

**AMUNDI**  
**Public limited company (*société anonyme*)**  
**With share capital of €503,776 405**  
**Registered office: 91-93, Boulevard Pasteur, 75015 PARIS**  
**Paris Trade and Companies Register No. 314 222 902**

**Ordinary and Extraordinary General Meeting of Shareholders**

**Notice of meeting**

The Shareholders of AMUNDI are hereby informed that they will be convened for the purposes of the Ordinary and Extraordinary General Meeting of Shareholders at 9:30 a.m. on Thursday, May 18, 2017, at 91-93, Boulevard Pasteur, 75015 PARIS, to deliberate on the following agenda and draft resolutions:

**Agenda**

**Items presented to the Ordinary General Meeting of Shareholders**

- Approval of the unconsolidated financial statements for the 2016 fiscal year
- Approval of the consolidated financial statements for the 2016 fiscal year
- Appropriation of net income for the fiscal year and payment of the dividend
- Approval of the agreements and undertakings governed by the provisions of Articles L. 225-38 *et seq.* of the French Commercial Code
- Vote by the General Meeting of Shareholders on the compensation components due or granted for the fiscal year ended December 31, 2016 to Jean-Paul Chifflet, Chairman of the Board of Directors until April 28, 2016
- Vote by the General Meeting of Shareholders on the compensation components due or granted for the fiscal year ended December 31, 2016 to Yves Perrier, Chief Executive Officer
- Approval of the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional items comprising the total compensation and benefits of any kind attributable to Yves Perrier, Chief Executive Officer, for the 2017 fiscal year
- Consultation on the overall amount of compensation paid during the previous fiscal year to the Senior Managers<sup>1</sup>, within the meaning of Article L. 511-13 of the French Monetary and Financial Code, and the categories of employees identified according to Article L. 511-71 of the French Monetary and Financial Code
- Approval of the appointment of Michel Mathieu as Director
- Renewal of Laurence Danon-Arnaud's term as Director
- Renewal of H  l  ne Molinari's term as Director
- Renewal of Christian Rouchon's term as Director
- Renewal of Andr  e Samat's term as Director
- Authorization to the Board of Directors to trade in the Company's own shares

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<sup>1</sup> Or Executive Directors

### Items presented to the Extraordinary General Meeting of Shareholders

- Delegation of power to the Board of Directors to increase the share capital of the Company or of another company through the issuance of shares and/or securities granting access, immediately or in the future, to the Company's share capital, with preferential subscription rights
- Delegation of power to the Board of Directors to increase the share capital of the Company or of another company through the issuance of shares and/or securities granting access, immediately or in the future, to the Company's share capital, without preferential subscription rights, by way of public offer
- Delegation of power to the Board of Directors to increase the share capital of the Company or of another company through the issuance of shares and/or securities granting access, immediately or in the future, to the Company's share capital, without preferential subscription rights, by way of private placement referred to in Article L. 411-2, II, of the French Monetary and Financial Code
- Option to issue shares and/or securities granting access, immediately or in the future, to shares to be issued by the Company in consideration for contributions in kind consisting of shares or securities granting access to share capital
- Determination of the issue price, within the limit of 10% of the share capital per year, in connection with a capital increase through the issuance of equity securities without preferential subscription rights
- Delegation of power to the Board of Directors to increase the share capital through the capitalization of premiums, reserves, profits or other items
- Delegation of power to the Board of Directors to increase the number of shares to be issued in a capital increase, with or without preferential subscription rights
- Delegation of power to the Board of Directors to carry out capital increases reserved for participants in Company savings plans without preferential subscription rights
- Authorization to the Board of Directors to grant performance shares (outstanding or to be issued) to some or all group employees and corporate officers
- Delegation of power to the Board of Directors to reduce the share capital through the cancellation of treasury shares
- Powers to carry out formalities.

### **Draft resolutions submitted by the Board of Directors to the Ordinary and Extraordinary General Meeting of Shareholders on Thursday, May 18, 2017.**

#### **Draft resolutions submitted to the Ordinary General Meeting of Shareholders**

##### **First resolution (Approval of the unconsolidated financial statements for the 2016 fiscal year)**

The General Meeting of Shareholders, deliberating 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 unconsolidated financial statements for the 2016 fiscal year as presented, including the balance sheet, the income statement and the notes to the financial statements, as well as the transactions reflected in these financial statements and summarized in these reports.

**Second resolution (Approval of the consolidated financial statements for the 2016 fiscal year)**

The General Meeting of Shareholders, deliberating 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 consolidated financial statements for the 2016 fiscal year as presented, including the balance sheet, the income statement and the notes to the financial statements, as well as the transactions reflected in these financial statements and summarized in these reports.

**Third resolution (Appropriation of net income for the fiscal year and payment of the dividend)**

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, having acknowledged that the financial statements for the fiscal year ended December 31, 2016 and approved by this General Meeting of Shareholders show a profit of €299,126,236.76:

- resolves to deduct, in accordance with the applicable legal provisions, an amount equal to €170,058.00 from this profit and to allocate it to the legal reserve,
- duly notes that the balance of the profit for the 2016 fiscal year, plus retained earnings for previous fiscal years, has increased the amount of distributable earnings to €1,994,291,454.62;
- resolves to appropriate distributable earnings as follows:

to dividends <sup>(1)</sup>	€369,436,031.80
to retained earnings	€1,624,855,422.82

*(1) The total amount distributed, as indicated above, is based on the number of shares entitled to dividends as of December 31, 2016, i.e. 167,925,469 shares, and may vary if the number of shares entitled to dividends changes between January 1, 2017 and the ex-date, depending in particular on the number of treasury shares, the final allocation of free shares and options exercised (if the beneficiary is entitled to dividends in accordance with the provisions of the relevant plans)*

The dividend is set at €2.20 per share for each of the 167,925,469 shares entitled to dividends.

Shares will be designated ex-dividend on May 26, 2017 and paid out as from May 30, 2017. It should be noted that, at the time of payment of such dividends, if the Company holds a portion of its own shares, the dividends not paid on those shares will be allocated to retained earnings.

Pursuant to Article 243 bis of the French General Tax Code, this dividend is eligible to the 40% deduction provided for by Article 158, section 3, sub-section 2 of the French General Tax Code, when paid to individual shareholders whose tax residence is France.

In accordance with applicable laws, the General Meeting of Shareholders notes that the following dividends were paid in the three fiscal years preceding the 2016 fiscal year:

Fiscal year	Dividend per share (in euros)	Amount per share eligible for the tax deduction (in euros)	Amount per share not eligible for the tax deduction (in euros)	Total dividend (in millions of €)
2013	1.35	1.35	0	225
2014	1.46	1.46	0	244
2015	2.05	2.05	0	343

**Fourth resolution (Approval of the agreements and undertakings governed by the provisions of Articles L. 225-38 et seq. of the French Commercial Code)**

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, having reviewed the special report of the Statutory Auditors on agreements and undertakings governed by the provisions of Articles L. 225-38 and L. 225-40 to L. 225-42 of the French Commercial Code, approves all the provisions of this report as well as the new agreement described therein, approved by the Board of Directors and entered into during the fiscal year ended December 31, 2016, or after this date, but no later than the date of the Board of Directors' meeting convened to approve the financial statements for the fiscal year ended December 31, 2016.

**Fifth resolution (Vote by the General Meeting of Shareholders on the compensation components due or granted for the fiscal year ended December 31, 2016 to Jean-Paul Chifflet, Chairman of the Board of Directors until April 28, 2016)**

The General Meeting of Shareholders, consulted in accordance with section 26.2 of the AFEP-MEDEF Code of Corporate Governance for listed companies, to which the Company refers pursuant to Article L. 225-37 of the French Commercial Code, deliberating in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, issues a favorable opinion on the compensation components due or granted for the fiscal year ended December 31, 2016 to Jean-Paul Chifflet, Chairman of the Board of Directors until April 28, 2016, as presented in Chapter 2 of the registration document.

**Sixth resolution (Vote by the General Meeting of Shareholders on the compensation components due or granted for the fiscal year ended December 31, 2016 to Yves Perrier, Chief Executive Officer)**

The General Meeting of Shareholders, consulted in accordance with section 26.2 of the AFEP-MEDEF Code of Corporate Governance for listed companies, to which the Company refers pursuant to Article L. 225-37 of the French Commercial Code, deliberating in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, issues a favorable opinion on the compensation components due or granted for the fiscal year ended December 31, 2016 to Yves Perrier, Chief Executive Officer, as presented in Chapter 2 of the registration document.

**Seventh resolution (Approval of the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional items comprising the total compensation and benefits of any kind attributable to Yves Perrier, Chief Executive Officer, for the 2017 fiscal year)**

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, having reviewed the report of the Board of Directors and the detailed report on compensation items, pursuant to Article L. 225-37-2 of the French Commercial Code, approves the principles and criteria for determining, allocating and awarding the

fixed, variable and exceptional items comprising the total compensation and other benefits of any kind attributable to Yves Perrier, Chief Executive Officers for the 2017 fiscal year, as presented in the detailed report on compensation items included in Chapter 2 of the registration document.

**Eighth resolution (Consultation on the overall amount of compensation paid during the previous fiscal year to the actual Senior Managers<sup>2</sup>, within the meaning of Article L. 511-13 of French Monetary and Financial Code and the categories of employees identified according to Article L. 511-71 of the French Monetary and Financial Code)**

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, having reviewed the report of the Board of Directors and pursuant to Article L. 511-73 of the French Monetary and Financial Code, issues a favorable opinion on the overall amount of compensation of any kind, paid during the previous fiscal year, which amounted to €3,671,756, to Senior Managers, within the meaning of Article L. 511-13 of the French Monetary and Financial Code, and to categories of employees identified according to Article L. 511-71 of the French Monetary and Financial Code, including risk takers, employees in oversight positions, as well as employees who, with respect to overall income, are in the same wage bracket, whose professional activities have a material impact on the risk profile of the Company or the group.

**Ninth resolution (Approval of the appointment of Michel Mathieu as Director)**

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, approves the appointment by the Board of Directors of Michel Mathieu as a Director of the Company, to replace Jean-Paul Chifflet, who resigned, for the remainder of Mr. Chifflet's term of office, i.e. until the adjournment of the General Meeting of Shareholders convened to approve the financial statements for the fiscal year ending December 31, 2017.

**Tenth resolution (Renewal of Laurence Danon-Arnaud's term as Director)**

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, having noted that Laurence Danon-Arnaud's term as Director is set to expire at the adjournment of this meeting, resolves to renew this term for an additional three-year period, set to expire at the adjournment of the General Meeting of Shareholders of the Company convened to approve the financial statements for the fiscal year ending December 31, 2019.

**Eleventh resolution (Renewal of H  l  ne Molinari's term as Director)**

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, having noted that H  l  ne Molinari's term as Director is set to expire at the adjournment of this meeting, resolves to renew this term for an additional three-year period, set to expire at the adjournment of the General Meeting of Shareholders of the Company convened to approve the financial statements for the fiscal year ending December 31, 2019.

**Twelfth resolution (Renewal of Christian Rouchon's term as Director)**

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, having noted that Christian Rouchon's term as Director is set to expire at the adjournment of this meeting, resolves to renew this term for an additional three-year period, set to expire at the adjournment of the General Meeting of Shareholders of the Company convened to approve the financial statements for the fiscal year ending December 31, 2019.

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<sup>2</sup> Or Executive Directors

### **Thirteenth resolution (Renewal of Andrée Samat's term as Director)**

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, having noted that Andrée Samat's term as Director is set to expire at the adjournment of this meeting, resolves to renew this term for an additional three-year period, set to expire at the adjournment of the General Meeting of Shareholders of the Company convened to approve the financial statements for the fiscal year ending December 31, 2019.

### **Fourteenth resolution (Authorization to the Board of Directors to trade in the Company's own shares)**

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, having reviewed the report of the Board of Directors, authorizes the Board of Directors, which may further delegate such authority as provided for by law, and in accordance with the provisions of Articles L. 225-209 *et seq.* of the French Commercial Code, to purchase or to arrange for the purchase of the Company's shares *inter alia* for the following purposes:

- granting or selling shares to employees under the French statutory profit-sharing scheme or the implementation of any entity or group (or similar) savings plan in accordance with the conditions provided for by law, in particular Articles L. 3332-1 *et seq.* of the French Labor Code; or
- granting performance shares pursuant to Articles L. 225-197-1 *et seq.* of the French Commercial Code; or
- in general, complying with obligations in respect of stock option plans or other allocations of shares to employees or corporate officers of the issuer or an affiliated entity; or
- delivering shares upon the exercise of rights attached to securities granting access to the share capital through redemption, conversion, exchange, presentation of a warrant, or any other means; or
- cancelling some or all of the shares so purchased; or
- market-making in the secondary market or maintaining the liquidity of Amundi's shares through an investment services provider pursuant to a liquidity agreement that complies with the market ethics charter recognized by the French *Autorité des marchés financiers*.

This program is also intended to enable the implementation of any market practices admitted by the French *Autorité des marchés financiers*, and, more generally, the performance of any transaction that complies with applicable regulations. In such event, the Company will notify its shareholders by press release.

Purchases of the Company's own shares may relate to a number of shares such that, at the date of each purchase, the total number of shares purchased by the Company since the beginning of the buyback program (including shares subject to said buyback), does not exceed 10% of the shares that make up the Company's share capital at that time (taking into account transactions affecting the share capital subsequent to this General Meeting), i.e. for information purposes, as of December 31, 2016, a buyback limit of 16,792,546 shares, it being specified that (i) the number of shares purchased to be held and delivered at a later date in connection with a merger, spin-off or contribution may not exceed 5% of the Company's share capital; and (ii) when the shares are purchased to increase liquidity under the conditions defined by the general regulations of the French *Autorité des marchés financiers*, the number of shares taken into account to calculate the aforementioned 10% limit is the number of shares purchased minus the number of shares resold during the term of the authorization.

Shares may be bought, sold, or transferred at any time (other than during a tender offer for the Company's shares), within the limits authorized under applicable laws and regulations and by any means, on regulated markets or multilateral trading facilities, through systematic internalizers or over the counter, including through block trades, by tender offer or public exchange offer, or through the use of options or other derivative financial instruments traded on regulated markets, multilateral trading facilities, through systematic internalizers or over-the-counter, or by delivery of shares following the issuance of securities

granting access to the Company's share capital through conversion, exchange, redemption or exercise of a warrant or by any other means (without limiting the share of the buyback program that may be carried out by any of these means), either directly or indirectly through an investment services provider.

The maximum price for which the shares may be purchased pursuant to this resolution will be €75 per share (or the equivalent of that amount in any other currency at the same date). In the event of a change in the nominal value of the shares, a share capital increase through the capitalization of reserves, an allocation of performance shares, a stock split or reverse stock split, a distribution of reserves or of any other assets, an amortization of capital or any other transactions affecting the share capital or the shareholders' equity, the General Meeting of Shareholders delegates to the Board of Directors the power to adjust the aforementioned maximum purchase price in order to take into account the impact of these transactions on the value of the shares.

The total amount allocated to the share buyback program authorized hereunder may not exceed 1 billion euros.

Full powers are granted to the Board of Directors, which may further delegate such authority as provided for by law, to decide on and implement this authorization and if necessary to specify the conditions and determine the terms hereof, to implement the share buyback program, and *inter alia* to place stock market orders, to enter into any agreement, allocate or reallocate the purchased shares to different objectives in accordance with applicable laws and regulations, to establish the terms and conditions pursuant to which, if applicable, the rights of the holders of securities or options granting access to share capital or other rights granting access to share capital will be protected, in accordance with applicable legal and regulatory or, as the case may be, contractual provisions requiring other adjustments, to submit any statements or filings to the French *Autorité des marchés financiers* or any other competent authority, and to accomplish all other formalities and generally do all that is necessary.

This authorization is granted for a maximum period of 18 months with effect from the date of this General Meeting of Shareholders.

It cancels from the date of this General Meeting of Shareholders any unused portion of any previous authorization granted to the Board of Directors to trade in the Company's own shares.

#### **Resolutions submitted to the Extraordinary General Meeting of Shareholders**

##### ***Fifteenth resolution (Delegation of power to the Board of Directors to increase the share capital of the Company or of another company through the issuance of shares and/or securities granting access, immediately or in the future, to the Company's share capital, with preferential subscription rights)***

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings of Shareholders, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, and in particular Articles L.225-129, L. 225-129-2, L. 225-132 to L. 225-134 and L. 228-91 *et seq.* of the French Commercial Code:

1. delegates to the Board of Directors, which may further delegate such authority as provided for by law, its authority to decide to increase the share capital with preferential subscription rights, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, either in euros or in any other currency or monetary unit established in reference to several currencies, with or without additional paid-in capital, against payment or free of charge, through the issuance (i) of shares in the Company (excluding preference shares), and/or (ii) securities governed by Articles L. 228-92 (paragraph 1), L. 228-93 (paragraphs 1 and 3) or L. 228-94 (paragraph 2) of the French Commercial Code granting access

immediately or in the future, at any time or at an established date, through subscription, conversion, exchange, redemption, presentation of a warrant or by any other means, to the share capital of the Company or of any other company, it being specified that the shares may be paid-up in cash, or through the clearing of debts, or through the capitalization of reserves, profits or premiums;

2. resolves to set the following limits on the amounts of authorized capital increases in the event the Board of Directors uses this delegation of power:

- the maximum nominal amount of capital increases that may be carried out immediately or in the future, by virtue of this delegation of power, is set at 50% of the Company's share capital as at the date of this General Meeting of Shareholders, it being specified that the total maximum nominal amount of capital increases that may be carried out by virtue of this delegation and of those granted by virtue of the 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup>, 22<sup>nd</sup> and 23<sup>rd</sup> resolutions of this General Meeting of Shareholders is set at 50% of the Company's share capital at the date of this General Meeting of Shareholders;
- these limits will be increased, where applicable, by the nominal amount of shares to be issued in order to maintain, in accordance with legal and regulatory provisions and, where applicable, with contractual stipulations providing for other cases of adjustment, the rights of holders of securities granting access to the share capital or other rights granting access to the share capital;

3. resolves to set the following limits on the amounts of debt securities authorized in the event of the issuance of debt securities granting access immediately or in the future to the share capital of the Company or of other companies:

- the maximum nominal amount of debt securities that may be issued immediately or in the future by virtue of this delegation of power is set at €3.5 billion or the equivalent of this amount in any other currency or monetary unit established in reference to several currencies at the date of issuance;
- where applicable, any redemption premium above par value will be added to this amount;
- this amount is independent of the amount of debt securities that may be issued by virtue of other resolutions submitted to this General Meeting of Shareholders as well as debt security issues that may be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 (paragraph 3), L. 228-93 (paragraph 6) and L. 228-94 (paragraph 3) of the French Commercial Code;

4. in the event this delegation of power is used by the Board of Directors:

- resolves that the issue(s) will be reserved in priority to shareholders that will be able to subscribe in full, in proportion to the number of shares held at the date of issuance;
- acknowledges that the Board of Directors will be entitled to establish subscription rights based on reduced allotments;
- acknowledges that this delegation of power automatically entails, in favor of the holders of securities issued granting access to the share capital of the Company, the waiving by the shareholders of their preferential subscription rights to the shares to which such securities would give right immediately or in the future;
- acknowledges that, in accordance with Article L. 225-134 of the French Commercial Code, in the event the subscriptions carried out in full and, where applicable, on a reduced allotment basis, failed to absorb the capital increase in its entirety, the Board may use one or both of the following options, under the conditions provided for by law and in the order determined by the Board:

- freely distributing some or all of the shares or, in the case of securities granting access to the share capital, the securities whose issuance has been decided but which have not yet been subscribed for;
- offering, on the French or foreign market, some or all of the shares to the public or, in the case of securities granting access to the share capital, the securities which have not been subscribed for;
- in general, limiting the capital increase to the amount of subscriptions, provided that, for the issuance of shares or securities whose primary security is a share, said amount reaches, after the two aforementioned options have been used as the case may be, three-fourths of the decided amount of the capital increase;
- resolves that issues of warrants for Company shares may also be carried out through a free allotment to the holders of outstanding shares, it being specified that any allotment rights relating to fractions of shares and the corresponding securities will be sold under the conditions provided for in Article L. 228-6-1 of the French Commercial Code;

5. resolves that the Board of Directors will have all powers, and may further delegate said powers as provided for by law, to implement this delegation of power, in particular for the purpose of:

- resolving to issue shares and/or securities granting access immediately or in the future to the share capital of the Company or of another company;
- setting the amount of issue, the price of issue and the amount of the premium that may be requested upon issuance or, where applicable, the amount of reserves, profits or premiums that may be capitalized;
- determining the dates and conditions of issuance, as well as the type, number and features of shares and/or securities to be created;
- for securities issues, deciding whether or not said securities will be subordinated (and, where applicable, their ranking, pursuant to the provisions of Article L. 228-97 of the French Commercial Code), setting their interest rate (in particular, fixed-rate, variable-rate, zero-coupon or indexed) and providing, where applicable, for mandatory or optional cases of suspension or non-payment of interest, providing for the duration of such cases (defined or undefined period), the option of reducing or increasing the nominal value of the securities and the other terms and conditions of issuance (including the provision of guarantees or security interests) and amortization (including redemption through the delivery of Company assets); where applicable, said securities may entitle the Company to issue debt securities (or equivalents) as payment of interest where the Company has suspended payment or may take the form of complex bonds, within the meaning assigned by the stock market authorities (for example, due to their conditions of redemption or remuneration, or other rights such as indexing or options); modifying the aforementioned conditions, during the lifespan of the securities in question, in accordance with the applicable formalities;
- determining the conditions applying to the paying-up of shares;
- establishing, where applicable, the conditions governing the exercise of rights (conversion, exchange, redemption, including through the delivery of Company assets such as treasury stock or securities already issued by the Company) attached to shares or securities granting access to the share capital and, in particular, setting the date (which may be retroactive) from which the new shares will bear rights, as well as any other terms and conditions governing the completion of the capital increase;
- establishing the conditions under which the Company will be entitled, where applicable, to purchase or exchange securities granting access to the share capital on the market, at any time or during specific periods, for the purpose of cancelling the securities or not, in accordance with legal provisions;

- providing for the option of suspending the exercise of the rights attached to shares or securities granting access to the share capital, in compliance with applicable legal and regulatory provisions;
- at its sole initiative, offsetting the costs of the capital increase against the amount of the associated premiums and deducting the necessary amounts to constitute the legal reserve from this amount;
- determining and making any adjustments intended to account for the impact of transactions in the share capital or shareholders' equity of the Company, particularly in the event of a change in the nominal amount of the shares, a capital increase through the capitalization of reserves, profits or premiums, the allocation of performance shares, a stock split or reverse stock split, the payment of dividends, reserves, premiums or any other assets, the amortization of share capital, or any other transaction in the share capital or shareholders' equity of the Company (including in case of tender offer and/or change of control), and establishing any other conditions aimed at protecting, where applicable, the rights of the holders of securities granting access to the share capital or other rights granting access to the share capital (including through cash adjustments);
- duly recording the completion of each capital increase and amending the Articles of Association accordingly;
- in general, entering into any agreement, particularly for the purpose of completing future capital increases, taking any measures and carrying out any formalities necessary for the issuance, listing and financial servicing of securities issued by virtue of this delegation of power, and the exercise of rights attached thereto;

6. acknowledges that, in the event the Board of Directors uses the delegation of power granted in this resolution, the Board of Directors will report to the following Ordinary Meeting of Shareholders, in accordance with applicable laws and regulations, on the use of authorizations granted in this resolution;

7. resolves that the Board of Directors may not, without the prior authorization of the General Meeting of Shareholders, use this delegation of power once a tender offer for the Company's shares has been submitted by a third party and until the end of the offering period;

8. acknowledges that this delegation of power cancels, from the date of this General Meeting of Shareholders, any unused portion of any previous delegation of power having the same purpose, i.e. any delegation of power granting the authority to increase the share capital of the Company or of another company through the issuance of shares and/or securities granting access immediately or in the future to the share capital, with preferential subscription rights;

9. sets the period of validity of the delegation of power granted by this resolution at twenty-six months, as from the date of this General Meeting of Shareholders.

**Sixteenth resolution (*Delegation of power to the Board of Directors to increase the share capital of the Company or of another company through the issuance of shares and/or securities granting access, immediately or in the future, to the Company's share capital, without preferential subscription rights, by way of public offer*)**

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings of Shareholders, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, and in particular Articles L.225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 225-148 and L. 228-91 *et seq.* of the French Commercial Code:

1. delegates to the Board of Directors, which may further delegate such authority as provided for by law, its authority to decide to increase the share capital without preferential subscription rights by

way of public offer, on one or more occasions, in France or abroad, in the proportions and at the times it deemes appropriate, either in euros or in any other currency or monetary unit established in reference to several currencies, with or without additional paid-in capital, against payment or free of charge, through the issuance (i) of shares in the Company (excluding preference shares), and/or (ii) securities governed by Articles L. 228-92 (paragraph 1), L. 228-93 (paragraphs 1 and 3) or L. 228-94 (paragraph 2) of the French Commercial Code granting access immediately or in the future to the share capital, at any time or at an established date, through subscription, conversion, exchange, redemption or presentation of a warrant or by any other means, of the share capital of the Company or of any other company, it being specified that the shares may be paid-up in cash, or through the clearing of debts, or through the capitalization of reserves, profits or premiums. These securities may be issued as consideration for securities tendered to the Company during a public exchange offer conducted in France or abroad in accordance with local rules (for example during a reverse merger), in securities meeting the conditions set forth by Article L. 225-148 of the French Commercial Code;

2. delegates to the Board of Directors, which may further delegate such authority as provided for by law, its authority to decide to issue shares or securities granting access to the share capital of the Company to be issued subsequent to the issuance, by the companies held in which the Company directly or indirectly holds over half the share capital or by companies directly or indirectly holding over half its share capital, of securities granting access to the share capital of the Company;

This decision automatically entails, in favor of the holders of securities that may be issued by companies belonging to the Company's group, the waving by the Company's shareholders of their preferential subscription rights to the shares or securities granting access to the share capital of the Company to which such securities give access;

3. resolves to set the following limits on the amounts of authorized capital increases in the event the Board of Directors uses this delegation of power:

- the maximum nominal amount of capital increases that may be carried out by virtue of this delegation of power is set at 10% of the share capital at the date of this General Meeting of Shareholders, it being specified that this amount will be deducted from the overall limit provided for in paragraph 2 of the 15<sup>th</sup> resolution submitted to this General Meeting of Shareholders or, where applicable, from any overall limit provided for by any resolution of the same kind that may supersede the said resolution during the period of validity of this delegation of power;
- these limits will be increased, where applicable, by the nominal amount of shares to be issued in order to maintain, in accordance with legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment, the rights of holders of securities granting access to the share capital or other rights granting access to the share capital;

4. resolves to set the following limits on the amounts of debt securities authorized in the event of the issuance of debt securities granting access immediately or in the future to the share capital of the Company or of other companies:

- the maximum nominal amount of debt securities that may be issued immediately or in the future by virtue of this delegation of power is set at €1.5 billion or the equivalent of this amount in any other currency or monetary unit established in reference to several currencies at the date of issuance;
- where applicable, any redemption premium above par value will be added to this amount;
- this amount is independent of the amount of debt securities that may be issued by virtue of other resolutions submitted to this General Meeting of Shareholders as well as debt security issues that may be decided or authorized by the Board of Directors in

accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 (paragraph 3), L. 228-93 (paragraph 6) and L. 228-94 (paragraph 3) of the French Commercial Code;

5. resolves to eliminate the preferential subscription rights of shareholders to securities subject to this resolution, though leaving the Board of Directors the option, in accordance with Article L. 225-135 (paragraph 5) of the French Commercial Code, to grant the shareholders, for a period and on terms to be set by the Board in accordance with applicable legal and regulatory provisions, and for all or part of any issuance that may be carried out, a priority subscription period that shall not give rise to transferable rights and which must be exercised in proportion to the number of shares held by each shareholder and which may where applicable be supplemented by an application to subscribe for shares on a pro-rated basis, it being specified that securities not thus subscribed will be offered to the public in France or abroad;

6. resolves that if the subscriptions, including where applicable those carried out by the shareholders, failed to absorb the issuance in its entirety, the Board may limit the amount of the transaction to the amount of subscriptions received, provided that, in the case of the issuance of shares or securities whose primary security is a share, said amount reaches three-fourths of the amount of the issuance decided;

7. acknowledges that this delegation of power automatically entails, in favor of the holders of securities issued granting access to the share capital of the Company, the express waiving by the shareholders of their preferential subscription rights to the shares to which such securities give access;

8. acknowledges that, pursuant to Article L. 225-136 section 1, paragraph 1, of the French Commercial Code:

- the issue price of shares issued directly will be at least equal to the minimum provided for in the regulatory provisions applicable at the date of issuance (to date, the weighted average of the prices of the last three trading sessions on the Euronext Paris regulated market prior to the setting of the subscription price of the capital increase, minus 5%), after, where applicable, correcting this average in case of a difference between the vesting dates;
- the issue price of securities granting access to the share capital and the number of shares to which conversion, redemption or in general the transformation of each security granting access to the share capital would confer entitlement, will be such that the sum immediately received by the Company, plus where applicable, any sum that may be subsequently received by the company either for each share issued as a result of the issuance of said securities, at least equal to the minimum subscription price defined in the previous paragraph;

9. resolves that the Board of Directors will have all powers, and may further delegate said powers as provided for by law, to implement this delegation of power, in particular for the purpose of:

- resolving to issue shares and/or securities granting access immediately or future, to the share capital of the Company or of another company;
- setting the amount of issue, the price of issue and the amount of additional premium that may be requested upon issuance or, where applicable, the amount of reserves, profits or premiums that may be capitalized;
- determining the dates and conditions of issuance, as well as the type, number and features of shares and/or securities to be created;
- for securities issues, deciding on whether or not said securities will be subordinated (and, where applicable, their ranking, pursuant to the provisions of Article L. 228-97 of the French Commercial Code), setting their interest rate (in particular, fixed-rate, variable-rate, zero-coupon or indexed) and providing, where applicable, for mandatory or optional cases of suspension or non-payment of interest, providing for the duration of such cases (defined or undefined period), the option of reducing or increasing the nominal value of the securities and the other terms and conditions of issuance (including the provision of guarantees or security interests) and amortization (including

redemption through the delivery of Company assets); where applicable, said securities may entitle the Company to issue debt securities (or equivalents) as payment of interest where the Company has suspended payment or may take the form of complex bonds, within the meaning assigned by the stock market authorities (for example, due to their conditions of redemption or remuneration, or other rights such as indexing or options rights); modifying the aforementioned conditions, during the lifespan of the securities in question, in accordance with the applicable formalities;

- determining the conditions applying to the paying-up of shares;
- establishing, where applicable, the conditions governing the exercise of rights (conversion, exchange, redemption, including through the delivery of Company assets such as treasury stock or securities already issued by the Company) attached to shares or securities granting access to the share capital and, in particular, setting the date (which may be retroactive) from which the new shares will bear rights, as well as any other terms and conditions governing the completion of the capital increase;
- establishing the conditions under which the Company will be entitled, where applicable, to purchase or exchange securities granting access to the share capital on the market, at any time or during specific periods, for the purpose of cancelling the securities or not, in accordance with legal provisions;
- providing for the option of suspending the exercise of the rights attached to shares or securities granting access to the share capital, in compliance with applicable legal and regulatory provisions;
- for securities issued as consideration for securities tendered during a public exchange offer, establishing the list of securities to be offered in the exchange, setting the terms of issuance, the exchange rate and, where applicable, the amount of any cash consideration to be paid, without the conditions governing the determination of the price provided for in paragraph 8 of this resolution applying, and determining the terms of issuance in the context of either of a public exchange offer, an alternative tender or exchange offer, or a single offer for the purchase or exchange of securities against payment in securities and cash, or a tender offer or public exchange offer combined with a subsidiary tender offer or public exchange offer, or any other form of tender offer in accordance with the laws and regulations applicable to such tender offer;
- at its sole initiative, offsetting the costs of the capital increase against the amount of the associated premiums and deducting the necessary amounts to constitute the legal reserve from this amount;
- determining and making any adjustments intended to account for the impact of transactions in the share capital or shareholders' equity of the Company, particularly in the event of a change in the nominal amount of the shares, a capital increase through the capitalization of reserves, profits or premiums, the allocation of performance shares, a stock split or reverse stock split, the payment of dividends, reserves, premiums or any other assets, the amortization of share capital, or any other transaction in the share capital or shareholders' equity of the Company (including in case of tender offer and/or change of control), and establishing any other conditions aimed at protecting, where applicable, the rights of the holders of securities granting access to the share capital or other rights granting access to the share capital (including through cash adjustments);
- duly recording the completion of each capital increase and amending the Articles of Association accordingly;
- in general, entering into any agreement, particularly for the purpose of completing future capital increases, taking any measures and carrying out any formalities necessary for the issuance, listing and financial servicing of securities issued by virtue of this delegation of power, and the exercise of rights attached thereto;

10. resolves that the Board of Directors may not, without the prior authorization of the General Meeting of Shareholders, use this delegation of power once a tender offer for the Company's shares has been submitted by a third party and until the end of the offering period;

11. acknowledges that, in the event the Board of Directors uses the delegation of power granted in this resolution, the Board of Directors will report to the following Ordinary Meeting of Shareholders, in accordance with applicable laws and regulations, on the use of authorizations granted in this resolution;

12. acknowledges that this delegation of power cancels, from the date of this General Meeting of Shareholders, any unused portion of any previous delegation of power having the same purpose, i.e. any delegation of power granting the authority to increase the share capital of the Company or of another company through the issuance of shares and/or securities granting access immediately or in the future to the share capital, without preferential subscription rights;

13. sets the period of validity of the delegation of power granted by this resolution at twenty-six months, as from the date of this General Meeting of Shareholders.

**Seventeenth resolution (Delegation of power to the Board of Directors to increase the share capital of the Company or of another company through the issuance of shares and/or securities granting access, immediately or in the future, to the Company's share capital, without preferential subscription rights, by way of private placement referred to in Article L. 411-2, II, of the French Monetary and Financial Code)**

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings of Shareholders, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, and in particular Articles L.225-129, L. 225-129-2, L. 225-135, L. 225-136 and L. 228-91 *et seq.* of the French Commercial Code, and Article L. 411-2, II, of the French Monetary and Financial Code:

1. delegates to the Board of Directors, which may further delegate such authority as provided for by law, its authority to decide to increase the share capital without preferential subscription rights by way of private placement pursuant to Article L. 411-2 of the French Monetary and Financial Code, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, either in euros or in any other currency or monetary unit established in reference to several currencies, with or without additional paid-in capital, against payment or free of charge, through the issuance (i) of shares in the Company (excluding preference shares), and/or (ii) securities governed by Articles L. 228-92 (paragraph 1), L. 228-93 (paragraphs 1 and 3) or L. 228-94 (paragraph 2) of the French Commercial Code granting access immediately or in the future to the share capital, at any time or at an established date, through subscription, conversion, exchange, redemption or presentation of a warrant or by any other means, of the share capital of the Company or of any other company, it being specified that the shares may be paid-up in cash, or through the clearing of debts, or through the capitalization of reserves, profits or premiums.

2. delegates to the Board of Directors, which may further delegate such authority as provided for by law, its authority to decide to issue shares or securities granting access to the share capital of the Company to be issued subsequent to the issuance, by the companies held in which the Company directly or indirectly holds over half the share capital or by companies directly or indirectly holding over half its share capital, of securities granting access to the share capital of the Company;

This decision automatically entails, in favor of the holders of securities that may be issued by companies belonging to the Company's group, the waving by the Company's shareholders of their preferential subscription rights to the shares or securities granting access to the share capital of the Company to which such securities give access;

3. resolves to set the following limits on the amounts of authorized capital increases in the event the Board of Directors uses this delegation of power:

- the maximum nominal amount of capital increases that may be carried out by virtue of this delegation of power is set at 10% of the share capital outstanding at the date of this General Meeting of Shareholders, it being specified that this amount will be deducted from the limit provided for in paragraph 3 of the 16<sup>th</sup> resolution and from the overall limit provided for in paragraph 2 of the 15<sup>th</sup> resolution or, where applicable, from the limits provided for by any resolutions of the same kind that may supersede the said resolutions during the period of validity of this delegation of power;
- in any event, issues of equity securities carried out by virtue of this delegation of power will not exceed the limits provided for in the regulations applicable at the date of issuance (to date, 20% of the share capital per year); and
- these limits will be increased, where applicable, by the nominal amount of shares to be issued in order to maintain, in accordance with legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment, the rights of holders of securities granting access to the share capital or other rights granting access to the share capital;

4. resolves to set the following limits on the amounts of debt securities authorized in the event of the issuance of debt securities granting access immediately or in the future to the share capital of the Company or of other companies:

- the maximum nominal amount of debt securities that may be issued immediately or in the future by virtue of this delegation of power is set at €1.5 billion or the equivalent of this amount in any other currency or monetary unit established in reference to several currencies at the date of issuance;
- where applicable, any redemption premium above par value will be added to this amount;
- this amount is independent of the amount of debt securities that may be issued by virtue of other resolutions submitted to this General Meeting of Shareholders as well as debt security issues that may be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 (paragraph 3), L. 228-93 (paragraph 6) and L. 228-94 (paragraph 3) of the French Commercial Code;

5. resolves to eliminate the preferential subscription rights of shareholders to the securities subject to this resolution;

6. resolves that if the subscriptions, including where applicable those carried out by the shareholders, failed to absorb the issuance in its entirety, the Board of Directors may limit the amount of the transaction to the amount of subscriptions received, provided that, for the issuance of shares or securities whose primary security is a share, said amount reaches three-fourths of the decided amount of the issuance;

7. acknowledges that this delegation of power automatically entails, in favor of the holders of securities issued granting access to the share capital of the Company, the express waiving by the shareholders of their preferential subscription rights to the shares to which such securities give access;

8. acknowledges that, pursuant to Article L. 225-136 section 1, paragraph 1, of the French Commercial Code:

- the issue price of shares issued directly will be at least equal to the minimum provided for in the regulatory provisions applicable at the date of issuance (to date, the weighted average of the prices of the last three trading sessions on the Euronext Paris regulated market prior to the setting of the subscription price of the capital increase, minus 5%), after, where applicable, correcting this average in case of a difference between the vesting dates;
- the issue price of securities granting access to the share capital and the number of shares to which conversion, redemption or in general the transformation of each security granting access to the share capital would confer entitlement, will be such that

the sum immediately received by the Company, plus where applicable, any sum that may be subsequently received by the company either for each share issued as a result of the issuance of said securities, at least equal to the minimum subscription price defined in the previous paragraph;

9. resolves that the Board of Directors will have all powers, and may further delegate said powers as provided for by law, to implement this delegation of power, in particular for the purpose of:

- resolving to issue shares and/or securities granting access immediately or in the future, to the share capital of the Company or of another company;
- setting the amount of issue, the price of issue and the amount of additional premium that may be requested upon issuance or, where applicable, the amount of reserves, profits or premiums that may be capitalized;
- determining the dates and conditions of issuance, as well as the type, number and features of shares and/or securities to be created;
- for securities issues, deciding on whether or not said securities will be subordinated (and, where applicable, their ranking, pursuant to the provisions of Article L. 228-97 of the French Commercial Code), setting their interest rate (in particular, fixed-rate, variable-rate, zero-coupon or indexed) and providing, where applicable, for mandatory or optional cases of suspension or non-payment of interest, providing for the duration of such cases (defined or undefined period), the option of reducing or increasing the nominal value of the securities and the other terms and conditions of issuance (including the provision of guarantees or security interests) and amortization (including redemption through the delivery of Company assets); where applicable, said securities may entitle the Company to issue debt securities (or equivalents) as payment of interest where the Company has suspended payment or may take the form of complex bonds, within the meaning assigned by the stock market authorities (for example, due to their conditions of redemption or remuneration, or other rights such as indexing or options rights); modifying the aforementioned conditions, during the lifespan of the securities in question, in accordance with the applicable formalities;
- determining the conditions applying to the paying-up of shares;
- establishing, where applicable, the conditions governing the exercise of rights (conversion, exchange, redemption, including through the delivery of Company assets such as treasury stock or securities already issued by the Company) attached to shares or securities granting access to the share capital to be issued and, in particular, setting the date (which may be retroactive) from which the new shares will bear rights, as well as any other terms and conditions governing the completion of the capital increase;
- establishing the conditions under which the Company will be entitled, where applicable, to purchase or exchange securities granting access to the share capital on the market, at any time or during specific periods, for the purpose of cancelling the securities or not, in accordance with legal provisions;
- providing for the option of suspending the exercise of the rights attached to shares or securities granting access to the share capital, in compliance with applicable legal and regulatory provisions;
- at its sole initiative, offsetting the costs of the capital increase against the amount of the associated premiums and deducting the necessary amounts to constitute the legal reserve from this amount;
- determining and making any adjustments intended to account for the impact of transactions in the share capital or shareholders' equity of the Company, particularly in the event of a change in the nominal amount of the shares, a capital increase through the capitalization of reserves, profits or premiums, the allocation of performance shares, a stock split or reverse stock split, the payment of dividends, reserves, premiums or any other assets, the amortization of share capital, or any other transaction in the

share capital or shareholders' equity of the Company (including in case of tender offer and/or change of control), and establishing any other conditions aimed at protecting, where applicable, the rights of the holders of securities granting access to the share capital or other rights granting access to the share capital (including through cash adjustments);

- duly recording the completion of each capital increase and amending the Articles of Association accordingly;
- in general, entering into any agreement, particularly for the purpose of completing future capital increases, taking any measures and carrying out any formalities necessary for the issuance, listing and financial servicing of securities issued by virtue of this delegation of power, and the exercise of rights attached thereto;

10. acknowledges that, in the event the Board of Directors uses the delegation of power granted in this resolution, the Board of Directors will report to the following Ordinary Meeting of Shareholders, in accordance with applicable laws and regulations, on the use of authorizations granted in this resolution;

11. resolves that the Board of Directors may not, without the prior authorization of the General Meeting of Shareholders, use this delegation of power once a tender offer for the Company's shares has been submitted by a third party and until the end of the offering period;

12. acknowledges that this delegation of power cancels, from the date of this General Meeting of Shareholders, any unused portion of any previous delegation of power having the same purpose, i.e. any delegation of power granting the authority to increase the share capital of the Company or of another company through the issuance of shares and/or securities granting access immediately or in the future access to the share capital, without preferential subscription rights, through a private placement in accordance with Article L. 411-2, II, of the French Monetary and Financial Code;

13. sets the period of validity of the delegation of power granted by this resolution at twenty-six months, as from the date of this General Meeting of Shareholders.

***Eighteenth resolution (Option to issue shares and/or securities granting access, immediately or in the future, to shares to be issued by the Company in consideration for contributions in kind consisting of shares or securities granting access to share capital)***

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings of Shareholders, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of Articles L. 225-129, L. 225-129-2, L. 225-147 and L. 228-91 *et seq.* of the French Commercial Code:

1. authorizes the Board of Directors, which may further delegate this authorization under the conditions set by law, to carry out one or more capital increases through the issuance (i) of shares in the Company (excluding preference shares) and/or (ii) securities governed by Articles L. 228-92 (paragraph 1), L. 228-93 (paragraphs 1 and 3) or L. 228-94 (paragraph 2) of the French Commercial Code granting access immediately or in the future, at any time or at a fixed date, through subscription, conversion, exchange, redemption, presentation of a warrant or by any other means, to the share capital of the Company or of other companies, as consideration for contributions in kind to the Company consisting of shares or securities granting access to the share capital, where the provisions of Article L. 225-148 of the French Commercial Code are not applicable;

2. resolves to set the following limits on the amounts of authorized capital increases in the event the Board of Directors uses this authorization:

- the maximum nominal amount of capital increases that may be carried out by virtue of this authorization is set at 10% of the share capital outstanding at the date of this General Meeting of Shareholders, it being specified that this amount will be deducted from the limit provided for in paragraph 3 of the 16<sup>th</sup> resolution and from the overall

limit provided for in paragraph 2 of the 15<sup>th</sup> resolution or, where applicable, from the limits provided for by any resolutions of the same kind that may supersede the said resolutions during the period of validity of this authorization;

- in any event, issues of shares and securities granting access to the share capital carried out by virtue of this authorization will not exceed the limits provided for in the regulations applicable at the date of issuance (to date, 10% of the share capital); and
- these limits will be increased, where applicable, by the nominal amount of shares to be issued in order to maintain, in accordance with legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment, the rights of holders of securities granting access to the share capital or other rights granting access to the share capital;

3. resolves to set the following limits on the amounts of debt securities authorized in the event of the issuance of debt securities granting access immediately or in the future to the share capital of the Company or of other companies:

- the maximum nominal amount of debt securities that may be issued immediately or in the future by virtue of this authorization is set at €1.5 billion or the equivalent of this amount in any other currency or monetary unit established in reference to several currencies at the date of issuance;
- where applicable, any redemption premium above par value will be added to this amount;
- this amount is independent of the amount of debt securities that may be issued by virtue of other resolutions submitted to this General Meeting of Shareholders as well as debt security issues that may be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 (paragraph 3), L. 228-93 (paragraph 6) and L. 228-94 (paragraph 3) of the French Commercial Code;

4. resolves that the Board of Directors will have all powers, and may further delegate said powers as provided for by law, to implement this authorization, in particular for the purpose of:

- resolving to issue shares and/or securities granting access immediately or in the future, to the share capital of the Company or of another company;
- drawing up the list of equity instruments and securities granting access to share capital transferred to the Company, approving the valuation of the contributions in kind, setting the terms for the issuance of shares and/or securities provided in consideration for the contributions in kind and, where applicable, the amount of any additional consideration to be paid, approving the allocation of specific benefits, and reducing the valuation of contributions or the consideration granted for specific benefits with the approval of the parties making the contribution in kind;
- determining the conditions and features of the shares and/or securities provided in consideration for tenders and modifying said conditions and features in accordance with applicable formalities, during the lifespan of said securities;
- at its sole initiative, offsetting the costs of the capital increase against the amount of the associated premiums and deducting the necessary amounts to constitute the legal reserve from this amount;
- determining and making any adjustments intended to account for the impact of transactions in the share capital or shareholders' equity of the Company, particularly in the event of a change in the nominal amount of the shares, a capital increase through the capitalization of reserves, profits or premiums, the allocation of performance shares, a stock split or reverse stock split, the payment of dividends, reserves, premiums or any other assets, the amortization of share capital, or any other transaction in the share capital or shareholders' equity of the Company (including in case of tender offer and/or change of control), and establishing any other conditions aimed at protecting,

where applicable, the rights of the holders of securities granting access to the share capital or other rights granting access to the share capital (including through cash adjustments);

- duly recording the completion of each capital increase and amending the Articles of Association accordingly;
- in general, entering into any agreement, taking any measures and carrying out any formalities necessary for the issuance, listing and financial servicing of securities issued by virtue of this authorization, and the exercise of rights attached thereto;

5. resolves that the Board of Directors may not, without the prior authorization of the General Meeting of Shareholders, use this authorization once a tender offer for the Company's shares has been submitted by a third party and until the end of the offering period;

6. acknowledges that this authorization cancels, from the date of this General Meeting of Shareholders, any unused portion of any previous authorization having the same purpose, i.e. any authorization related to the issuance of shares or securities granting access immediately or in the future to shares to be issued by the Company as consideration for contributions in kind consisting of shares or securities granting access to the share capital;

7. sets the period of validity of the authorization granted by this resolution at twenty-six months, as from the date of this General Meeting of Shareholders.

***Nineteenth resolution (Determination of the issue price, within the limit of 10% of the share capital per year, in connection with a capital increase through the issuance of equity securities without preferential subscription rights)***

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings of Shareholders, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of Article L. 225-136 1°, paragraph 2, of the French Commercial Code:

1. authorizes the Board of Directors, which may further delegate this authorization under the conditions set by law, in the event of a capital increase through the issuance of equity securities without preferential subscription rights by virtue of the 16<sup>th</sup> and 17<sup>th</sup> resolutions submitted to this General Meeting of Shareholders, to set the issue price under the following conditions:

- the issue price of the shares will be at least equal to the weighted average of the price of the Company's shares on the Euronext Paris market during the last twenty-six trading sessions preceding the setting of the price, or if it is lower, to the last closing price preceding the setting of the price, minus a maximum discount of 5%;
- the issue price of securities granting access immediately or in the future to the share capital will be such that the sum immediately received by the Company plus, where applicable, any sum that may be subsequently received by the company either for each share issued as a result of the issuance of said securities, is at least equal to the amount referred to in the paragraph above, after the correction of said amount, if necessary, to account for the difference in vesting dates;

2. resolves that the nominal amount of capital increases that may be carried out immediately or in the future by virtue of this authorization is set, in accordance with the law, at 10% of the share capital per year, it being specified that at the date of each capital increase, the total number of shares issued by virtue of this resolution, during the 12-month period preceding said capital increase (including shares issued by virtue of said capital increase) may not exceed 10% of the shares comprising the Company's share capital at that date, i.e. for information purposes 16,792,546 shares at December 31, 2016;

3. acknowledges that, in the event the Board of Directors uses this authorization, it will prepare a complementary report, certified by the Statutory Auditors, describing the final terms and conditions of the transaction and providing information on its assessment of the potential impact on the shareholders.

**Twentieth resolution (*Delegation of power to the Board of Directors to increase the share capital through the capitalization of premiums, reserves, profits or other items*)**

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, having reviewed the report of the Board of Directors and pursuant to Articles L. 225-129-2 and L. 225-130 of the French Commercial Code:

1. delegates to the Board of Directors, which may further delegate such authority under the conditions set by law, its authority to decide to carry out one or more capital increases, in the proportions and at the times it deems appropriate, through the capitalization of premiums, reserves, profits or any other sums whose capitalization is permitted by law and by the Articles of Association, by issuing new equity securities, increasing the nominal amount of outstanding equity securities or jointly using these two processes;

2. resolves to set the following limits on the amounts of authorized capital increases in the event the Board of Directors uses this delegation of power:

- the maximum nominal amount of capital increases that may be carried out by virtue of this delegation of power may not exceed 20% of the share capital outstanding at the date of this General Meeting of Shareholders, it being specified that this amount will be deducted from the amount of the overall limit provided for in paragraph 2 of the 15th resolution submitted to this General Meeting of Shareholders or, where applicable, from the amount of any overall limit provided for by any resolution of the same kind that may supersede this resolution during the period of validity of this delegation of power;
- these limits will be increased, where applicable, by the nominal amount of shares to be issued in order to maintain, in accordance with legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment, the rights of holders of securities granting access to the share capital or other rights granting access to the share capital;

3. in the event the Board of Directors uses this delegation of power, delegates to the Board all powers, with the option of further delegating said powers as provided for by law, to implement this delegation of power, in particular for the purpose of:

- establishing the amount and type of sums to be capitalized, setting the number of new equity securities to be issued and/or the amount by which the nominal value of outstanding shares will be increased, setting the date (which may be retroactive) from which the new shares will bear rights or the date at which the increase in the nominal value of shares will take effect;
- resolving, in the event of the free allocation of equity securities, that any rights relating to fractions of shares will neither be negotiable nor transferable, and that the corresponding equity securities will be sold in accordance with the conditions determined by the Board of Directors, it being specified that the sale and allocation of the sale proceeds must be performed within the time period set by Article R. 225-130 of the French Commercial Code;
- establishing any conditions aimed at protecting, where applicable, the rights of the holders of securities granting access to the share capital or other rights granting access to the share capital (including through cash adjustments);
- duly recording the completion of each capital increase and amending the Articles of Association accordingly;

- in general, entering into any agreement, taking any measures and carrying out any formalities necessary for the issuance, listing and financial servicing of securities issued by virtue of this delegation of power, and the exercise of rights attached thereto;

4. resolves that the Board of Directors may not, without the prior authorization of the General Meeting of Shareholders, use this delegation of power once a tender offer for the Company's shares has been submitted by a third party and until the end of the offering period;

5. acknowledges that this delegation of power cancels, from the date of this General Meeting of Shareholders, any unused portion of any previous delegation of power having the same purpose, i.e. any delegation of power related to a capital increase through the capitalization of premiums, reserves, profits or any other sums;

6. sets the period of validity of the delegation of power granted by this resolution at twenty-six months, as from the date of this General Meeting of Shareholders.

**Twenty-first resolution (Delegation of power to the Board of Directors to increase the number of shares to be issued in a capital increase, with or without preferential subscription rights)**

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings of Shareholders, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, pursuant to Articles L. 225-129-2 and L. 225-135-1 of the French Commercial Code:

1. delegates to the Board of Directors, which may further delegate such authority in accordance with the conditions set by law, the authority to decide to increase the number of securities to be issued in the event of a capital increase, with or without preferential subscription rights, at the same price as the price used for the initial issuance, within the periods and limits provided for by regulations applicable at the date of issuance (to date, within thirty days of the end of subscription, and within the limit of 15% of the initial issuance), particularly with a view to granting an over-allotment option in accordance with market practices;

2. resolves that the nominal amount of capital increases decided by this resolution will be deducted from the limit stipulated in the resolution by virtue of which the initial issuance is decided and from the overall limit provided for in paragraph 2 of the 15<sup>th</sup> resolution submitted to this General Meeting of Shareholders or, where applicable, from the limits provided for in any resolutions of the same kind that may supersede the said resolutions during the period of validity of this delegation of power;

3. resolves that the Board of Directors may not, without the prior authorization of the General Meeting of Shareholders, use this delegation of power once a tender offer for the Company's shares has been submitted by a third party and until the end of the offer period;

4. acknowledges that this delegation of power cancels, from the date of this General Meeting of Shareholders, any unused portion of any previous delegation of power having the same purpose, i.e. any delegation of power related to the increase in the number of securities to be issued in the event of a capital increase with or without preferential subscription rights;

5. sets the period of validity of the delegation of power granted by this resolution at twenty-six months, as from the date of this General Meeting of Shareholders.

**Twenty-second resolution (Delegation of power to the Board of Directors to carry out capital increases reserved for participants in Company savings plans without preferential subscription rights)**

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings of Shareholders, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to Articles L. 225-129-2 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-18 *et seq.* of the French Labor Code:

1. delegates to the Board of Directors its authority to decide to increase the share capital without preferential subscription rights, on one or more occasions, in France, by issuing shares in the Company as well as other equity securities granting access to the share capital of the Company reserved for employees, eligible corporate officers and retired employees of the Company and of affiliated companies, within the meaning of the provisions of Article L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labor Code, adhering to the company or group savings plans;

2. resolves that the total nominal amount of capital increases that may be carried out by virtue of this delegation of power may not exceed 1% of the share capital at the date of the Board of Directors' decision. This amount will count towards the overall limit provided for in the 15<sup>th</sup> resolution submitted to this General Meeting of Shareholders;

3. resolves to eliminate the preferential subscription rights of shareholders to shares or other equity securities, and to other equity securities to which they entitle the shareholders, to be issued by virtue of this resolution in favor of the members of the company or Group savings plans referred to in paragraph 1 above;

4. resolves that the Board of Directors may plan, in accordance with Article L. 3332-21 of the French Labor Code, to allocate performance shares or other securities granting access to the share capital of the Company, either outstanding or to be issued, under the conditions and limits established in Article L. 3332-21, with the capital increase carried out where applicable through the capitalization of reserves;

5. resolves that the subscription price may neither be above the average of the listed share prices on the Euronext Paris market during the twenty trading sessions preceding the date of the decision by the Board of Directors or its delegate setting the opening subscription date, nor more than 20% below this average.

6. grants all powers to the Board of Directors, which may further delegate said powers within the limits set by law, to implement this delegation of power, in particular for the purpose of:

- establishing the scope of the capital increase;
- deciding if subscriptions may be carried out directly by the members of savings plans or through company mutual funds;
- setting the start and end dates of the subscription period;
- setting the terms and conditions of any issuance carried out by virtue of this delegation of power, including in particular the amount of the issuance and the rules governing reductions in the event of over-allotment, the subscription price, the vesting date (which may be retroactive) of securities issued and the period granted for the paying-up of said securities;
- duly recording the completion of capital increases in respect of the amount of shares actually subscribed and amending the Articles of Association accordingly, completing any formalities necessary for the listing of securities issued and, at its sole discretion, offsetting the costs of the capital increase against the amount of associated issue premiums and deducting the necessary sums to increase the legal reserve to one-tenth of the new share capital after each capital increase;
- in general, completing, either directly or via an agent, any transactions and formalities necessary for the successful completion of the issuances under consideration, in accordance with this resolution.

7. acknowledges that this delegation of power cancels, from the date of this General Meeting of Shareholders, any unused portion of any previous delegation of power having the same purpose, i.e. any delegation of power granting the authority to increase the share capital of the Company through the issuance of shares and/or securities granting access immediately or in the future to the share capital, without preferential subscription rights, reserved for members of savings plans;

8. sets the period of validity of the delegation of power granted by this resolution at twenty-six months, as from the date of this General Meeting of Shareholders.

**Twenty-third resolution (Authorization to the Board of Directors to grant performance shares (outstanding or newly issued) to some or all Group employees and corporate officers)**

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings of Shareholders, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, pursuant to Articles L. 225-197-1 *et seq.* of the French Commercial Code:

1. authorizes the Board of Directors, which may further delegate this authorization as permitted by law, to carry out one or more allocations of performance shares, outstanding or to be issued (excluding preference shares), in favor of beneficiaries or categories of beneficiaries determined by the Board from among the members of staff of the Company or of affiliated companies or groups, under the conditions provided for in Article L. 225-197-2 of the French Commercial Code and the corporate officers of the Company or of affiliated companies or groups and meeting the conditions referred to in Article L. 225-197-1, II, of the French Commercial Code, under the conditions defined hereafter;

2. resolves that the performance shares outstanding or to be issued that will be allocated by virtue of this authorization may not represent more than 2% of the share capital at the date of the Board of Directors' decision; it being specified that the maximum nominal amount of capital increases that may be conducted immediately or in the future by virtue of this authorization will be deducted from the overall limit provided for in paragraph 2 of the 15<sup>th</sup> resolution submitted to this General Meeting of Shareholders or, where applicable, from any overall limit provided for by any resolution of the same kind that may supersede this resolution during the period of validity of this authorization;

3. resolves that for each fiscal year, the total number of shares outstanding or to be issued, allocated by virtue of this authorization to executive corporate officers of the Company may not represent more than 10% of the performance shares allocated during said fiscal year by virtue of this authorization;

4. resolves that:

- the free allocation of shares to their beneficiaries will become final at the end of a vesting period that may not be shorter than the period required by the legal provisions applicable at the date of the decision to allocate the shares (i.e., to date, one year);
- the permanently vested shares will be subject, at the end of the aforementioned vesting period, to a holding period that may not be shorter than the period required by the legal provisions applicable at the date of the decision to allocate the shares (i.e., to date, one year); however, this mandatory holding period may be eliminated by the Board of Directors for allocated performance shares whose vesting period has been determined to be at least two years;
- it being specified that the final vesting of allocated performance shares and the option of freely transferring said shares will take place prior to the expiry of the vesting period or, where applicable, the mandatory holding period, should the beneficiaries prove to be invalid due to their classification in the second or third category provided for in Article L. 341-4 of the French Social Security Code, or in an equivalent case outside France;

5. resolves that the final allocation of performance shares allocated in favor of members of staff of the group or corporate officers of the Company will be subject in particular and in full to the achievement of performance conditions set by the Board of Directors;

6. grants all powers to the Board of Directors to implement this authorization, in particular for the purpose of:

- determining if the allocated performance shares are shares to be issued and/or outstanding shares and, where applicable, amending its choice prior to the final allocation of shares;
- determining the identity of the beneficiaries, or of the category(ies) of beneficiaries, of the share allocation from among the members of staff and corporate officers of the Company or of the aforementioned companies or groups, and the number of shares allocated to each beneficiary or category of beneficiaries;
- establishing the conditions and, where applicable, the criteria for the allocation of shares, including in particular the minimum vesting period and the required holding period for each beneficiary, under the conditions provided for above, it being specified that, for performance shares granted to corporate officers, the Board of Directors shall either (a) resolve that the performance shares granted may not be transferred by the interested parties prior to the end of their office, or (b) set the quantity of allocation shares that they are required to hold in registered form until the end of their office;
- providing for the option to temporarily suspend allocation rights;
- duly recording the final allocation dates and the dates from which the shares will be freely transferable, in accordance with legal restrictions;
- register the allocation performance shares to a registered account in the account-holder's name, indicating their non-transferability and the period of non-transferability, and waiving the non-transferability of shares for any circumstance permitted by applicable regulations;

7. resolves that the Board of Directors, which may further delegate such powers in accordance with the law, will also be granted all powers to deduct, where applicable, in the event of new share issues, the sums necessary for the paying-up of said shares from reserves, profits or issue premiums, to duly record the completion of capital increases carried out in accordance with this authorization, to amend the Articles of Association accordingly, and in general to complete any necessary acts and formalities;

8. resolves that the Company may, where applicable, make adjustments to the number of allocated performance shares necessary to protect the rights of beneficiaries, depending on any transactions in the share capital or shareholders' equity of the Company, including in the event of a change in the nominal value of the share, a capital increase through the capitalization of reserves, the allocation of performance shares, the issuance of new equity securities with preferential subscription rights reserved for the shareholders, a stock split or reverse stock split, the distribution of reserves, issue premiums or any other assets, the amortization of capital, a change in the distribution of profits through the creation of preference shares or any other transaction in the share capital or shareholders' equity (including in case of tender offer and/or change of control). It is hereby stipulated that the shares allocated in accordance with these adjustments will be deemed as having been allocated the same day as the initially allocated shares;

9. recognizes that, in the event new performance shares are allocated, this authorization will prevail, as said shares are permanently allocated over time, over capital increases through the capitalization of reserves, profits or issue premiums in favor of the beneficiaries of said shares and the associated waiver by the shareholders of their preferential subscription rights to said shares in favor of the beneficiaries of said shares;

10. acknowledges that, in the event the Board uses this authorization, it will notify each Ordinary General Meeting of Shareholders of the transactions carried out by virtue of the provisions set forth in Articles L. 225-197-1 to L. 225-197-3 of the French Commercial Code, in accordance with the conditions provided for in Article L. 225-197-4 of this same Code;

11. acknowledges that this authorization cancels, from the date of this General Meeting of Shareholders, any unused portion of any previous authorization having the same purpose, i.e. any authorization granting the authority to allocate performances shares (outstanding or to be issued) in favor of some or all members of staff and corporate officers of the group;

12. sets the period of validity of the authorization granted by this resolution at thirty-eight months, as from the date of this General Meeting of Shareholders.

**Twenty-fourth resolution (*Delegation of power to the Board of Directors to reduce the share capital through the cancellation of treasury shares*)**

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings of Shareholders, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, authorizes the Board of Directors to reduce the share capital, on one or more occasions, by cancelling any quantity of treasury shares deemed appropriate, within the limits authorized by law, in accordance with the provisions of Articles L. 225-209 *et seq.* and L. 225-213 of the French Commercial Code.

At each cancellation date, the maximum number of shares cancelled by the Company during the twenty-six month period preceding such cancellation, including the shares subject to such cancellation, may not exceed 10% of the shares comprising the share capital of the Company at such date, i.e., for information purposes, at December 31, 2016, a limit of 16,792,546 shares; it being stipulated that this limit applies to an amount of share capital that will, where applicable, be adjusted to account for transactions affecting the share capital subsequent to this General Meeting of Shareholders.

The General Meeting of Shareholders grants all powers to the Board of Directors, which may further delegate said powers, to conduct the cancellation(s) and capital reduction(s) that may be conducted by virtue of this authorization, to deduct the difference between the purchase price of the cancelled shares and the nominal value from the premiums and available reserves of its choice, to allocate the fraction of the legal reserve available as a result of the capital decrease, to amend the Articles of Association accordingly and to complete all necessary formalities.

This authorization is granted for a period of twenty-six months from the date of this General Meeting of Shareholders and cancels, from this date, any unused portion of any previous authorization having the same purpose, i.e. any authorization related to capital decreases through the cancellation of treasury stock.

**Twenty-fifth resolution (*Powers to carry out formalities*)**

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings of Shareholders, hereby grants full powers to the bearer of an original, copy or excerpt of the minutes of this Ordinary and Extraordinary General Meetings of Shareholders to complete any legal filing or publication formalities relating to or resulting from the decisions taken in the aforementioned resolutions.

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**Formalities to be accomplished prior to participating in the General Meeting of Shareholders**

Any shareholder is entitled to participate in this meeting in accordance with applicable legal and regulatory provisions, regardless of the number of shares held, either by attending in person, by being represented at the meeting, voting by mail or giving a proxy to the Chairman of the General Meeting.

In accordance with article R. 225-85 of the French Commercial Code, any shareholder of a company is entitled to participate in a general meeting of its shareholders provided that the shares are registered in their name or in the name of the registered intermediary on their behalf (as set out in Paragraph 7 of Article L. 228-1 of the French Commercial Code), two business days before the date of the meeting, i.e.

May 16, 2017 at midnight, Paris time, either with the Company's share registrar for registered shares, or in the bearer share accounts of an authorized intermediary.

For holders of registered shares, registration in the Company's share registrar two business days before the meeting, i.e. May 16, 2017 at midnight, Paris time, is sufficient for them to participate in the General Meeting of Shareholders.

For holders of bearer shares, registration of the shares in the bearer share accounts of an authorized intermediary must be proven by a share ownership certificate delivered by the intermediary under the terms provided for in Article R. 225-85 of the French Commercial Code, and must be appended to the form for postal votes, proxy votes or the admission card prepared in the shareholder's name or on behalf of the shareholder represented by the registered intermediary.

A certificate must also be issued to shareholders by their financial intermediary if they wish to attend the meeting in person and have not received their admission card two business days before the meeting, i.e. May 16, 2017, at midnight, Paris time.

### **Methods of participating in the General Meeting of Shareholders**

Shareholders interested in personally attending the General Meeting of Shareholders may request an admission card as follows:

- holders of registered shares: registered shareholders automatically receive the voting form, enclosed with the notice of meeting, which should be completed by indicating that they would like to attend the General Meeting of Shareholders and obtain an admission card, then signed and returned to CACEIS Corporate Trust – Service Assemblées Générales Centralisées – 14, rue Rouget de Lisle – 92862 ISSY-LES-MOULINEAUX Cedex 9. Registered shareholders may also retrieve their admission card directly from the window reserved for this purpose by presenting their identity card.

- holders of bearer shares: holders of bearer shares may contact the intermediary that normally handles their securities account to request that an admission card be delivered to them.

Shareholders unable to attend the meeting in person may choose one of the following three options:

- 1) assign a proxy to the Company without appointing an agent. It should be noted that for all proxies assigned by a shareholder without appointing an agent, the Chairman of the General Meeting will issue a vote in favor of the draft resolutions presented or approved by the Board of Directors and a vote against the approval of all other draft resolutions. To issue any other kind of vote, the shareholder must select a proxy who will agree to vote as instructed by the proxy agreement.
- 2) assign a proxy to another natural person or legal entity of their choosing under the terms provided for in Article L. 225-106 I of the French Commercial Code. The shareholder must send a written and signed proxy indicating their first name, last name and address, as well as that of their proxy, to CACEIS Corporate Trust. Proxy may be revoked under the same terms as those used to assign it.
- 3) vote by post.

In accordance with the provisions of Article R. 225-79 of the French Commercial Code, the notification of appointment or revocation of proxy may also be carried out electronically, under the following terms:

- holders of registered shares: by sending an email with an electronic signature, created by a reliable identification process guaranteeing its link to the remote voting form, to the following email address [ct-mandataires-assemblees@caceis.com](mailto:ct-mandataires-assemblees@caceis.com). This email should specify their first name, last name, address and CACEIS Corporate Trust ID for directly registered shareholders (this information is available at the top left of their securities account statement) or their ID with their financial intermediary for holders of shares held in a nominee account, as well as the first name and last name of the proxy appointed or removed;

- holders of bearer shares: by sending an email with an electronic signature, created by a reliable identification process guaranteeing its link to the remote voting form, to the following email address [ct-mandataires-assemblees@caceis.com](mailto:ct-mandataires-assemblees@caceis.com). This email should specify their first name, last name, address and full banking information as well as the first name and last name of the proxy appointed or removed. They must then ask the financial intermediary that manages their securities account to send a written confirmation (by post) to **CACEIS Corporate Trust – Service Assemblées Générales Centralisées - 14, rue Rouget de Lisle – 92862 ISSY-LES-MOULINEAUX Cedex 9** (or by fax to +33 (0)1 49 08 05 82)

Only duly signed and completed notifications of the appointment or revocation of proxy that are received no later than three days before the General Meeting (for assignments or withdrawals of proxy agreements sent in paper form) or by 3:00 p.m., Paris time, on the day before the General Meeting (for those sent electronically) will be accepted. Furthermore, only notifications of assignment or withdrawal of proxy may be sent to the email address listed above. Any other request or notification regarding any other subject cannot be considered and/or processed.

If shareholders have already voted remotely or by proxy, or requested their admission card or a share ownership certificate, they may no longer choose another method of participating in the meeting, unless otherwise provided for in the Articles of Association.

Shareholders that have already voted remotely or by proxy, or requested their admission card or a share ownership certificate can nevertheless dispose of all or some of their shares at any time. However, if this disposal occurs prior to two business days before the General Meeting, i.e. May 16, 2017 at midnight, Paris time, the Company will invalidate or amend, as the case may be, the vote cast remotely or by proxy, or the admission card or share ownership certificate. To this end, the authorized intermediary administering the account will notify the Company or its agent of the disposal and send the information required. No disposal or other transaction carried out after May 16, 2017 at midnight, Paris time, no matter what means are used, will be the subject of any notification sent by the authorized intermediary, nor will it be taken into consideration by the company, despite any agreement to the contrary (Article R. 225-85 of the French Commercial Code).

Proxy forms and postal vote forms are automatically sent by post with the notice of the meeting to holders of directly registered shares or shares held in a nominee account.

Proxy forms and/or postal vote forms will be sent to holders of bearer shares upon request received by registered post with acknowledgement of receipt by **CACEIS Corporate Trust – Service Assemblées Générales Centralisées – 14, rue Rouget de Lisle – 92862 ISSY-LES-MOULINEAUX Cedex 9** no later than six days before the date of the meeting.

In order to be valid, signed and completed paper forms for voting by post and/or by proxy (accompanied by the share ownership certificate for bearer shares) must be received by **CACEIS Corporate Trust – Service Assemblées Générales Centralisées – 14, rue Rouget de Lisle – 92862 ISSY-LES-MOULINEAUX Cedex 9** no later than three days before the date the meeting is held.

It will not be possible to vote at this meeting by electronic means of communication, and as a result, no site referred to by Article R. 225-61 of the French Commercial Code will be provided for this purpose.

#### **Submission of written questions**

Shareholders may submit written questions to the Company in accordance with Article R. 225-84 of the French Commercial Code. These questions must be addressed to the Chairman of the Board of Directors at the following address: **Amundi - Questions écrites à l'AG – PCO/JUR – 90 boulevard Pasteur – CS21564 – 75730 Paris Cedex 15**), by registered post with acknowledgement of receipt or by email at the following email address: **investor.relations@amundi.com**) no later than four days prior to the fourth business day before the date of General Meeting, i.e. May 12, 2017. In order to be considered, these questions must be accompanied by a certificate of registration.

#### **Requests to include items or draft resolutions in the agenda of the meeting**

One or more shareholders representing at least the percentage of capital provided for in the applicable legal and regulatory provisions may request the inclusion of items or draft resolutions in the agenda under the terms provided for in Articles L. 225-105, L. 225-120 and R. 225-71 to R. 225-73 of the French Commercial Code.

Requests to include items (which must state the reasons for them) or draft resolutions on the agenda must be sent to the registered office by registered post with acknowledgement of receipt, and must be received no later than twenty-five days before the General Meeting is held. These requests must be accompanied by:

- the item to be included in the agenda as well as the reasons for the item; or
- the text of draft resolutions, which may be accompanied by a brief explanation of the reasons for them and, if applicable, information provided for under paragraph 5 of Article R. 225-83 of the French Commercial Code; and
- a certificate of registration proving that the authors of the request own or represent the percentage of share capital required by Article R. 225-71 of the French Commercial Code.

In addition, shareholders are reminded that items or draft resolutions on the agenda shall only be considered at the General Meeting of Shareholders if the authors send a new certificate proving the registration of their shares in the same accounts by midnight, Paris time, two business days before the General Meeting, i.e. May 16, 2017.

The list of items and draft resolutions added to the agenda will be published forthwith on the Company's website, <http://about.amundi.com/Navigation/Shareholders/General-Meetings>, in accordance with Article R. 225-73-1 of the French Commercial Code.

## **Documents made available to shareholders**

In accordance with legal and regulatory requirements, all of the documents that must be provided at the General Meeting will be made available to shareholders, within the time frame stipulated by law, at Amundi's registered office or sent upon request sent to CACEIS Corporate Trust.

Furthermore, documents that are to be presented at the General Meeting and other information and documents provided for in Article R. 225-73-1 of the French Commercial Code will be available on the Company's website, <http://about.amundi.com/Navigation/Shareholders/General-Meetings>, no later than April 27, 2017 (21 days before the General Meeting).

This notice will be followed by a convening notice listing any changes made to the agenda in response to requests to include draft resolutions submitted by shareholders and/or the Works Council.

*The Board of Directors*