## $\label{eq:proposed appointment of a Director submitted to the AGM$

## Monica Mondardini



Date of birth: 26 September 1960 Deputy director, "Gruppo Editoriale L'Espresso"

Monica Mondardini does not currently hold any shares in the Company.

By virtue of the powers granted to him by the Board at its meeting of 24 February 2010, the Chairman has approved the final wording of the twenty-second resolution appearing in the notice of meeting. The shareholders are asked to appoint Monica Mondardini as a Director to replace Dominique Lefebvre.

Career :

Monica Mondardini holds a degree in Economics and Statistics from the University of Bologna (Italy). She has spent most of her working years outside her native country, in two sectors, publishing and insurance.

Ms Mondardini began her career in 1985 with a publishing group, where she participated in an international development project that eventually brought her to Spain, in 1998. In 1990, she joined the Hachette group as head of the Spanish subsidiary of Hachette Livre. In 1993, she was named Head of the International Division and Executive Committee member of Hachette Livre.

In 1998, Ms Mondardini moved to the Generali Group as Chief Executive Officer of Europ Assistance. Two years later, she was named Head of Planning and Management Control at the Generali headquarters in Trieste. In 2001, she was appointed CEO of Generali Spain -- one of the leading insurance company in that country.

Since early 2009, she has been Deputy Director of "Gruppo Editoriale L'Espresso", one of Italy's largest publishers. It is No. 1 in newspapers, with La Repubblica and 17 regional papers, and also holds a strong presence in periodicals.

## ADDITIONAL RESOLUTION SUBMITTED BY SHAREHOLDERS

Certain Crédit Agricole S.A. shareholders have introduced a proposed resolution to be submitted to the Annual General Meeting of 19 May 2010. As these shareholders meet the requirements set out in article L. 225-105, paragraph 2, and article R. 225-71, paragraph 2, of the French Commercial Code, this resolution, the wording of which appears below, will be submitted to the shareholders for approval and will be added to the meeting agenda.

If you are voting by mail by using the enclosed ballot form(s), in order to vote on this <u>additional</u> resolution, which is <u>not submitted by the Board of Directors</u>, please use the <u>right side of the box</u> provided for this purpose ("<u>resolution A</u>").

We note that the Board of Directors of Crédit Agricole S.A. has not yet considered this additional resolution.

## Wording of resolution:

**Resolution "A", introduced by four employee share ownership plans (ESOP),** "Crédit Agricole S.A. Actions", "Crédit Agricole Classique", "Crédit Agricole Multiple 2005", "Crédit Agricole Multiple 2007":

"Within the context of the thirty-fourth resolution, at their meeting of 30 March 2010, the four supervisory boards of the employee share ownership plans proposed that the supervisory boards be majority-controlled by employees, in order to fairly reflect the ownership structure of these employee-owned funds and to conform to the practice instituted for ESOP CREDIT AGRICOLE S.A. Actions, whereas management wishes to maintain a 50/50 split between the Employer and Employee representatives.

The General Meeting grants full powers to the Board of Directors, with the right to further delegate such powers as permitted by law, for the purpose of defining the terms and conditions for allocating seats on the ESOP's supervisory boards and more specifically, to determine that a majority of the seats on the supervisory boards, whether existing or to be created, will be held by employee representatives of the unit holders."