General Meeting decided to add the following paragraph to Article 10 of the company's Articles of Association:

Article 10 – Voting rights – Indivisibility of the shares; rights and obligations attached to the shares

A. VOTING RIGHTS

"The voting right attached to Company shares is proportional to the share of the capital that the shares represent and each share is entitled to one vote. The Company shares (including bonus shares awarded during a capital increase by capitalisation of reserves, profits or share premiums) are not entitled to double voting rights in accordance with the last paragraph of Article L. 225-123 of the French Commercial Code."

The rest of the article remains unchanged.

24th resolution

AMENDMENT OF ARTICLE 24 OF THE ARTICLES OF ASSOCIATION – COMPLYING WITH THE PROVISIONS OF ARTICLE R. 225-85 OF THE FRENCH COMMERCIAL CODE (RECORD DATE)



Explanatory notes

The ordinance and decree of 8 December 2014 amended the provisions of the French Commercial Code relating to the record date, setting it on the 2nd business day before the date of the General Meeting of Shareholders. This modification has been transposed into Article R. 225-85 of the French Commercial Code. Consequently, the 24th resolution proposes to the General Meeting to amend Article 24 of the Company's Articles of Association, based on the former system.

Twenty-fourth resolution (*Amendment of Article 24 of the Articles of Association – complying with the provisions of Article R. 225-85 of the French Commercial Code amended by Decree no. 2014-1466 of 8 December 2014*) – The General Meeting of Shareholders ruling under the quorum and majority required for Extraordinary General Meetings of Shareholders, having reviewed the report of the Board of Directors noting the amendments made to Article R. 225-85 of the French Commercial Code relating to the record date now set on the second business day before the General Meeting, decides to amend Article 24 of the Articles of Association as follows:

Article 24 – Access to meetings – Proxies

A. ACCESS TO MEETINGS – PROXIES

Any Shareholder, regardless of the number of shares he owns, has the right to attend General Meetings, either in person or by proxy, subject to the conditions stipulated by law and by the Articles of Association, by showing proof of identity and of title to the securities, provided that the shares have been registered, either in his name or in the name of the intermediary registered on his behalf, by 12 midnight Paris time, on the second business day before the General Meeting:

- holders of registered shares must register their shares in the registered share accounts kept with the Company's shareholder registers;
- holders of bearer shares must deposit their shares in the bearer share accounts held by the authorised intermediary. This entry or filing is evidenced by a certificate of share ownership provided by the intermediary. The certificate may be supplied electronically.

If an Ordinary Shareholder cannot attend the General Meeting in person or by proxy, he may participate in one of the following two ways:

- cast a vote remotely;
- or
- forward a proxy to the Company without naming a proxy holder,

in accordance with the applicable laws and regulations.

B. ACCESS TO SPECIAL MEETINGS – PROXIES

Any holder of Preferred Shares belonging to a given class, regardless of the number of Preferred Shares he owns, has the right to attend Special Meetings of Preferred Shareholders of a given class, either in person or by proxy, subject to the conditions stipulated by law and by the Articles of Association, by showing proof of identity and of title to the securities, provided that the shares have been registered, either in his name or in the name of the intermediary registered on his behalf, by 12 midnight Paris time, on the second business day before the Special Meeting:

- holders of registered Preferred Shares must register their shares in the registered share accounts kept on the Company's books;
- holders of bearer shares must deposit their shares in the bearer share accounts held by the authorised intermediary. This entry is evidenced by a certificate of share ownership provided by the intermediary. The certificate may be supplied electronically.

If a holder of Preferred Shares cannot attend a Special Meeting in person or by proxy, he may participate in one of the following two ways:

- cast a vote remotely;
- or
- forward a proxy to the Company without naming a proxy holder,

in accordance with the applicable laws and regulations.

C. PROVISIONS APPLICABLE TO ALL MEETINGS

If the Shareholder has requested an admission card or a certificate of share ownership, or has cast his vote remotely or sent a proxy, he may no longer choose to take part in the Meeting in another manner. However, the Shareholder may sell some or all of his shares at any time.

If the transfer of ownership occurs before 12 midnight CET on the second business day before the Meeting, the Company shall invalidate or make the necessary changes to the remote vote, the proxy, the admission card or the certificate of share ownership, as appropriate. The authorised intermediary acting as account holder shall notify the Company or its agent of such sale and forward the necessary information.

The authorised intermediary shall not make any issue notification of transfers of ownership taking place after 12 midnight CET on the second business day before the Meeting, nor shall the Company take such transfers of ownership into consideration.

Owners of shares in the Company who are not domiciled in France may be registered in an account and represented at Meetings by an intermediary that has been registered on their behalf and given a general power of attorney to manage the shares. On opening its account, however, the intermediary must disclose its status as an intermediary holding shares on behalf of third parties to the Company or the financial intermediary acting as account holder, in accordance with the applicable legal and regulatory provisions.

Based on a decision by the Board of Directors published in the meeting notice and invitation to Shareholders, Shareholders may participate in Meetings by videoconferencing, or by other means of telecommunication or remote transmission, including the internet, in accordance with legal and regulatory provisions. The Board of Directors will set the terms governing participation and voting, verifying that the procedures and technologies employed meet the technical criteria required to ensure that the meeting is continuously and simultaneously relayed and that votes are accurately recorded.

Provided they comply with the set deadlines, Shareholders who use the electronic voting form provided on the website set up by the entity in charge of the meeting formalities shall be counted as being present or represented at the Meeting. The electronic form may be completed and signed online using any procedure, including a login and password combination, that has been approved by the Board of Directors and complies with the requirements set out in the first sentence of the second paragraph of Article 1316-4 of the French Civil Code.

A proxy or a vote issued before the Meeting using these electronic means and the subsequent acknowledgement of receipt thereof shall be deemed to be irrevocable instruments that are enforceable against all parties. Note that if the transfer of ownership takes place before 12 midnight CET on the second business day before the Meeting, the Company will invalidate or make the necessary changes to the proxy or vote issued before that time and date, as appropriate.

25th resolution

AUTHORISATION TO REDUCE THE SHARE CAPITAL BY CANCELLING SHARES ACQUIRED BY THE COMPANY



Explanatory notes

The 25th resolution is asking the General Meeting to authorise the Board of Directors to cancel, by a capital reduction, all or part of the shares acquired during the share buyback programme under certain conditions.

The difference between the carrying amount of the cancelled shares and their nominal amount will be allocated to reserves and premiums.

This authorisation supersedes that granted by the 35th resolution of the General Meeting of Shareholders of 21 May 2014.

Twenty-fifth resolution (*Authorisation to the Board of Directors to reduce the share capital by cancelling ordinary shares*). The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings of Shareholders, having reviewed the Board of Directors' report and the Statutory Auditors' special report, authorises the Board of Directors, in accordance with Articles L. 225 -209 *et seq.* of the French Commercial Code:

1. to cancel, in one or more transactions and at its sole discretion, at the times and in the manner it shall decide, some or all of the ordinary shares purchased by the Company, up to a limit of 10% of the share capital in any twenty-four (24) month period as from this General Meeting of Shareholders, it being specified that this limit applies to an amount of the Company's share capital that shall, where necessary, be adjusted to reflect transactions affecting the share capital subsequent to this General Meeting of Shareholders;

2. to reduce the share capital accordingly by deducting the difference between the redemption value of the cancelled ordinary shares and their par value from the distributable share premium or reserve accounts of its choice.

Effective from this day, the authorisation hereby granted supersedes that granted by the thirty-fifth resolution adopted at the Extraordinary General Meeting of Shareholders of 21 May 2014, and is granted for a period of twenty-four (24) months to the Board of Directors, which may further delegate such authority, for the purpose of adopting all measures and attending to all formalities or declarations necessary to cancel shares, finalising the capital reduction(s), formally recording such reduction(s), amending the Articles of Association accordingly and, in general, doing all that is necessary.

26th resolution

POWERS TO CARRY OUT FORMALITIES



Explanatory notes

The 26th resolution is a routine resolution that makes it possible to carry out all legal filing or publication formalities required by law after the General Meeting.

Twenty-sixth resolution (*Powers to carry out formalities*) – The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, hereby grants full powers to the bearer of an original, copy or excerpt of the minutes of this Combined

Ordinary and Extraordinary General Meeting of Shareholders to complete any legal filing or publication formalities relating to or resulting from the decisions taken in the aforementioned resolutions and/or any additional resolutions.

TABLE SUMMARISING AUTHORISATIONS TO EFFECT CAPITAL INCREASES

Table summarising authorisations in force granted by the General Meeting of Shareholders to the Board of Directors and use made of such authorisations during the year (information required by Order No. 2004-604 of 24 June 2004 reforming the system applicable to negotiable securities):

TABLE SUMMARISING AUTHORISATIONS IN FORCE AND THE USE MADE THERE OF DURING 2014

Type of authorisation	Purpose of authorisation	Validity of authorisation	Ceiling	Use during 2014
Share buyback	Buying Crédit Agricole S.A. ordinary shares.	General Meeting of Shareholders of 21/05/2014 23 rd resolution Valid for a term of 18 months Comes into force on 21/05/2014 Expires on 21/11/2015	10% of the ordinary shares in the share capital	See detailed information p. 11 of the 2014 Registration Document
Capital increase by means of the issue of ordinary shares	Share capital increase by issuance of ordinary shares and/or any other negotiable securities giving access to the ordinary shares, with pre-emptive subscription rights.	General Meeting of Shareholders of 21/05/2014 24 th resolution Valid for a term of 26 months Expires on 21/07/2016	€3.75 billion €7.5 billion for debt securities These ceilings are subject to those in the 25 th , 26 th and 28 th resolutions	None
	Share capital increase by issuing ordinary shares and/or securities granting rights to ordinary shares, without pre-emptive subscription rights, in situations other than public offerings.	General Meeting of Shareholders of 21/05/2014 25 th resolution Valid for a term of 26 months Expires on 21/07/2016	€750 million €5 billion in respect of debt securities These ceilings are subject to the one in the 24 th resolution	None
	Share capital increase by issuing ordinary shares and/or securities granting rights to ordinary shares, without pre-emptive subscription rights, in the case of a public offering.	General Meeting of Shareholders of 21/05/2014 26 th resolution Valid for a term of 26 months Expires on 21/07/2016	€750 million €5 billion for debt securities These ceilings are subject to the one in the 24 th resolution	None
	Increase the amount of the initial issue in the event of an issue of ordinary shares and/or securities granting rights to ordinary shares, with or without pre-emptive subscription rights, approved pursuant to the 24 th , 25 th , 26 th , 28 th , 29 th , 33 rd and 34 th resolutions.	General Meeting of Shareholders of 21/05/2014 27 th resolution Valid for a term of 26 months Expires on 21/07/2016	Subject to the ceilings in the 24 th , 25 th , 26 th , 28 th , 29 th , 33 rd and 34 th resolutions.	None
	Issue ordinary shares and/or other securities granting rights to ordinary shares, without pre-emptive subscription rights, in consideration for asset transfers to the Company, consisting of equity securities or other securities granting rights to the share capital, other than through a public exchange offer.	General Meeting of Shareholders of 21/05/2014 28 th resolution Valid for a term of 26 months Expires on 21/07/2016	Up to 10% of the share capital, this ceiling being subject to the one set in the 26 th resolution.	None
	Determine the issue price of the ordinary shares as part of the redemption of "coco" contingent capital instruments (at a level at least equal to the weighted average price of the last three stock market trading days prior to the issue of the contingent capital instruments, less a discount of up to 50% where applicable) up to an annual maximum of 10% of the share capital.	General Meeting of Shareholders of 21/05/2014 29 th resolution Valid for a term of 26 months Expires on 21/07/2016	€3 billion The total nominal amount cannot exceed 10% of the share capital in any 12 month period. This ceiling is subject to the one in the 25 th or 26 th resolution.	None
	Ceiling on authorisations to issue securities with or without pre-emptive subscription rights as a result of the adoption of the 24 th to 28 th resolutions.	General Meeting of Shareholders of 21/05/2014 30 th resolution	Nominal amount of the capital increase approved pursuant to the 24 th to 28 th resolutions.	None
	Increase the share capital by capitalisation of reserves, earnings, share premiums or other items.	General Meeting of Shareholders of 21/05/2014 32 nd resolution Valid for a term of 26 months Expires on 21/07/2016	€1 billion, independent and separate ceiling.	None
Issue of securities	Issue securities giving entitlement to the allotment of debt securities.	General Meeting of Shareholders of 21/05/2014 31 st resolution Valid for a term of 26 months Expires on 21/07/2016	€5 billion Ceiling independent from the amount of debt securities set in the 24 th to 28 th resolutions.	None

PRESENTATION OF DRAFT RESOLUTIONS

Table summarising authorisations to effect capital increases

Type of authorisation	Purpose of authorisation	Validity of authorisation	Ceiling	Use during 2014
Transaction reserved for employees	Increase the share capital by issue of ordinary shares without pre-emptive subscription rights, reserved for employees of Crédit Agricole Group who subscribe to a Company savings plan.	General Meeting of Shareholders of 21/05/2014 33 rd resolution Valid for a term of 26 months Expires on 21/07/2016	€200 million Independent and distinct from other ceilings on capital increases.	None
	Increase the share capital by issuing ordinary shares, without pre-emptive subscription rights, reserved for Crédit Agricole International Employees.	General Meeting of Shareholders of 21/05/2014 34 th resolution Valid for a term of 18 months Expires on 21/11/2015	€50 million Autonomous and distinct from other ceilings on capital increases	None
	Award bonus shares that have been or will be issued to eligible Corporate Officers or employees.	General Meeting of Shareholders of 18/05/2011 29 th resolution Valid for a term of 38 months Expires on 18/07/2014	0.75% of the share capital on the date the Board of Directors decides to award them. This ceiling is subject to the one in the 24 th resolution of the EGM of 18/05/2011.	Award of 3,569,460 shares, namely 0.14289% of the share capital on 09/11/2011, the date of the Board's decision.
Cancellation of shares	Cancel shares acquired under the share buyback programme.	General Meeting of Shareholders of 21/05/2014 35 th resolution Valid for a term of 24 months Expires on 21/05/2016	10% of the total number of shares in each 24-month period.	

HOW TO PARTICIPATE IN THE GENERAL MEETING

CONDITIONS FOR EXERCISING YOUR VOTING RIGHT

All shareholders, regardless of the number of shares held, and all unitholders of the FCPE fund “Crédit Agricole Classique”, regardless of the number of units held, have the right to participate in the General Meeting of Shareholders. This right is subject to shares being recorded in the shareholder’s name, either in the Company register (registered shares or investments in the FCPE fund “Crédit Agricole Classique”), or with the financial intermediary holding his/her shares (bearer shares) no later than two business days prior to the date of the General Meeting of Shareholders, namely at midnight Paris time on Monday, 18 May 2015.

How can I exercise my voting right?

Shareholders can exercise their voting rights in any of four ways:

- by personally attending and voting at the General Meeting of Shareholders; or
- by voting by post; or
- by giving a proxy to the Chairman of the General Meeting of Shareholders or to the Chairman of the Supervisory Board of the FCPE fund “Crédit Agricole Classique” for unitholders; or
- by appointing a third party as proxy. Unitholders of the FCPE fund “Crédit Agricole Classique” can give a proxy to another unitholder.

The choice of voting option can be made online via the **Votaccess** platform (see page 36) or using the attached printed form (see page 37).

NB: shareholders or unitholders of the FCPE fund “Crédit Agricole Classique” who have voted by post or online, appointed a proxy or requested an admission card to attend the General Meeting of Shareholders, possibly accompanied by a shareholding certificate, may not choose another way of participating in the Meeting (Article R. 225-85 of the French Commercial Code).

For unitholders of the FCPE fund “Crédit Agricole Classique”

It is invested in Crédit Agricole S.A. shares. Its by-law **stipulates that unitholders are entitled to vote at the Annual General Meeting** of Crédit Agricole S.A. shareholders.

The number of voting rights to which you are entitled is calculated according to the number of Crédit Agricole S.A. shares held in the funds and the percentage of units held. These calculations do not always result in a whole number. In this case, in accordance with the legal and regulatory requirements for the FCPE, voting rights are allotted as follows:

- the **whole** number of rights is allocated directly to you;
- the **decimals** are automatically allocated **to the Chairman of the FCPE’s Supervisory Board**, who will cast the corresponding voting rights on your behalf.

Written questions

Shareholders or unitholders of the FCPE fund “Crédit Agricole Classique” wishing to ask any **questions in writing** may, from the date of the notice of meeting until the fourth business day preceding the date of the Meeting, namely **Thursday, 14 May 2015**, send them by registered letter with return receipt to the Chairman of the Board of Directors of Crédit Agricole S.A. at the address of its registered office, or by email to: **assemblee.generale@credit-agricole-sa.fr**, with a copy of **their share registration certificate**.

The answers to such written questions may be published directly on the website of Crédit Agricole S.A., at the following address:

<http://www.credit-agricole.com/en/Investor-and-shareholder/Corporate-governance/Annual-General-Meeting/2015-Lille>.

VOTING ONLINE

PLEASE NOTE



Crédit Agricole S.A. will offer online voting via the Votaccess platform from 12:00 Paris time on 23 April 2015 to 15:00 Paris time on 19 May 2015.

Note: Votaccess gives you the same options as the paper form: to request an admission card, to vote on every resolution, to give a proxy to the Chairman of the General Meeting of Shareholders (or to the Chairman of the Supervisory Board of the FCPE fund "Crédit Agricole Classique"), to appoint a third party as proxy.

Innovation 2015: This year, you can print from home the admission card for the General Meeting

Registered shareholders or unitholders of the FCPE fund "Crédit Agricole Classique"

1. Use the ID shown on the voting form to log on to <https://www.credit-agricole-sa.olisnet.com>:
 - if you have already logged on to this website, click "Access my account";
 - if this is your first time logging on to this website, click "First-time log in".

And follow the on-screen instructions.

If you don't have an ID and password, you can request them by mail from CACEIS Corporate Trust⁽¹⁾, which must receive the request no later than 13 May 2015.

2. Once logged in, click on the "Vote Online" module, which will redirect you to the Votaccess secure platform (see screenshot below).

Bearer shareholders

1. Log on to the website of the institution managing your account using your usual login codes.
2. Click the icon next to the line showing your Crédit Agricole S.A. shares and follow the on-screen instructions.

The financial institution holding your shares must have signed up to the Votaccess system in order to be able to offer this service for the General Meeting of Shareholders of Crédit Agricole S.A. Alternatively, you can always vote using the paper form, asking your financial intermediary for a notice of meeting file at the earliest opportunity.

CREDIT AGRICOLE SA
Ordinary and Extraordinary General Meeting on 20th May 2015

Log out
Online help
English

Give proxy to the chairman
Vote on the resolutions
Request an attendance card
Give proxy to a mentioned person
Consult the documentation
Balance by associated ISIN codes

Ordinary and extraordinary general meeting on 20 May 2015 at 10:30 AM CET
Lille Grand Palais, 1 Boulevard des Cités Unies - 59777 LILLE EURALLILLE

ELECTRONIC VOTE DEADLINE
The 19/05/2015
at 03:00 PM CET

YOUR BALANCE
100 bearer securities / shares
100 voting rights of which
0 exercised voting rights

ACCOUNT OWNER DETAILS
PREVIEW TEST
66 RUE VILETTE
69003 LYON

TERMS AND CONDITIONS GOVERNING THE VOTE

Choose how you will participate in the meeting and follow the instructions

(1) CACEIS Corporate Trust - Investor Relations Crédit Agricole S.A. - 14 rue Rouget-de-Lisle - 92862 Issy-les-Moulineaux Cedex 9.

VOTING USING THE PAPER FORM

PLEASE NOTE



17 May 2015 – any forms received by CACEIS Corporate Trust after this date will not be processed for the General Meeting of Shareholders.

STEP 1

You attend the General Meeting of Shareholders in person and request an admission card

OR

You vote by post

OR

You give a proxy to the Chairman of the General Meeting of Shareholders or to the Chairman of the Supervisory Board of the FCPE

OR

You appoint a third party as proxy, providing his/her full contact details

IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso du formulaire. Whichever option is used, shade box (x) like this ☒, date and sign at the bottom of the form.

A. ☐ Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire. I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.

B. ☐ J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes. I prefer to use the postal voting form or the proxy form as specified below.

CA CRÉDIT AGRICOLE S.A.
Société anonyme au capital de 7 729 097 322 Euros
784 608 416 RCS NANTERRE
Siège social : 12 place des Etats-Unis
92127 Montrouge Cedex

Assemblée Générale Ordinaire et Extraordinaire du 20 mai 2015
Ordinary and Extraordinary General Meeting 20 May 2015

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Actionnaire - Shareholder Identifiant - Account	Nominatif Registered	Vote simple Single vote
Nombre d'actions Number of shares	Porteur Bearer	Vote double Double vote
Nombre de voix - Number of voting rights		

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés et agréés par le Conseil d'Administration, à l'EXCEPTION de ceux que je signale en notifiant comme ceci ☒ la case correspondante et pour lesquels je vote NON ou je m'abstiens.

Sur les projets de résolutions non agréés par le Conseil d'Administration, je vote en notifiant comme ceci ☒ la case correspondante à mon choix.

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

JE DONNE POUVOIR À : Cf. au verso (4)
I HEREBY APPOINT: See reverse (4)
M. Mme ou Mlle, Dénomination Sociale /
Mr, Mrs or Miss, Corporate Name

Adresse / Siège Social
Address / Corporate Address

ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.
CAUTION : If it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement). Cf. au verso (1)
Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary). See reverse (1)

Je vote OUI / Non/No									
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<input type="checkbox"/>									

IF YOU HAVE ANY QUERIES OR PROBLEMS LOGGING ON

Please contact CACEIS Corporate Trust on **+33 1 57 78 34 33**
(Monday to Friday, 9.00 a.m. to 6.00 p.m. Paris time),
or send an e-mail to ct-contactcasa@caceis.com.

Revoking proxies

A shareholder may revoke his or her proxy using the same method as for its appointment, notifying CACEIS Corporate Trust accordingly. To appoint a new proxy, shareholders:

- who have opted for the paper version of the form should ask CACEIS Corporate Trust (if they hold registered shares or units in the FCPE fund “Crédit Agricole Classique”⁽¹⁾) or their financial intermediary (if they hold bearer shares) to send them a new proxy voting form marked “Change in proxy”. The form must be received by CACEIS Corporate Trust no later than 17 May 2015;
- who have opted to use the website can update their choice online until **3.00 p.m. Paris time on 19 May 2015**.

⁽¹⁾ CACEIS Corporate Trust – Relation Investisseurs Crédit Agricole S.A. – 14, rue Rouget-de-Lisle – 92862 Issy-les-Moulineaux Cedex 9.

DOCUMENT AND INFORMATION REQUEST FORM



Ordinary and Extraordinary General Meeting

20 May 2015

At Lille Grand Palais

1, boulevard des Cités Unis - 59777 Lille EuraLille

Request form to be returned to:

CACEIS Corporate Trust

Crédit Agricole S.A. - Investor Relations

14 rue Rouget-de-Lisle

92862 ISSY-LES-MOULINEAUX Cedex 9

Mr/Mrs/Ms

Surname: First name:

Address:

Postal code: City: Country:

■ **Holding shares in Crédit Agricole S.A.:**

☐ registered

☐ bearer, account with⁽¹⁾

■ **Holding units:**

☐ owner of shares of the FCPE "Crédit Agricole Classique"

Wishes to receive documents and information itemised in Article R. 225-88 of the French Commercial Code, for the above-mentioned meeting pursuant to the provisions of Article R. 225-83 of same.

Signed in:, on 2015

Signature

*NB: in accordance with the provisions of Article R. 225-88 § 3 of the French Commercial Code, shareholders or unitholders may, by submitting a single request, ask the Company to dispatch, for all subsequent Shareholders' General Meetings, the documents and information itemised in Article R. 225-88 of same. **[If you wish to request these documents, please fill in the form below].***

Surname: First name:

Address:

Postal code: City: Country:

Please write in block capitals and return the form in its entirety. This form will be used to dispatch the documents you have requested.

⁽¹⁾ Name of the financial institution holding the shares in account.

THINK ABOUT IT



DEMATERIALISATION OF THE MEETING FILE FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING

Join the 20,000 holders of registered shares and unitholders of the FCPE fund "Crédit Agricole Classique" who have already made this choice, by connecting on the website <https://www.credit-agricole-sa.olisnet.com>.

FOR FURTHER INFORMATION, PLEASE CONTACT:

- Crédit Agricole S.A. – Individual Shareholders Relations
12, place des États-Unis
92127 Montrouge Cedex, France
E-mail: credit-agricole-sa@relations-actionnaires.com
Toll-free number (within France): 0 800 000 777
from 9.00 a.m. to 6.00 p.m. Paris time
www.credit-agricole.com/en/Investor-and-shareholder
- CACEIS Corporate Trust
Crédit Agricole S.A. Investor Relations
14, rue Rouget-de-Lisle
92862 Issy-les-Moulineaux Cedex 9, France
E-mail: ct-contactcasa@CACEIS.com
Tel.: +33 1 57 78 34 33 from 9.00 a.m. to 6.00 p.m. Paris time

The personal information communicated in this form is subject to data processing by CACEIS Corporate Trust in its capacity of data processing company. This information is required for sending the legal documentation.

Pursuant to Act 78-17 of 6 January 1978 (French Data Protection Act), shareholders can exercise their right to access all information concerning them by contacting:

CACEIS Corporate Trust
Crédit Agricole S.A. – Investor Relations
14, rue Rouget-de-Lisle
92862 Issy-les-Moulineaux Cedex 9, France

Join the Crédit Agricole S.A. Shareholders Club to:

- meet executives during information meetings,
- receive Group's news each month by email,
- participate in thematic web conferences given by experts of the Group,
- attend cultural and sporting events.

Registration procedures to the Club

The Club is open to individual shareholders holding:

- at least 50 bearer shares,
- or 1 registered share.

And to employees of the Group who are holding at least one share in direct.

Register directly on

<http://www.credit-agricole.com/en/Investor-and-shareholder/Shareholders-club/Join-the-Club2>

Contact us

By phone: 0 800 000 777

By email: credit-agricole-sa@relations-actionnaires.com



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KEEP INFORMED!



**Guide actionnaire
2015**
(Only in French)



**Guide nominatif
2015**
(Only in French)



**Guide Assemblée Générale
2015**
(Only in French)



2014 REGISTRATION DOCUMENT

Our publications can be downloaded on
<http://www.credit-agricole.com/en/Investor-and-shareholder>