

Confidence
must be earned

Amundi

Meeting Notice

ORDINARY GENERAL
MEETING 2018



Tuesday 15 May 2018 at 10:30 a.m.
91-93, boulevard Pasteur - 75015 PARIS

Table of contents

Message from the Chairman of the Board of Directors of Amundi	3
Brief overview of the Company's situation for the year 2017	4
Members of the Board of Directors at 09/02/2018	7
Presentation of Directors whose reappointment is submitted to the General Meeting	9
Items presented to the Ordinary General Meeting of Shareholders of May 15, 2018	13
Presentation of draft Resolutions	14
Terms governing participation in the General Meeting of Shareholders	26
How to complete voting form	30
Document and information request form	31

Message from the Chairman of the Board of Directors of Amundi

Dear Shareholders,

I am pleased to invite you to the **Ordinary General Meeting of Shareholders of Amundi**, which will be held at **10:30 a.m. on Tuesday 15 May 2018 in our offices at 91, Boulevard Pasteur, 75015 Paris.**

The year 2017 was marked by very good results both in terms of development and profitability.

Amundi once again demonstrated its ability to meet its commitments, surpassing, in two years, all the objectives set at its listing. Over this period, Amundi recorded a net inflow¹ of 130 billion euros, i.e. an amount higher than the target set for the period 2016 - 2018. The combined result² is up 14.1 % compared to an average growth target of 5%. The cost income ratio⁽²⁾ stands at 52.4%, an improvement of almost three points compared to the previous year³. These figures reflect the strength of Amundi's business model and the relevance of its development strategy

The acquisition of Pioneer Investments positions Amundi as one of the Top 10 asset managers in the world and as the leading asset manager in Europe, with leading positions in France, Italy, Austria and Germany. This acquisition allows Amundi to project with new ambitions over three years. These are based on the quality of expertise and services offered to its customers, a dynamic of development and profitability and a strengthened commitment as a responsible financial actor.

The Crédit Agricole Group's "Strategic Ambition 2020" Mid-Term Plan has made asset management a major area of development by further promoting the quality of products and services offered to its customers. Thanks to its leading role in the Savings, Insurance and Real Estate divisions, Amundi will actively participate in the launch of the "Savings" project, which aims at reconsidering relations between bank and clients.

The dynamics of results 'growth combined with the financial strength of Amundi enables our Board of Directors to propose you vote at the Annual Shareholders' Meeting a dividend of 2.50 euros per share, up by 13.6%. % compared to the one paid in 2017.

You will find enclosed all useful information for this meeting as well as guidelines on how to participate. If you cannot attend the meeting in person, you can nevertheless exercise your voting right either by voting by post or by appointing someone you choose as a proxy. You can also authorise the Chairman of the Board of Directors, who will chair the Meeting, to vote on your behalf.

Yours sincerely,

Xavier Musca
Chairman of Amundi's Board of Directors

¹ Combined data (Amundi + Pioneer)

² Combined and adjusted data (excluding integration costs of Pioneer and excluding amortization of distribution contracts).

Combined data i are intended to present the economic developments of Amundi after the integration of Pioneer, in full year, for the years 2016 and 2017. Combined data thus include 12 months of Pioneer for these two years.

³ On a comparable basis

Brief overview of the Company's situation for the year 2017

Consolidated results and activities of Amundi in 2017

2017 has been a significant step in the implementation of Amundi's development strategy. All the objectives that had been set when Amundi was listed at the end of 2015 have been exceeded in terms of both business and profitability. 2017 was also the year Amundi acquired Pioneer Investments in July, partially funded by a capital increase of 1.4bn€ achieved in April.

Accounting income

Accounting income rose sharply in 2017 benefiting from the contribution of Pioneer (consolidated in H2) and the Group's financial performance. The accounting net income Group share (including integration costs and the amortisation of distribution contracts) amounted to €681m, an increase of 19.9% over 2016. The 2017 accounting Earnings Per Share was €3.54 vs €3.40 in 2016 (up 4.3% yoy)

Combined P&L¹

<i>In € millions</i>	2017	2016	2017 vs. 2016
Combined adjusted net revenues²	2,722	2,533	+ 7.5 %
<i>Of which net management fees</i>	2,445	2,327	+ 5.1%
<i>Of which performance fees</i>	180	133	+ 35.1%
<i>Net financial income and other net income²</i>	97	73	+ 32.9%
Combined adjusted operating expenses³	(1,428)	(1,399)	+ 2.1 %
Combined adjusted gross operating income³	1,295	1,134	+ 14.2 %
Combined adjusted cost-income ratio^{2 3}	52.4 %	55.2 %	(2.8 pt)
<i>Cost of risk and other</i>	(16)	(5)	NS
<i>Share of net income of equity-accounted entities</i>	33	28	+ 16.3 %
Combined adjusted earnings before tax^{2 3}	1,311	1,158	+ 13.3 %
<i>Combined income tax^{2 3}</i>	(393)	(352)	+ 11.8 %
Combined adjusted net income Group share^{2 3}	918	805	+ 14.1 %
<i>Amortisation of distribution agreements net of tax</i>	(30)	(11)	NS
<i>Share of net income of equity-accounted entities</i>	(88)	0	NS
Combined net income Group share	800	794	+ 0.8%

(1) Combined net income: figures for 2017 and 2016 correspond to the sum of 12-month of Amundi activity plus 12 months of Pioneer activity, with a

normalised net income in the first half of the year.

Adjustments: restatement of accounting net revenues for amortisation of distribution agreements (UniCredit as from 1 July 2017, SG and Bawag in 2016 and 2017), and restatement of accounting operating expenses in 2017 for Pioneer integration costs. Both these factors are shown net of tax in the table above.

(2) Adjusted data (excluding amortisation of distribution agreements).

(3) Excluding Pioneer integration costs.

Data per share (in €) :			
<i>Dividend per share (in euros)</i>	2.50	2.20	+13.7%

Note: all AuM and inflows below are presented as combined. Combined meaning 12 months of Amundi and Pioneer.

Activities

Combined assets under management reached €1.426tn on 31 December 2017, benefiting from the contribution of Pioneer's assets (+€242.9bn; consolidated from H2 2017), strong inflows (+€70.6bn) and a favourable market effect (+€26.7bn), particularly in equities.

Net inflows were strong and diversified. Each client segment, management expertise and region recorded positive net inflows. These were largely driven by **strong trends in Retail (70% of the total), the International segment (73%) and medium/long-term products (51%).**

Indeed, the Retail segment has seen substantial activity, with net inflows in 2017 of +€49.6bn, achieved across all distribution channels, compared to +€31.5bn in 2016.

The Institutionals and Corporates segment recorded solid net inflows (+€21bn in 2017). This figure nonetheless represents a decline from 2016 level (+€28.9bn), a fact attributable to the €6.9bn mandate reinternalized by the ECB in Q1 2017. Excluding this impact, net inflows were almost stable.

Combined results

Net revenues¹ amounted to €2,722m, up +7.5% on 2016, in line with the increase in assets under management. Performance fees (€180m) recorded strong growth amidst a particularly favourable market environment. Amundi also benefited from considerably high financial revenues (€95m) associated with asset disposals.

Operating expenses² remained under control, increasing only +2.1% compared to 2016. This strong showing included the first fruits of cost synergies from the Pioneer takeover.

Adjusted gross operating income grew by 14.2% vs. 2016 to €1,295m. This operational efficiency translated into a 2.8 points improvement in the adjusted cost-to-income ratio to 52.4% in 2017. This ratio remains one of the best in the asset management industry.

The share of net income of equity-accounted entities (essentially Asian joint ventures) rose significantly (+16%, in line with assets under management), to €33m.

After tax rate of 30.8%, the combined and adjusted net income Group share was €918m in 2017, an increase of 14.1% compared to 2016.

Amundi parent Company results in 2017

Considering the structure of Amundi Group, the parent company's results only reflect some financial aspects of the sole parent company. The results variations are only partially linked to the evolution of the asset management activities accounted for the group entities.

In 2017, Amundi's revenues were €151m versus €333m in 2016, a decline of €182m. This was due to a €165m fall in securities income, mainly because of lower dividends from Amundi subsidiaries and a €18m reduction in net gains on the investment portfolio.

In 2017, Amundi recognised €15m in general operating expenses, a sharp reduction on the 2016 figure, which was inflated by Pioneer acquisition costs.

In view of these items, gross operating income totalled €136m in 2017, down by €168m compared to the 2016 financial year.

¹ excluding amortisation of distribution contracts (UniCredit, SG, and Bawag)

² excluding costs associated with the integration of Pioneer Investments

Income taxes amounted to €1m.

In total, Amundi's net income for the period was a profit of €137m in 2017, compared with a profit of €299m in 2016.

Strategic ambitions 2018-2020

Amundi's ambition is to become one of the leaders in the global asset management industry, based on **the quality of the expertise and services it offers to its clients, its strong growth and profitability trends, and its position as a committed financial player.**

The integration of Pioneer has reinforced the business model of Amundi in three key dimensions: distribution capabilities, expertise and talents.

Amundi is thus well positioned to continue its profitable growth, with two priorities: **consolidate its position as a reference partner in the Retail segment and accelerate its development in the Institutionals segment.**

Financial objectives 2018-2020

Amundi aims at least €150bn total net inflows over 3 years, a maximum cost income ratio of 53% and an adjusted net income of at least €1.05bn in 2020 (or \geq €1bn of accounting net income) with a dividend pay-out ratio of 65% of net income (excluding integration costs).

MEMBERS OF THE

Board of Directors

At 09/02/2018



Xavier Musca

Chairman of the Board of Directors

DEPUTY CEO, MEMBER OF THE BOARD OF DIRECTORS AND OF THE EXECUTIVE COMMITTEE OF CRÉDIT AGRICOLE S.A.



Laurent Goutard

Member of the Board of Directors

DIRECTOR OF THE FRENCH RETAIL BANKING AND MEMBER OF THE EXECUTIVE COMMITTEE OF SOCIÉTÉ GÉNÉRALE



Yves Perrier

CEO and Member of the Board of Directors

DEPUTY CEO IN CHARGE OF SAVINGS MANAGEMENT, INSURANCE AND PROPERTY DIVISION - INCLUDING ASSET MANAGEMENT - OF THE CRÉDIT AGRICOLE GROUP, MEMBER OF THE EXECUTIVE COMMITTEE OF CRÉDIT AGRICOLE S.A.



Robert Leblanc

Member of the Board of Directors

CHAIRMAN AND CEO OF AON FRANCE



Virginie Cayatte

Member of the Board of Directors

FINANCIAL DIRECTOR OF ADISSEO



Michel Mathieu

Member of the Board of Directors

CEO OF LCL, DEPUTY MANAGING DIRECTOR OF CRÉDIT AGRICOLE S.A. IN CHARGE OF RETAIL BANKING SUBSIDIARIES, INCLUDING LCL AND INTERNATIONAL RETAIL BANKING



Laurence Danon-Arnaud

Member of the Board of Directors

CHAIRPERSON OF PRIMEROSE SAS



Hélène Molinari

Member of the Board of Directors

MANAGER AHM CONSEIL



Rémi Garuz

Member of the Board of Directors

CHAIRMAN OF THE BOARD OF DIRECTORS OF THE AQUITAINE REGIONAL BANK OF CRÉDIT AGRICOLE



Christian Rouchon

Member of the Board of Directors

CEO OF THE SUD RHÔNE-ALPES REGIONAL BANK OF CRÉDIT AGRICOLE



Andrée Samat

Member of the Board of Directors

CHAIRPERSON OF THE BOARD OF DIRECTORS
OF THE PROVENCE-CÔTE D'AZUR REGIONAL
BANK OF CRÉDIT AGRICOLE



Renée Talamona

Member of the Board of Directors

CEO OF THE REGIONAL BANK
OF CRÉDIT AGRICOLE DE LORRAINE



Éric Tazé-Bernard

Member of the Board of Directors

CHIEF ALLOCATION ADVISOR
FOR INSTITUTIONAL INVESTORS,
AMUNDI ASSET MANAGEMENT



Jean-Michel Forest

Non-voting member

CHAIRMAN OF THE BOARD OF DIRECTORS
OF THE LOIRE HAUTE-LOIRE REGIONAL
BANK OF CRÉDIT AGRICOLE



Gianni Franco Papa

Non-voting member

GENERAL MANAGER OF UNICREDIT

Presentation of Directors whose reappointment is submitted to the General Meeting

Rémi Garuz

■ Biography:

Rémi Garuz began his career as a farmer before becoming President of a farming cooperative in 1990, as well as Chairman and CEO of PRODUCTA, an agricultural trading cooperative, from 1997 to 2012. In parallel, he joined the Crédit Agricole Group in 1990 as director of the Sauveterre Local Bank, of which he became President in 1999. In 1996, he became director of the Regional Bank of Gironde, then in 2001, director of the Regional Bank of Aquitaine. In 2000, he then became a member of its office, then Vice-Chairman, and finally Chairman (since 2012).



Age:
65

Nationality:
French

Date of first appointment:
14/02/2014

Term of office ends:
Ordinary general shareholders' meeting called to approve the financial statements for the year ending 31/12/2017

Number of shares held:
200

■ Offices held at 31/12/2017

> COMPANY	> POSITIONS AND OFFICES HELD	> START OF TERM OF OFFICE
<i>In Crédit Agricole Group companies:</i>		
Caisse Régionale du Crédit Agricole d'Aquitaine	Chairman of the Board of Directors	2012
CA Grands Crus	Representative of the Caisse Régionale du Crédit Agricole d'Aquitaine, member of the Supervisory Board	2012
Grand Sud-Ouest Capital SA SEML Route des Lasers	Representative of Caisse Régionale du Crédit Agricole d'Aquitaine, Director	2012 2012
Caisse d'Assurances Mutuelles du Crédit Agricole (CAMCA) Caisse Locale de Sauveterre	Director	2014 1999
<i>In other listed companies:</i>		
None		
<i>In other unlisted companies:</i>		
EARL Martinez Garuz	Manager	2013
<i>In other entities:</i>		
Economic, Social and Environmental Committee, Aquitaine Region	Member	2012
Commission Départementale d'Orientation de l'Agriculture (CDOA)	Representative of ECO3 (SCI), Member	1999
Mairie de Saint Brice	Municipal Councillor	2014

Compliance with rules on multiple offices*: YES
AFEP-MEDEF Code: 1 Monetary and Financial Code: 2

* Number of offices as defined in Article 18.4 of the AFEP-MEDEF Code and Article L. 511-52 of the Monetary and Financial Code.

Laurent Goutard

■ Biography:

Laurent Goutard joined the Société Générale Group in 1986 within the General Audit. In 1993, he was appointed as Deputy Director of the Grande Entreprise agency, Paris Opéra, then in 1996, Advisory Banker at the Major Accounts Division Management of the French network. From 1998 to 2004, Laurent Goutard served as director and CEO then as Chairman of the Board of Société Générale Marocaine de Banques. From 2004 to 2005, he served as Vice-Chairman of the Management Board and as Deputy CEO of Komerční Banka. From 2005 to 2009, Laurent Goutard was Chairman and CEO of Komerční Banka and a member of the Société Générale Group Management Committee since 2007.

Laurent Goutard has been Head of Banque de Détail France Société Générale since 2009, and a member of the Executive Committee of Société Générale Group since September 2014.



Age:

56

Nationality:

French

Date of first appointment:

06/02/2015

Term of office ends:

Ordinary general shareholders' meeting called to approve the financial statements for the year ending 31/12/2017

Number of shares held:

200

■ Offices held at 31/12/2017

> COMPANY | > POSITIONS AND OFFICES HELD | > START OF TERM OF OFFICE

In Crédit Agricole Group companies:

None		
------	--	--

In other listed companies:

Société Générale	Head of Retail Banking Member of the Executive Committee	2009 2014
FGDR	Representative of SG, Chairman of the Supervisory Board	2016

In other unlisted companies:

Compagnie Générale d'Affacturage	Permanent representative of SG Financial Services Holding, Director	2009
Franfinance	Chairman of the Board of Directors	2014
Komerční Banka	Member of the Supervisory Board	2014
Sogecap	Director	2015

In other entities:

None		
------	--	--

Compliance with rules on multiple offices*: YES

AFEP-MEDEF Code: 1 Monetary and Financial Code: 3

* Number of offices as defined in Article 18.4 of the AFEP-MEDEF Code and Article L. 511-52 of the Monetary and Financial Code.

** Amundi Group Company.

Michel Mathieu

■ Biography:

Michel Mathieu began his career at Crédit Agricole Gard in 1983. He went on to become Manager in 1990 and in 1995 joined the Caisse Régionale du Midi as Deputy CEO. In 1999, he was appointed CEO of the Caisse Régional du Gard and then, from 2005, of the Caisse Régionale du Midi. The Caisses Régionales du Gard and du Midi were merged in 2007 and Michel Mathieu took charge as CEO of the newly created merged Bank, the Caisse Régionale du Languedoc. In 2010, Michel Mathieu moved to Crédit Agricole S.A. as Deputy CEO responsible for Group central functions and, from May 2015, for asset management and insurance. In August 2015 he became Crédit Agricole S.A. Deputy CEO responsible for retail banking subsidiaries, including LCL and international, and for the operations and transformation function.

Since April 2016, he has been CEO of LCL, and remains in charge of Crédit Agricole S.A.'s retail banking subsidiaries division (including LCL and international), Member of the Executive Committee.



Age:

59

Nationality:

French

Date of first appointment:

28/04/2016

Term of office ends:

Ordinary general shareholders' meeting called to approve the financial statements for the year ending 31/12/2017

Number of shares held:

200

■ Offices held at 31/12/2017

> COMPANY | > POSITIONS AND OFFICES HELD | > START OF TERM OF OFFICE

In Crédit Agricole Group companies:

> COMPANY	> POSITIONS AND OFFICES HELD	> START OF TERM OF OFFICE
Cariparma Crédit Agricole Egypt	Director	2010 2012
Crédit Agricole SA	Deputy CEO, Head of Subsidiaries and Local Banking divisions	2015
Crédit du Maroc	Vice-Chairman of the Supervisory Board	2015
LCL	Chief Executive Officer	2016
Predica	Permanent representative of LCL	2016
CACI	Chairman of the Board of Directors	2016

In other listed companies:

None		
------	--	--

In other unlisted companies:

None		
------	--	--

In other entities:

None		
------	--	--

Compliance with rules on multiple offices*: YES

AFEP-MEDEF Code: 2 Monetary and Financial Code: 2

* Number of offices as defined in Article 18.4 of the AFEP-MEDEF Code and Article L. 511-52 of the Monetary and Financial Code.

Renée Talamona

Member of the Risk Management Committee

■ Biography:

Renée Talamona began her career at the Caisse Nationale de Crédit Agricole, where she was named Head of Economic Studies in 1980, then in 1983, Head of Studies for Finance Management, and in 1986, Internal Auditor and then Project Leader for the Internal Audit Department. In 1992, she was named Finance and Risk Director at the Caisse Régionale Sud Méditerranée and then, in 1996, Marketing Director at the Caisse Régionale Pyrénées Gascogne. From 2000 to 2002, she was Deputy CEO of Caisse Régionale Champagne Bourgogne. In August 2002, she was named Deputy CEO of Caisse Régionale Pyrénées Gascogne and Chairwoman of Bankoia, a subsidiary of the Regional Bank in the Spanish Basque area. In April 2009, she became Deputy to the "Group Risk Manager" of Crédit Agricole S.A. Finally, between November 2011 and September 2013, Renée Talamona served as director of "French Regions Management" at Crédit Agricole-CIB.

Renée Talamona currently holds the position of Chief Executive Officer of Caisse Régionale de Lorraine.



Age:

60

Nationality:

French

Date of first appointment:

30/09/2015

Term of office ends:

Ordinary general shareholders' meeting called to approve the financial statements for the year ending 31/12/2017

Number of shares held:

200

■ Offices held at 31/12/2017

> COMPANY	> POSITIONS AND OFFICES HELD	> START OF TERM OF OFFICE
<i>In Crédit Agricole Group companies:</i>		
Caisse Régionale du Crédit Agricole Lorraine	Chief Executive Officer	2013
Crédit Agricole SA	Director, member of the Strategic Committee	2016
CALF BFT IM** Amundi	Director	2013 2014 2015
FNCA	Member of Crédit Agricole Mutual Life and Identity Commission	2014
CALF	Member of the Audit Committee, member of the Risk Management Committee	2015
<i>In other listed companies:</i>		
None		
<i>In other unlisted companies:</i>		
None		
<i>In other entities:</i>		
None		

Compliance with rules on multiple offices*: YES
AFEP-MEDEF Code: 1 Monetary and Financial Code: 1

* Number of offices as defined in Article 18.4 of the AFEP-MEDEF Code and Article L. 511-52 of the Monetary and Financial Code.

** Amundi Group Company.

Items presented to the Ordinary General Meeting of Shareholders of

May 15, 2018

- Approval of the unconsolidated financial statements for the 2017 fiscal year
- Approval of the consolidated financial statements for the 2017 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
- Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid or granted to Mr. Yves Perrier, Chief Executive Officer, for the fiscal year ended December 31, 2017
- 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 that may be granted to the Chief Executive Officer for the 2018 fiscal year
- 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 that may be granted to the Chairman of the Board of Directors for the 2018 fiscal year
- Consultation on the overall amount of compensation paid during the previous fiscal year to the actual executive employees, 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
- Renewal of Mr. Rémi Garuz' term as Director
- Renewal of Mr. Laurent Goutard's term as Director
- Renewal of Mr. Michel Mathieu's term as Director
- Renewal of Ms. Renée Talamona's term as Director
- Authorization to the Board of Directors to trade in the Company's own shares
- Powers to carry out formalities

Presentation of draft Resolutions

➤ First and second resolutions: Approval of the financial statements for the 2017 fiscal year

Statement: The first two resolutions ask you to approve the parent company financial statements and the consolidated financial statements for the 2017 fiscal year.

First resolution (Approval of the unconsolidated financial statements 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 reports of the Board of Directors and the reports of the Statutory Auditors, approves the unconsolidated financial statements for the 2017 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 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 reports of the Board of Directors and the reports of the Statutory Auditors, approves the consolidated financial statements for the 2017 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

Statement: This resolution indicates that profit of Parent company for the fiscal year, amounting to €136,779,154.47 after taking into account retained earnings from previous fiscal years, leaves distributable income of €1,687,764,880.29.

For the 2017 fiscal year, it is proposed to pay out a dividend of €2,50 per share and to allocate the rest to retained earnings.

The dividend will be paid out as from 24 May 2018.

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, 2017 and approved by this General Meeting of Shareholders show a profit of €136,779,154.47:

- duly notes that the profit for the 2017 fiscal year, plus retained earnings for previous fiscal years, has increased the amount of distributable earnings to €1,687,764,880.29;
- resolves to appropriate distributable earnings as follows:

to dividends ⁽¹⁾	€503,776,405.00
to retained earnings	€1,183,988,475.29

(1) The total amount distributed, as indicated above, is based on the number of shares entitled to dividends as of December 31, 2017, i.e. 201,510,562 shares, and may vary if the number of shares entitled to dividends changes between January 1, 2018 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 €2.50 per share for each of the 201,510,562 shares entitled to dividends.

Shares will be designated ex-dividend on May 22, 2018 and paid out as from May 24, 2018. 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 2017 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 amount (in millions of €)
2014	1.46	1.46	0	244
2015	2.05	2.05	0	343
2016	2.20	2.20	0	443

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

Statement: The special report of your Company's Statutory Auditors on related party agreements governed by the provisions of Articles L. 225-38 et seq. of the French Commercial Code mentions the following agreement, approved and signed during the 2017 fiscal year:

Amundi received a performance guarantee from its majority shareholder, Crédit Agricole S.A., in connection with Amundi's capital increase carried out to finance the acquisition of the Pioneer Group.

The amount of this performance guarantee agreement was 9.96 €M. This figure corresponds to a rate of 1.2% of the share of Amundi's capital increase not subscribed by Crédit Agricole S.A. This rate of 1.2% lies in the bottom of the range of underwriting's commissions usually paid by market operators, which lies between 1.1% and 2.5%.

Taking into consideration those elements, the authorization to conclude this performance guarantee agreement was granted by the Board of Directors of Amundi at its meeting of February 9, 2017.

This agreement is governed by the procedures for related-party agreements and is therefore submitted, under the fourth resolution, for approval at your General Meeting, which is also called to approve the special report of the Statutory Auditors.

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, 2017, 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, 2017.

- **Fifth resolution : Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid or granted to Mr. Yves Perrier, Chief Executive Officer, for the fiscal year ended December 31, 2017**

Statement: The fifth resolution asks you, in accordance with Article L. 225-100 II of the French Commercial Code, to approve components comprising the fixed, variable and exceptional compensation and other benefits of any kind that may be granted to Yves Perrier, Chief Executive Officer, for the 2017 fiscal year. This compensation is in line with the principles and criteria set forth by the 2017 general meeting of shareholders.

The detailed report on the compensation components submitted for your approval is provided in the Corporate Governance report (section 2.5.5 of chapter 2 of the 2017 Registration Document).

Fixed compensation of the Chief Executive Officer amounts to €860,000.

The evaluation of the variable compensation criteria of the Chief Executive Officer leads to an average level of achievement of 125%. However, given the application of the ceiling linked to the CDR IV regulations, the variable remuneration of the Chief Executive Officer is capped at twice the amount of fixed compensation, i.e. at €1,720,000.

In all, the compensation granted to the Chief Executive Officer for the 2017 fiscal year amounts to €2.58 million, increasing by 7.5% as compared with the 2016 fiscal year, to be compared to the 19.9% increase of the net income Group share and to the 14.1% increase of the net income Group share combined and adjusted for 2017.

In addition, it is reminded that Mr. Xavier Musca, Chairman of the Board of Directors, waived his attendance fees for his duties as a director and did not receive any compensation for his duties as Chairman of the Amundi's Board of Directors during the 2017 fiscal year. Compensation is paid in full in respect of its mandate and the activities carried out within Crédit Agricole SA and is therefore not the subject of a resolution submitted to the approval of your meeting of shareholders.

Fifth resolution (Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid or granted to Mr. Yves Perrier, Chief Executive Officer, for the fiscal year ended December 31, 2017)

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 report on corporate governance,

pursuant to Article L. 225-100 II. of the French Commercial Code, approves the fixed, variable and exceptional items comprising the total compensation and other benefits of any kind paid or granted to Mr. Yves Perrier, Chief Executive Officer, for the fiscal year ended December 31, 2017, as presented in the report on corporate governance included in Chapter 2 of the registration document.

➤ Sixth 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 that may be granted to the Chief Executive Officer for the 2018 fiscal year

Statement: The sixth resolution asks you, in accordance with Article L. 225-37-2 of the French Commercial Code, to approve the principles and criteria applied to the determination, allocation and attribution of all components comprising the fixed, variable and exceptional compensation and other benefits of any kind that may be granted to the Chief Executive Officer for the 2018 fiscal year.

With respect to the fixed compensation, it will amount, as from January 1, 2018, to €1,000,000. This increase is explained by the significant gap between the global compensation of the Chief Executive Officers of other listed asset management companies in Europe as well as CRD IV requirements limiting the part of variable compensation and prohibiting the Chief Executive Officer from benefiting from the LTI plan of performance shares.

The structure of the criteria used to determine the variable compensation of the Chief Executive Officer is similar to the structure applied for 2017, the criteria in themselves being adapted to the context of the fiscal year. These criteria refer for 65% to items related to Amundi and for 35% to items related to the Crédit Agricole SA Group. Pursuant to CRD IV regulations, the total variable compensation will be, in any case, capped at twice the amount of fixed compensation.

The detailed report on the compensation components submitted for your approval is provided in the Corporate Governance report (Section 2.7.2 of Chapter 2 of the 2017 Registration Document).

Sixth 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 that may be granted to the Chief Executive Officer for the 2018 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 report on corporate governance,

pursuant to Article L. 225-37-2 of the French Commercial Code, approves the principles and criteria for determining, allocating and granting the fixed, variable and exceptional items comprising the total compensation and other benefits of any kind that may be granted to the Chief Executive Officer for the 2018 fiscal year, as presented in the report on corporate governance included 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 that may be granted to the Chairman of the Board of Directors for the 2018 fiscal year

Statement: The sixth resolution asks you, in accordance with Article L. 225-37-2 of the French Commercial Code, to approve the principles and criteria applied to the determination, allocation and attribution of all components comprising the fixed, variable and exceptional compensation and other benefits of any kind that may be granted to the Chairman of the board for the 2018 fiscal year.

The detailed report on the compensation components submitted for your approval is provided in the Corporate Governance report (Section 2.7.1 of Chapter 2 of the 2017 Registration Document).

It is also reminded that Mr. Xavier Musca, current Chairman of the Board of Directors, has waived any compensation for his mandate.

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 that may be granted to the Chairman of the Board of Directors for the 2018 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 report on corporate governance, pursuant to Article L. 225-37-2 of the French Commercial Code, approves the principles and criteria for determining, allocating and granting the fixed, variable and exceptional items comprising the total compensation and other benefits of any kind that may be granted to the Chairman of the Board of Directors for the 2018 fiscal year, as presented in the report on corporate governance 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 executive employees, 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**

Statement: In accordance with Article L. 511-73 of the French Monetary and Financial Code, the eighth resolution asks you to provide your advisory opinion on the total budget of compensations of any kind, paid to Senior Managers within the meaning of Article L. 511-13 of the French Monetary and Financial Code and to the categories of staff identified according to Article L. 511-71 of said Code.

In 2017, six persons of the Amundi group belonged to the categories of staff mentioned above. In 2017 this “identified staff” received fixed compensation, determined on their skills and level of responsibility, and variable compensation that focuses on their individual contribution to group performance.

For these “identified staff” whose variable compensation is higher than a materiality threshold defined by the Amundi group in accordance with Commission Delegated Regulation (EU) No. 604/2014, a minimum of 50% of compensation paid in 2017 in consideration of 2016 performance is divided into three parts to be deferred over three years, depending on the achievement of performance goals and their continued employment with the Company.

The total compensation paid in 2017 to these categories of “identified staff” amounts to €4,297,845. It can be broken down as follows:

- Fixed compensation: €1,758,000
- Non-deferred variable compensation: €1,124,434
- Deferred variable compensation for previous years: €1,410,116
- Other compensation: €5,295 (benefits in kind)

The complete compensation policy governing this compensation may be consulted in Section 2.5 of the 2017 Registration Document. In addition, the annual report on the compensation policy and practices applied to categories of CRD IV “identified staff” is provided in section 2.6 of the 2017 Registration Document.

Eighth resolution (Consultation on the overall amount of compensation paid during the previous fiscal year to the actual executive employees, 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)

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 € 4,297,845 to actual executives, 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 to Twelfth resolutions: Reappointment of Rémi Garuz, Laurent Goutard, Michel Mathieu and Renée Talamona as Directors

Statement: The ninth through the twelfth resolutions ask you to reappoint as Directors Rémi Garuz, Laurent Goutard, Michel Mathieu and Renée Talamona for another term of three (3) years, set to expire at the adjournment of the General Meeting of Shareholders convened to approve the financial statements for the fiscal year ending 31 December 2020.

Their biographies and other attributions and offices are presented in this brochure.

Ninth resolution (Renewal of Mr. Rémi Garuz' 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 reviewed the report of the Board of Directors and having noted that Mr. Rémi Garuz' term as Director is set to expire today, 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, 2020.

Tenth resolution (Renewal of Mr. Laurent Goutard'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 reviewed the report of the Board of Directors and having noted that Mr. Laurent Goutard's term as Director is set to expire today, 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, 2020.

Eleventh resolution (Renewal of Mr. Michel Mathieu'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 reviewed the report of the Board of Directors and having noted that Mr. Michel Mathieu's term as Director is set to expire today, 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, 2020.

Twelfth resolution (Renewal of Ms. Renée Talamona'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 Ms. Renée Talamona's term as Director is set to expire today, 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, 2020.

➤ Thirteenth resolution : Authorization to be granted to the Board of Directors to trade in the Company's own shares

Statement: The thirteenth resolution asks you to renew the authorization to the Board of Directors to buy a number of the Company's shares that cannot exceed 10% of shares making up the Company's share capital on the date these purchases are made or 5% of the Company's share capital in order to hold them and deliver them as payment or exchange in connection with a merger, spin-off or contribution.

Purchases of shares may be conducted in order in particular to carry out the following transactions:

- 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
- generally, compliance with obligations in respect of stock option plans or other allocation of shares to employees or corporate officers of the issuer or an affiliated entity; or
- delivering shares upon the exercise of rights attaching 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
- maintaining a secondary market in, or the liquidity of, Amundi's shares through an investment services provider, in connection with a liquidity

agreement that complies with the market ethics charter recognized by the AMF.

The maximum purchase price may not exceed €100.

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 or 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 giving 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 period of validity of the authorization would be set at eighteen months from the date of the General Meeting of Shareholders. It would nullify, from the date of the General Meeting of Shareholders, any unused portion of the previous delegation of power granted to the Board of Directors at the 2017 General Meeting of Shareholders to trade in the Company's own shares.

Thirteenth 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, 2017, a buyback limit of 20,151,056 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 €100 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.

➤ Fourteenth resolution : Powers to carry out formalities

Statement: The 14th 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.

Fourteenth resolution (*Powers to carry out formalities*)

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, hereby grants full powers to the bearer of an original, copy or excerpt of the minutes of this Ordinary General Meetings 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 11 May 2018 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 11 May 2018 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 11 May 2018, 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 transfer of property occurs prior to two business days before the General Meeting, namely 11 May 2018 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 transfer of property or other transaction carried out after 11 May 2018 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 May 7, 2018. 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 at the following address: **Amundi – Resolutions – BSC/COA/LIF – 90 boulevard Pasteur – CS21564 – 75730 Paris Cedex 15**, 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 May 11, 2018.

The list of items and draft resolutions added to the agenda will be published forthwith on the Company's website, <http://about.amundi.com>, 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 are available on the Company's website, <http://about.amundi.com>, no later than April 24, 2018 (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 503 776 405 euros
91-93, boulevard Pasteur - 75015 Paris
RCS Paris 314 222 902

Assemblée Générale Ordinaire
15 mai 2018 à 10h30
91-93 boulevard Pasteur - 75015 PARIS

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

JE VOTE PAR CORRESPONDANCE // VOTE BY POST									
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 <input type="checkbox"/> la case correspondante et pour lesquels je vote NON ou je m'abstiens.					Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noircissant comme ceci <input type="checkbox"/> la case correspondant à mon choix.				
I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this <input type="checkbox"/> , for which I vote NO or I abstain.					On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this <input type="checkbox"/> .				
1 <input type="checkbox"/>	2 <input type="checkbox"/>	3 <input type="checkbox"/>	4 <input type="checkbox"/>	5 <input type="checkbox"/>	Oui / Yes <input type="checkbox"/>	Non/No Abst/Abs <input type="checkbox"/>	Oui / Yes <input type="checkbox"/>	Non/No Abst/Abs <input type="checkbox"/>	F <input type="checkbox"/>
10 <input type="checkbox"/>	11 <input type="checkbox"/>	12 <input type="checkbox"/>	13 <input type="checkbox"/>	14 <input type="checkbox"/>	A <input type="checkbox"/>	<input type="checkbox"/>	B <input type="checkbox"/>	<input type="checkbox"/>	G <input type="checkbox"/>
19 <input type="checkbox"/>	20 <input type="checkbox"/>	21 <input type="checkbox"/>	22 <input type="checkbox"/>	23 <input type="checkbox"/>	C <input type="checkbox"/>	<input type="checkbox"/>	D <input type="checkbox"/>	<input type="checkbox"/>	H <input type="checkbox"/>
28 <input type="checkbox"/>	29 <input type="checkbox"/>	30 <input type="checkbox"/>	31 <input type="checkbox"/>	32 <input type="checkbox"/>	E <input type="checkbox"/>	<input type="checkbox"/>	J <input type="checkbox"/>	<input type="checkbox"/>	I <input type="checkbox"/>
37 <input type="checkbox"/>	38 <input type="checkbox"/>	39 <input type="checkbox"/>	40 <input type="checkbox"/>	41 <input type="checkbox"/>	K <input type="checkbox"/>	<input type="checkbox"/>	L <input type="checkbox"/>	<input type="checkbox"/>	M <input type="checkbox"/>

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.

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

12/05/2018

AMUNDI

A 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

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 Ordinary General Meeting of Shareholders of May 15, 2018, 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

A French limited company with share capital of €503,776,405
Credit institution governed by the French Monetary and Financial Code

Registered office: 91-93, boulevard Pasteur 75015 Paris, France
Postal address: 90, boulevard Pasteur, CS21564, 75730 Paris cedex 15, France
Telephone number: +33 (0)1 76 33 30 30
SIREN number: 314 222 902 RCS Paris

Internet site
www.amundi.com