

Statements - Resolutions submitted to the Extraordinary General Meeting of Shareholders

Presentation of the Transaction:

On December 12, 2016, Amundi has signed a binding agreement with UniCredit in order to acquire Pioneer Investments (the "Transaction").

This transforming acquisition will strengthen significantly Amundi's industrial project and reinforce its position as the European leader in asset management. It will create the 8th largest asset manager globally with €1,2761 billion of assets under management, and will allow Amundi to reinforce its leadership in key European markets, benefit from a leading US platform in terms of management and distribution, bolster its leadership in serving retail networks and improve its customer mix by increasing the proportion of higher-margin retail customers from 27% currently to 35% post transaction, expand its institutional client base thanks to an increased presence in Europe, an enhance and diversify its global product offering.

The price of the acquisition is 3,545 million euros. The Transaction will be financed by c.1.5 billion euros of excess capital, a c.1.4bn euros to 1.6 billion euros of capital increase (rights issue), and c.0.6bn euros of senior and subordinated debt. The rights issue will be launched in H1 2017 and will be underwritten by Crédit Agricole Group. Crédit Agricole Group will support the offering and shall keep a minimum pro forma ownership of 66.7%. The Transaction is subject to customary closing conditions, regulatory and antitrust approvals. The transaction is expected to close in the first half of 2017.

The resolutions that are submitted to you fall within the framework of this Transaction. In order to achieve this transaction, a capital increase with preferential subscription rights for a maximum amount of around 1.4 billion euros (issue premium included) is contemplated by your Company to partly finance the acquisition of Pioneer Investments.

First resolution (Delegation of authority to the Board of directors to increase the share capital of the company or another company through the issuance of shares and/or securities giving access, immediately or in the future, to the capital, with preferential subscription rights)

Statement: The first resolution asks the general meeting of shareholders to delegate to the Board of directors its authority to decide to carry out increases in the share capital, on one or more occasions, with preferential subscription rights, by issuing (i) shares of the company (other than preferred shares) 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, giving access, immediately or in the future to the capital of the company or other companies.

The maximum aggregate par value of the capital increases that may be carried out immediately or in the future under this delegation is set at 210 million euros, it being stipulated that the maximum aggregate par value of capital increases carried out under this delegation and the delegations granted in the eighth, ninth, tenth, eleventh, twelfth, thirteenth and fifteenth resolutions of the ordinary and extraordinary meeting of shareholders held on September 30, 2015 is set at 210 million euros. To these maximum amounts shall be added, if the case arises, the aggregate par value of shares to be issued in order to preserve, pursuant to law or regulations and, where applicable, to contractual provisions allowing other adjustment cases, the rights of holders of securities or of other rights giving access to the capital.

The Board of directors will have full powers, with powers to sub-delegate as provided by law, to implement this delegation of authority, and in particular to decide upon the amount of the issuance, the issuance price, and the amount of any premium that may be, as applicable, required on issuance.

The Board of directors may not, without prior authorisation from the general meeting of shareholders, execute this delegation after a third party has submitted a tender offer for Amundi shares and until the end of the offer period.

This delegation cancels as of the day of the general meeting of shareholders, any unused portion of the seventh delegation granted by the ordinary and extraordinary meeting of shareholders held on September 30, 2015.

The period of validity of the delegation of authority granted by this resolution at twenty-six months from the date of the general meeting of shareholders.

Second resolution (Delegation of authority to the Board of directors to increase the share capital of the company, without preferential subscription rights, reserved for members of company savings plans)

Statement: The second resolution asks the general meeting of shareholders to delegate to the Board of directors its authority to decide to carry out increases in the share capital by issuing shares of the Company and other securities giving access to the capital of the Company reserved for the eligible employees, executive officers and retirees of the Company and that are members of company or group savings plans. This resolution is being submitted pursuant to Article L. 225-129-6 of the French Commercial Code requiring such resolution to be submitted in relation to any proposal for a capital increase in cash.

This delegation states exactly the same limits as in the previous delegation of authority granted by the ordinary and extraordinary meeting of shareholders held on September 30, 2015: the maximum aggregate par value of the capital increases that may be carried out under this delegation is set at 1 % of the share capital as of the day of the Board of directors' decision.

This amount will count towards the overall limit stipulated in the first resolution of this meeting. This delegation cancels as of the day of the general meeting of shareholders, any unused portion of the fourteenth delegation granted by the ordinary and extraordinary meeting of shareholders held on September 30, 2015.

The period of validity of the delegation of authority granted by this resolution at twenty-six months from the date of the general meeting of shareholders.

Third resolution (Powers to carry out formalities)

Statement: The third resolution asks you to grant full powers to the bearer of an original, copy or excerpt of the minutes of this extraordinary general meeting of shareholders to complete any legal filing or publication formalities relating to or resulting from the decisions taken.