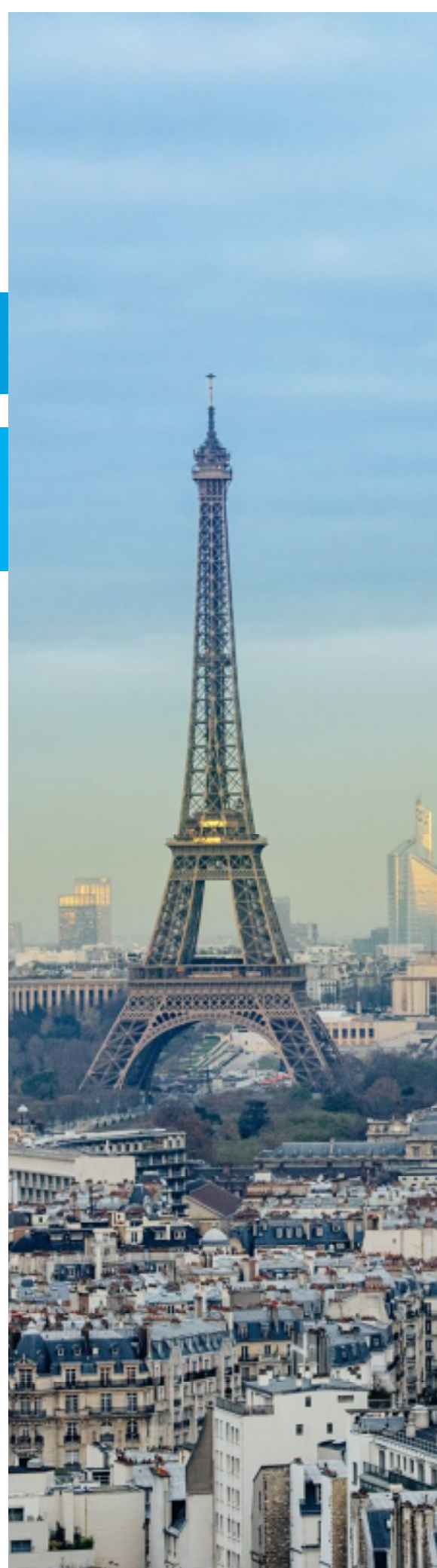




Meeting Notice

Extraordinary General Meeting January 30, 2017

Monday 30 January 2017 - 9:00 a.m.
91-93, boulevard Pasteur
75015 Paris



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Chairman's foreword

Dear Shareholders,

I am pleased to invite you to an Extraordinary General Meeting of your Company to be held on **Monday 30th January 2017, 9.00 am, in our premises in Paris.**

This Extraordinary General Meeting is called in the context of the acquisition of Pioneer Investments from UniCredit, transaction the Company announced and presented on 12 December 2016.

This is a transforming deal that should significantly advance the Company's industrial strategy and strengthen its position as Europe's leading asset manager.

It would lead Amundi to become the world's 8th largest asset manager, with nearly €1,300 billion under management.*

The Company is proposing to partly finance the acquisition through a capital increase, with preferential subscription rights for existing shareholders, of around EUR 1.4 billion (including share premium).

The scale of the Pioneer acquisition requires that the Board of Directors be delegated additional powers so that it can carry out the necessary capital increase in the first half of 2017 as contractually agreed with UniCredit.

In this context, we are proposing to adopt market standards that usually empower the board of directors to issue up to 50% of the Company's share capital, which means a nominal upper limit of delegation for capital increase of € 210 million or 84 million shares.

This document includes all the relevant information about the meeting and details of how to take part. If you cannot attend in person you can nevertheless express your opinion either by voting by post or by appointing a person of your choice as proxy. You can also empower the Chairman of the Board of Directors, who will chair the meeting, to vote on your behalf.

Yours sincerely,

Xavier Musca

Chairman of the Board of Directors

* For further details on your Company's acquisition of Pioneer Investment please refer to the press release and presentation available on the website: <http://about.amundi.com>, *Shareholders / Financial information*.

Summary of Amundi's activity in 2015 and for the first nine months of 2016

Year 2015

For the fiscal year 2015, net income Group share excluding IPO costs rose 7.8% from 2014 to €528 million, as detailed below:

in € millions	2015* adjusted	2014** restated	2015* vs. 2014** restated
Net revenue	1,656.9	1,537.5	+ 7.8%
<i>O/w. performance fees</i>	138.0	170.4	-19.0%
Operating expenses	(868.6)	(805.1)	+7.9%
Gross operating income	788.3	732.4	+7.6%
Cost/income ratio	52.4%	52.4%	n.s.
Share of net income of equity-accounted entities	25.2	16.9	+49.1%
Other items	7.0	(4.8)	n.s.
Pre-tax income	820.5	744.6	+10.1%
Income tax charge	(291.5)	(254.0)	+14.8%
Net income Group share	527.8	489.7	+ 7.8%
<i>IPO expenses after taxes</i>	(9.1)	-	n.s.
Reported net income Group share	518.7	489.7	+ 5.9%
Per share data (€ per one share)			
Earnings per share excl. IPO cost (adj.)	3.16	2.94	+7.7%

*2015 adjusted: excluding initial public offering costs of €14.6 million before taxes, €9.1 million after taxes

**2014 figures restated for application of IFRIC 21

Amundi's **AuM** increased by 12.2% in 2015, driven by a record level of net inflows of €79.9 billion, coupled with favorable market performance (up €22.4 billion).

In 2015, net inflows rose sharply (2.4 times 2014), due to high contributions from all client segments and from international, the latter accounting for 75% of total net inflows. Joint ventures (JV) in particular contributed nearly 40% of the yearly inflows in 2015.

Retail segment AuM increased by 25.0% in 2015, to €263 billion compared with €210 billion at December 31, 2014. The increase was mainly driven by net inflows of €41.5 billion along with a consolidation scope effect from the acquisition of BAWAG P.S.K. Invest during the first quarter of 2015 (€5.3 billion)

Institutional segment AuM increased by 8.2% between 2014 and 2015, from €667 billion to €722 billion. The increase was mainly driven by net inflows of €38.3 billion in 2015, more than twice that of 2014.

Amundi

Net asset management revenues in 2015 reached €1,657 million, up 7.8% over 2014, driven by an increase in **net fee and commission income** (up 11%) partially offset by lower performance fees following less favorable market conditions in 2015.

Operating expenses before IPO costs (€15 million) grew 7.9% in line with revenue growth. Excluding currency (weaker euro) and scope (consolidation of BAWAG P.S.K. Invest) effects, they are well in hand, with a 4.3% growth reflecting investments in organic growth, especially hirings internationally.

Gross operating income before IPO costs rose 7.6% in 2015, to €788 million. This increase was in line with growth in the business as seen above and is illustrated by the stability of the adjusted cost-to-income ratio of 52.4% in 2015, level with 2014.

The **share of net income of equity-accounted entities was €25 million**, up 49.1% from 2014 due to increased joint ventures business, particularly in China, South Korea and India.

Other items include **cost of risk (€7 million)** mainly comprised of provisions for litigation and net gains on other assets (+€13.6 million).

After adjusting for non-controlling interests and **income tax charges** in 2015 of €292 million before IPO costs, the **net income Group share** amounted to €528 million, up 7.8% over 2014. After deducting IPO costs (€9 million after tax), this line was €519 million.

The **earnings per share** behaved nearly like Net income Group share after adjusting for very slight dilution (0.1%) due to the capital increase reserved for employees on December 16, 2015 (€16 million).

First nine months of 2016

Over the first nine months of 2016, Net income Group share rose 5.3% to €415 million as detailed below:

In €m	9M 2016	9M 2015*	9M 2016 vs. 9M 2015*
Net revenue	1,234.4	1,225.7	+0.7%
<i>O/w performance fees</i>	87.0	76.5	+13.6%
Operating expenses	(642.2)	(646.5)	-0.7%
Gross operating income	592.2	579.2	+2.2%
Cost/income ratio	52.0%	52.7%	-0.7pp
Share of net income of equity-accounted entities	20.8	18.5	+12.3%
Other items	(0.4)	5.2	n.s.
Pre-tax income	612.6	602.9	+1.6%
Income tax charge	(196.4)	(207.5)	-5.3%
Net income Group share	415.3	394.5	+5.3%
Per-share figures (in €):			
Earnings per share excl. IPO expenses (adjusted)	2.48	2.36	+5.0%

* Incl. IPO expenses in 2015

Amundi

Over the first nine months of 2016, Amundi's **assets under management** increased by 7.1% to €1,054 billion, thanks to solid activity (inflows of €39.1 billion over nine months), a favourable market effect (+€27.1 billion), and the scope effect of Ireland-based management company KBI GI in the third quarter of 2016 (+€8.6 billion).

Inflow volume was driven by strong sales momentum namely for medium/long-term assets: +€25.8 billion over the first nine months of 2016. This increase was observed in all traditional asset classes, both in active and passive management, as well as in real, alternative and structured assets, for which inflows amounted to €4.6bn over the first nine months of the year.

The Retail segment posted excellent business activity, with inflows of €14.2bn in the first nine months of 2016 (€16.7bn excluding treasury products). These inflows were primarily driven by Joint Ventures (+€12.6bn), particularly in Asia, and by third-party distributors (+€5.5bn). Business activity on the French networks was slightly positive on medium/long-term assets (+€0.6bn over the first nine months of the year).

The Institutionals segment recorded strong inflows, at €25bn over the first nine months of 2016. Institutionals and sovereigns once again accounted for over 70% of inflows in the segment, with particularly significant inflows in treasury products. Business activity remained strong for CA and SG insurers (+€5.5bn over the first nine months of the year).

From a geographical perspective, the net inflows are primarily attributable to international operations on medium/long-term assets (85% of the total), with 2/3 of the international inflows in Asia and 1/3 in Europe outside France. Thus, year-on-year, total international assets under management (including treasury products) were up by 31%.

Net revenue for the first nine months of 2016 totalled €1,234 million, an increase of 0.7% compared with the same period in 2015. In this context, **operating expenses** were contained, down 0.7% enabling a cost/income ratio of 52.0%, down by 0.7 points from the first nine months of 2015.

As such, **Gross Operating Income** stood at €592 million, up 2.2% over the first nine months of 2015.

The **share of net income of equity-accounted entities** was €21m, an increase of 12.3% from the first nine months of 2015, helped by a strong contribution from the joint ventures in Asia.

Taking into account a lower **tax** charge over the first nine months (-5.3%) resulting from a reduction in the French corporate tax rate, **net income Group share** amounted to €415m, an increase of +5.3% compared to the first nine months of 2015. Net earnings per share in the first nine months of 2016 were €2.48.

Over the first nine months of the year, Amundi illustrated its growth policy through several initiatives:

1. enhancing its management expertise, to drive future growth:

- creating an **integrated platform dedicated to real and alternative asset expertise** (Real Estate, Private Debt, Private Equity, and Infrastructure) The Group now has a platform enabling investors to benefit from the attractive yields on these asset classes. With €34bn already under management¹, this division is aiming to double its AUM by 2020. Accordingly, the merger of Amundi's real estate management operation with that of Crédit Agricole Immobilier² was approved. This deal was completed by a transfer of assets in exchange for company securities³.

¹ Including commitments

² Announced on 14 September 2016

³ As a result of the transaction, 680,232 new shares were issued, representing a nominal capital increase of €1,700,580. Amundi's share capital is now composed of 167,925,469 shares, amounting to €419,813,672.50. The impact on Amundi's net earnings per share is neutral.

Amundi

- On 29 August, the **acquisition of KBI Global Investors⁴** was finalised. This Dublin-based asset management company specialised in equity management is seeing rapid growth. This transaction, which is in line with the Group's acquisition policy, offers marketing synergies and immediately increases Amundi's net earnings per share.

2. In addition, a Services business line⁵ was created to provide management companies and institutional investors with services in IT, market access, and fund hosting. Amundi has highly efficient infrastructure, an asset it intends to promote among third parties. The objective is for these activities to represent 5% of net revenue in five years.

Proposed acquisition of Pioneer

In the fourth quarter, Amundi further reinforced its leadership in Europe with the announcement of **Pioneer Investments acquisition from UniCredit for €3,545 million**. As part of this transaction, Amundi will form a long-term strategic partnership with UniCredit for the distribution of asset management products.

Pioneer Investments, a global asset manager, has a highly complementary business and geographic profile with Amundi. With €222 billion⁶ in assets under management, a majority being Retail assets, Pioneer Investments has a unique franchise with global and proven product expertise.

This transforming acquisition will significantly strengthen Amundi's industrial project and reinforce its leadership position in European asset management. It will create the 8th largest asset manager globally with nearly €1,300 billion of assets under management.

This acquisition, **which creates significant value for Amundi's shareholders thanks to its significant potential for synergies**, is also **consistent with the disciplined approach announced by Amundi at the time of its IPO** to deploy its excess capital, specifically in terms of **ROI**. It is expected to **be accretive to Amundi's earnings per share by c. 30%** (including the full impact of synergies and excluding integration costs).

At closing of transaction, Pioneer Investments' net tangible equity should stand at c.€500 million, which is about €300 million above regulatory requirements.

The transaction will be financed by c.€1.5 billion of excess capital, a c.€1.4bn capital increase (rights issue), and c.€0.6bn 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, which has received the support of both Amundi's and UniCredit's Boards of Directors, is subject to customary closing conditions, regulatory and antitrust approvals. The transaction is expected to close in the first half of 2017.

For more details on the accounts closed at 31 December 2015, see the Registration Document filed with the AMF under number R.16-025.

For more details on the first nine months of 2016, see the Company's quarterly publications as well as the Half Year Financial Report available in the Shareholders section of the Company's website.

For more details on the acquisition of Pioneer, see the publications in the Shareholders section of the Company's website.

⁴ Announced on 23 May 2016

⁵ Execution, reporting, calculation of risk indicators, asset allocation, etc.

⁶ Data at 30 September 2016, not including €4 billion in assets under management in Poland

Membership of the Board of Directors at December 31, 2016

Chairman of the Board of Directors

Xavier MUSCA

(Deputy Chief Executive Officer of Crédit Agricole SA)

Hélène MOLINARI

Independent Director
(Managing Director of AHM Conseil)

Chief Executive Officer and Director

Yves PERRIER

Christian ROUCHON

(Chief Executive Officer of CRCAM Sud Rhône-Alpes)

Directors

Virginie CAYATTE

Independent Director
(Chief Financial Officer of Solocal Group)

Andrée SAMAT

(Chairman of the Board of Directors CRCAM Provence Côte d'Azur)

Laurence DANON-ARNAUD

Independent Director
(Director of Cordial Investments & Consulting Ltd)

Renée TALAMONA

(Chief Executive Officer of CRCAM de Lorraine)

Rémi GARUZ

(Chairman of the Board of Directors CRCAM D'Aquitaine)

Eric TAZE-BERNARD

Director representing the employees

Laurent GOUTARD

(Head of Société Générale Retail Banking in France)

Non-voting Directors

Jean-Michel FOREST

(Chairman of the Board of Directors CRCAM Loire Haute-Loire)

Robert LEBLANC

Independent Director
(Chairman of AON France)

François VEVERKA

(Independent Director)

Michel MATHIEU

(Chief Executive Officer of LCL)

Statutory auditors

ERNST & YOUNG et Autres

Represented by Olivier DRION

PRICEWATERHOUSECOOPERS AUDIT

Represented by Emmanuel BENOIST

Agenda

Extraordinary General Meeting of Shareholders of January 30, 2017

Resolutions submitted to the Extraordinary General Meeting of Shareholders

- 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;
- Delegation of authority to the Board of directors to increase the share capital of the company, without preferential subscription rights, reserved for participants in Company savings plans;
- Powers to carry out formalities.

Draft resolutions

Resolutions submitted to the Extraordinary General Meeting of Shareholders

- **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 thirteenth resolution asks you 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.

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)

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 statutory auditors' special report, and in accordance with provisions of Articles L.225-129, 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, with powers to sub-delegate as provided by law, its authority to decide to carry out increases in the share capital, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, with preferential subscription rights, by issuing, in euros or in any other currency or currency unit established by reference to more than one currency, with or without premium, free of charge or against payment (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, at any time or on a specified date, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the capital of the company or other companies, it being stipulated that subscription for shares or other securities may be in cash, or by offset of debt, or by incorporation of reserves, profits or share premiums;

2. resolves to set the following limits to capital increases authorized in the event of use by the Board of directors of this delegation of authority:

- 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 or the equivalent in any other currency or currency unit established by reference to more than one currency, 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 or the equivalent in any other currency or currency unit established by reference to more than one currency ;
- 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 ;

3. resolves to set the following limits to debt securities authorized in the event of issuance of securities taking the form of debt securities giving access, immediately or in the future, to the capital of the company or other companies:

- the maximum aggregate par value of the debt securities that may be issued immediately or in the future under this delegation is set at 3 billion euros or the equivalent in any other currency or currency unit established by reference to more than one currency ;
- this amount shall be increased, if applicable, by any redemption premium in excess of the par value ;
- this amount is independent from the amount of debt securities, the issuance of which may result of the use of other resolutions adopted by the ordinary and extraordinary meeting of shareholders of the Company held on September 30, 2015 and from debt securities, the issuance of which would 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 the Board of directors makes use of this delegation:

- resolves that the issuance(s) will be reserved in priority for the shareholders, who may make irreducible subscriptions in proportion to the number of shares then owned by them ;
- acknowledges the fact that the Board of directors has the option of introducing a reducible subscription right ;
- acknowledges that this delegation of authority entails waiver by the shareholders, in favor of the holders of issued securities giving access to the capital of the company, of their preferential subscription rights in respect of the shares to which the said securities will entitle their holders immediately or in the future ;
- acknowledges the fact that, pursuant to Article L.225-134 of the French Commercial Code, if irreducible subscriptions and, if applicable, any reducible subscriptions do not absorb the entire capital increase, the Board of directors may use, on the conditions stipulated by law and in the order it sees fit, any or all of the options listed below:
 - allocate at its discretion some or all of the shares or, in the case of securities giving access to the capital, such securities the issuance of which has been decided but which have not been subscribed ;
 - offer some or all of said unsubscribed shares or, in the case of securities giving access to the capital, said unsubscribed securities, to the public, on the French and/or foreign markets ;
 - generally, limit the capital increase to the amount of subscriptions actually received, provided that, in case of issuance of shares or securities of which the basis (*titre primaire*) is a share, it reaches after using, as the case may be, the two above-mentioned modalities, three-quarters of the capital increase decided upon ;
- resolves that issuances of warrants entitling their holders to subscribe for the company's shares may also be made by a free allocation to holders of existing shares, it being stipulated that fractional allocation rights and the corresponding securities will be sold in accordance with the conditions set out in Article L.228-6-1 of the French Commercial Code ;

5. resolves that 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 the issuance of shares and/or securities giving access, immediately or in the future, to the capital ;
- decide upon the amount of the issuance, the issuance price, and the amount of any premium that may be, as applicable, required on issuance ;
- determine the dates and terms of the issuance and the nature, the number, and characteristics of the shares and/or securities to be issued ;
- in the case of issuance of debt securities, decide whether they are subordinated or not (and, where relevant, their subordination ranking, in accordance with the provisions of Article L.228-97 of the French Commercial Code), set their rate of interest (which may be fixed or variable rate of interest, or zero coupon or indexed), and specify, if applicable, any circumstances in which payment of interest will or may be suspended or passed, stipulate their term (fixed or perpetual), the possibility of a reduction or increase in their par value, and set the other terms of issuance (including the granting of security or collateral) and of amortization (including the possibility of redemption by delivery of company assets); if applicable, such securities may include an option for the company to issue debt instruments (whether fungible or not) in lieu of interest payments suspended by the company, or take the form of complex debt instruments in the sense understood by the stock market authorities (for example, due to their redemption or remuneration terms or other rights such as indexation or option rights) ;
- amend, during the life of the relevant securities, the above terms, in compliance with applicable formalities ;
- determine the method of payment for shares or securities giving access to the capital to be issued immediately or in the future ;
- set, if needed, the terms for the exercise of rights (rights to conversion, exchange or redemption as the case may be, including by delivery of company's assets such as securities already issued by the company) attached to the shares or securities giving access to the capital to be issued, and in particular set the date, which may be retrospective, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the capital increase ;
- set the terms on which the company may have the option of purchasing or exchanging on the stock market, at any time or during specified periods, the securities issued or to be issued, whether or not such purchase or exchange be made with a view to cancellation thereof, in accordance with the law ;
- allow for the option of suspending the exercise of the rights attached to such securities in accordance with the relevant law and regulations ;
- at its sole discretion, charge the cost of capital increases against the premium arising thereon, and deduct from this premium the sums necessary to fund the legal reserve ;
- determine and make all adjustments to take into account the impact of transactions involving the capital or the shareholders' equity of the company, in particular in the event of a change in the par value of the share, increase in share capital by incorporation of reserves, profits or issuance premium, a free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums, or of any other assets, redemption of capital or any other transaction affecting shareholders' equity or the share capital (including in the event of a public offer and/or in the event of a change of control), and set all other modalities allowing, if applicable, the rights of holders of securities or other rights giving access to the capital to be protected (including through cash adjustments) ;

- duly record completion of each capital increase and make the necessary amendments to the articles of association ;
- generally, enter into all agreements, in particular to ensure completion of the proposed issuances, take all measures and accomplish all formalities required for the issuance, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto ;

6. acknowledges the fact that, in the event of the use by the Board of directors of the powers that are delegated to it in this resolution, the Board of directors will report to the following ordinary general meeting of shareholders, in accordance with applicable law and regulations, on the use made of the powers conferred in this resolution ;

7. resolves that 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 ;

8. acknowledges the fact that this delegation cancels as of this day, any unused portion of the seventh delegation granted by the ordinary and extraordinary meeting of shareholders of the Company held on September 30, 2015 ;

9. sets the period of validity of the delegation of authority granted by this resolution at twenty-six months from the date of this 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 participants in 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.

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

The general meeting of shareholders, deliberating in accordance with the quorum and majority rules applicable to extraordinary general meetings of shareholders, having reviewed the report of the Board of directors and the statutory auditors' special report, and pursuant to the provisions of Articles L. 225-129-2 and L. 225-138-1 of the French Commercial Code and to those of 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, on one or more occasions, by issuing shares of the Company or other securities giving access to the share capital of the Company, reserved for the eligible employees, executive officers and retirees of the Company and of companies that are affiliated to the Company as defined pursuant to Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code, and members of company or group savings plans ;
2. resolves that the maximum aggregate par value of the capital increases that may be carried out under this delegation is set at 1 % of the capital as of the day of the Board of directors' decision, it being stipulated that this amount will count towards the overall limit stipulated in the first resolution of this meeting ;
3. resolves to waive in favor of the aforesaid beneficiaries the preferential subscription rights of shareholders in respect of the shares or other securities as well as other securities to which the securities issued on the basis of this delegation may provide entitlement, to be issued pursuant to this resolution;
4. resolves that the Board of directors may decide, pursuant to Article L. 3332-21 of the French Labor Code, the allocation of free shares or other securities giving access to the capital of the Company, existing or to be issued, pursuant to the requirements and limits set forth in the aforementioned Article L. 3332-21, the capital increase being carried out, if necessary, by incorporating reserves into the share capital ;
5. resolves that the subscription price may not exceed the average share price of the Company on the regulated market of Euronext Paris from the last twenty trading sessions preceding the date of the decision of the Board of directors, or his or her delegate, defining the opening date of the subscription period, or be less than 20% of this average;
6. resolves to grant full powers to the Board of directors, with powers to sub-delegate as provided by law, to implement this delegation of authority, and in particular to:

- set the scope of the capital increase ;
- decide that subscriptions may be made directly by the beneficiaries belonging to the savings plan, or through dedicated mutual funds or employee shareholding funds ;
- set the opening and closing dates for subscriptions ;
- set the terms and conditions of the issuances to be made under this delegation and, in particular, to determine the issuance amount and the rules for scaling down in the event of over-allotment, the subscription price, the dividend date, which may be retrospective, of the shares or securities issued and the time period to pay up the shares ;
- duly record completion of share capital increases equal to the amount of shares actually subscribed and amend the by-laws accordingly, accomplish all formalities required for the listing of securities issued by virtue of this delegation, as well as, with respect to these decisions, charge the expenses related to the capital increase and deduct all necessary amounts from the premiums to ensure that the balance of the legal reserve account remains the equivalent of at least one tenth of the new share capital amount resulting from each share capital increase ;
- more generally, to accomplish all transactions and formalities, directly or indirectly *via* an agent, required for the issuances to be carried out pursuant to this resolution.

7. acknowledges the fact that this delegation cancels as of this day, if relevant, any unused portion of the fourteenth delegation granted by the ordinary and extraordinary meeting of shareholders of the Company held on September 30, 2015 ;

8. sets the period of validity of the delegation of authority granted by this resolution at twenty-six months from the date of this 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 meeting to complete any legal filing or publication formalities required by law.

Third 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 extraordinary general meeting of shareholders to complete any legal filing or publication formalities relating to or resulting from the decisions taken in the aforementioned resolutions.

Terms governing participation in the General Meeting of Shareholders

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

Shareholders are entitled to participate in this meeting, no matter how many shares they hold, either through attendance in person or a vote by proxy or by post.

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, namely January 26, 2017 at 0:00 (a.m.), 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 share registrar two business days before the meeting, namely January 26, 2017 at 0:00 (a.m.), Paris time, is enough for them to participate in the general meeting of shareholders.

For holders of bearer shares, registration 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 the shareholder by its financial intermediary if the shareholder wishes to attend the meeting in person and has not received their admission card two business days before the meeting, namely January 26, 2017, at 0:00 (a.m.), Paris time.

Methods of participating in the General Meeting of Shareholders

Shareholders wishing to attend the meeting in person can ask for an admission card the following way :

-For holders of registered share : each registered shareholder automatically receives a voting form joined to the present meeting notice. This form should be completed indicating the wish to participate to the general meeting and to obtain an admission card, signed, and sent completed at the following address : CACEIS Corporate Trust – Service Assemblées Générales Centralisées – 14, rue Rouget de Lisle- 92862 ISSY-LES-MOULINEAUX Cedex 9, or the shareholder can come with a valid ID to the counter designated the day of general meeting;

- For holders of bearer shares : the holder should ask his authorised intermediary that administrates his securities account to request an admission card.

If shareholders cannot attend the meeting in person, they can 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 an agent that will agree to vote as instructed by their mandate.

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 agent, to CACEIS Corporate Trust. The mandate can 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, notification of the appointment or withdrawal of an agent may also be carried out electronically, under the following terms:

- for 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. 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 agent appointed or removed;

- for 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. 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 agent 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 assignment or revocation of mandates that are received no later than three days before the General Meeting (for assignments or revocations of mandates 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 revocation of mandates 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 can 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, namely January 26, 2017 at 0:00 (a.m.), Paris time, the Company shall invalidate or amend, as the case may be, the vote made remotely or by proxy, or the admission card or share ownership certificate. In this respect, the authorized intermediary administering the account shall notify the Company or its agent of the disposal and send the information required. No disposal or other transaction carried out after at 0:00 (a.m.), 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, namely January 24, 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 them; 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 0:00 (a.m.), Paris time, two business days before the General Meeting, namely January 26, 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/Shareholders>, 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/Shareholders>, no later than January 9, 2017 (21 days before the General Meeting).

1

You would like to attend the shareholders' meeting and receive your admission pass:

Tick this box.

2

To vote by mail:

Tick this box and follow instructions

3

To transfer your vote to the Chairman of the Board:

Tick this box.

4

To transfer your vote to the person of your choice, who will attend the meeting and represent you:

Tick this box and provide the details of your representative

IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this, date and sign at the bottom of the form
A. Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire. / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.
B. J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

AMUNDI
Société anonyme au capital de 419 813 672, 50 euros
91-93, boulevard Pasteur - 75015 Paris
RCS Paris 314 222 902

ASSEMBLEE GENERALE EXTRAORDINAIRE
30 JANVIER 2017 9H
91-93 boulevard Pasteur - 75015 Paris

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY
Identifiant - Account
Vote simple / Single vote
Nominatif / Registered
Vote double / Double vote
Nombre d'actions / Number of shares
Porteur / Bearer
Nombre de voix - Number of voting rights

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso (2) - See reverse (2)
Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci la case correspondante et pour lesquels je vote NON ou je m'abstiens.
I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this, for which I vote NO or I abstain.
Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noircissant comme ceci la case correspondant à mon choix.
On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this.
Table with 45 numbered boxes (1-45) and columns for voting options: A, B, C, D, E, F, G, H, J, K. Each box has a small shaded area for marking.

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

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

ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.
CAUTION : if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.
Nom, prénom, adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement). Cf au verso (1)
Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary). See reverse (1)

5

Whatever your options, sign and date the form here:

Date & Signature

6

Return the form before this date so that it can be processed by our services

à la banque / to the bank 27/01/2017
à la société / to the company

AMUNDI

A limited company (*société anonyme*) with share capital of €419,813,672.50
Registered office: 91-93, Boulevard Pasteur - 75015 PARIS
Paris Trade and Companies Register No. 314 222 902

DOCUMENT AND INFORMATION REQUEST FORM

(Art. R225-88 of the French Commercial Code)

I, the undersigned,

SURNAME.....

First Name

Address.....

.....

Email address.....

Holder of SHARE(S) in AMUNDI

request a copy of the documents and information concerning the Extraordinary General Meeting of Shareholders of January 30, 2017, as provided for by Article R. 225-83 of the French Commercial Code on commercial companies in the following format:

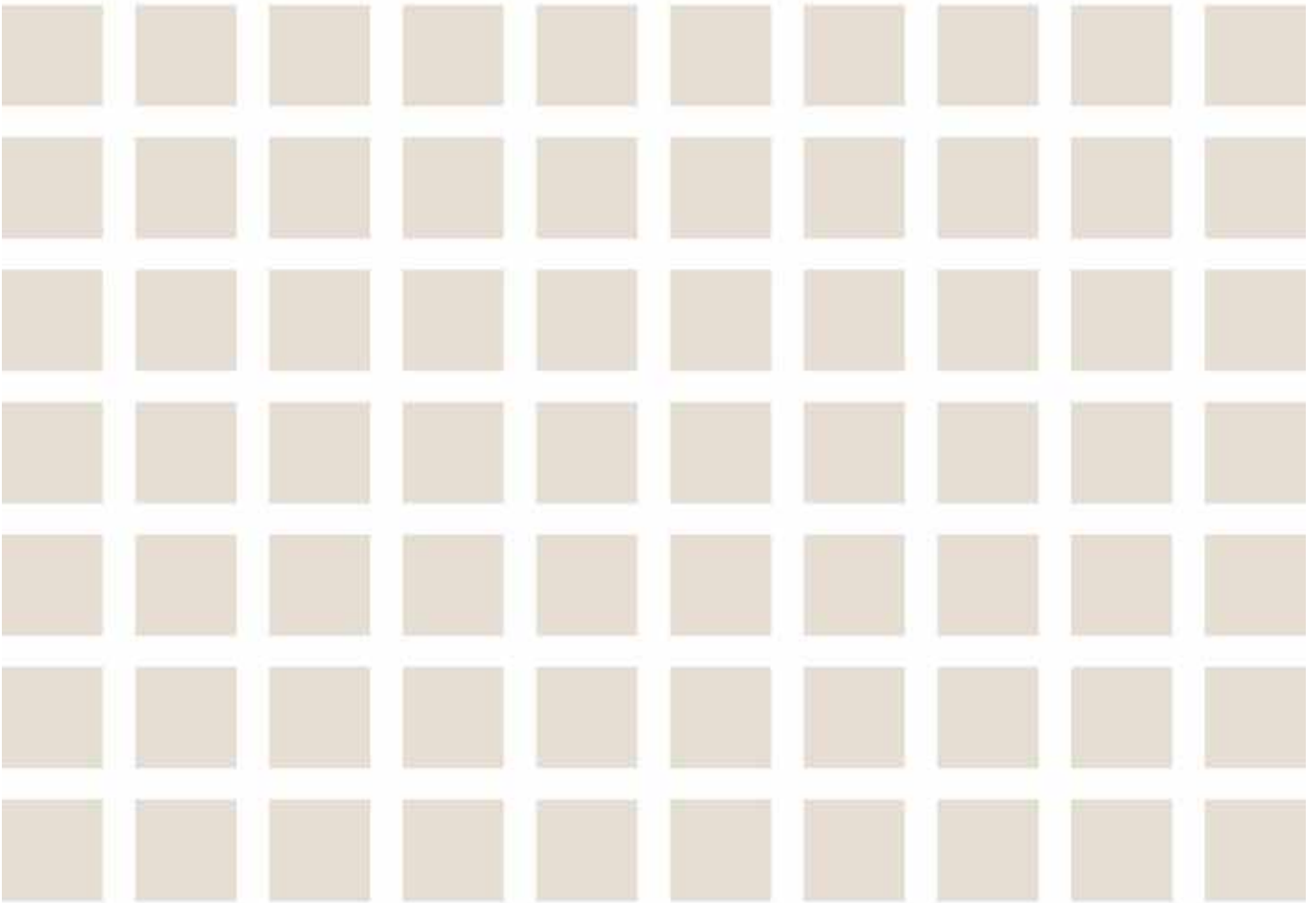
- paper
- digital files sent to the email address provided above

..... (Town), (Date)

Signature

NB: Holders of **directly registered shares** may, with a single request, have the company send them the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code for each subsequent meeting of shareholders.

Amundi



Amundi
A French limited company with share capital of €419 813 672.50
Trade and Company Registry No.314 222 902 R.C.S Paris
91-93 boulevard Pasteur, 75015 Paris - France

