

*This document is an English-language translation, for information purposes only, of the notice of meeting (“avis de reunion”) for Amundi’s Ordinary and Extraordinary General Meeting of Shareholders convened on May 12, 2020. In the event of any differences between this English-language translation and the French version of the notice of meeting, the French version shall prevail.*

**AMUNDI**

**Public limited company (*société anonyme*)**

**With share capital of €505,408,262.50**

**Registered office: 91-93, Boulevard Pasteur, 75015 PARIS**

**Paris Trade and Companies Register No. 314 222 902**

**Ordinary and Extraordinary General Meeting of Shareholders**

**Notice of Meeting**

The Shareholders of the company AMUNDI are informed that they will be convened at the Ordinary and Extraordinary General Meeting on Tuesday May 12, 2020, at 11 a.m., at 91-93, Boulevard Pasteur, 75015 PARIS, for the purpose of deliberating on the following agenda and draft resolutions:

**WARNING**

In the current health context of the covid-19 epidemic, and in accordance with the measures adopted by the Government, in particular *Ordonnance* No. 2020-321 of 25 March 2020 adapting the rules for holding meetings and deliberations of the assemblies and governing bodies of legal entities and entities without legal personality governed by private law as a result of the covid-19 epidemic, the Chief Executive Officer of the Company decided on 27 March 2020, upon delegation from the Board of Directors, **to hold the General Meeting of Shareholders without the presence of the shareholders.**

Under these conditions, shareholders are invited to give a proxy to the Chairman of the General Meeting of Shareholders or to vote remotely using the voting form. Shareholders are reminded that they may ask written questions under the conditions described below.

Shareholders are invited to regularly consult the section dedicated to the 2020 General Meeting of Shareholders on the Company's website <https://about.amundi.com/Actionnaires/General-Meetings>, which will be regularly updated to specify the final rules for participation to the General Meeting of Shareholders of May 12, 2020 and/or to adapt them to any legislative and regulatory changes that may occur after the publication of this notice.

**Pursuant to the European Central Bank’s Recommendation** dated 27 March 2020 on dividend distributions during the COVID-19 pandemic, **the Board of Directors decided** through a written consultation on 1<sup>st</sup> April 2020 **not to submit to the General Meeting the payment of a dividend** of 3.10 euros per share for the 2019 fiscal year, and to propose to the General Meeting the allocation to retained earnings of the full income for the fiscal year 2019.

## Agenda

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

- Approval of the unconsolidated financial statements for the 2019 fiscal year
- Approval of the consolidated financial statements for the 2019 fiscal year
- Appropriation of net income for the fiscal year
- Approval of the agreements governed by the provisions of Articles L. 225-38 *et seq.* of the French Commercial Code
- Approval of the information referred to in Article L. 225-37-3 I of the French Commercial Code included in the Corporate Governance Report
- Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the 2019 fiscal year or granted for the 2019 fiscal year to Mr. Yves Perrier, Chief Executive Officer
- Approval of the compensation policy applicable to Directors for the 2020 fiscal year
- Approval of the compensation policy applicable to the Chief Executive Officer for the 2020 fiscal year
- Approval of the compensation policy applicable to the Chairman of the Board of Directors for the 2020 fiscal year
- Consultation on the overall amount of compensation paid during the previous fiscal year to the senior managers, 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
- Ratification of the cooptation of Mr. Henri Buecher as Director
- Renewal of Mrs. Laurence Danon's term as Director
- Renewal of Mrs. Helene Molinari's term as Director
- Renewal of Mr. Christian Rouchon's term as Director
- Renewal of Mrs. Andrée Samat's term as Director
- Authorization to the Board of Directors to trade in the Company's own shares

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

- Modification of Article 13 of the Articles of Association
- Modification of Article 14 of the Articles of Association
- Offers to the public
- Powers to carry out formalities

### **Resolutions submitted by the Board of Directors to the Ordinary and Extraordinary General Meeting of Shareholders of Tuesday, May 12, 2020**

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

##### **First resolution (Approval of the unconsolidated financial statements for the 2019 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

2019 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 2019 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 2019 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)**

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 established as of 31 December 2019 and approved by the General Meeting of Shareholders show a profit of €567,445,217.41:

- duly notes that the profit for the 2019 fiscal year, plus retained earnings for previous fiscal years, has increased the amount of distributable earnings to €1,659,989,084.02
- resolves to appropriate distributable earnings as follows:

to dividends	€0
to retained earnings	€1,659,989,084.02

In accordance with applicable laws, the General Meeting of Shareholders notes that the following dividends were paid in the three fiscal years preceding the 2019 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 (in millions of €)
2016	2.20	2.20	0	443
2017	2.50	2.50	0	503
2018	2.90	2.90	0	585

**Fourth resolution (Approval of the agreements 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 governed by the provisions of Articles L. 225-38 and L. 225-40 to L. 225-42 of the French Commercial Code, notes that under the terms of the said report the statutory auditors have not been

notified of any new agreement authorized by the Board of Directors during the fiscal year ended December 31, 2019 and approves the said report in all its provisions.

**Fifth resolution (Approval of the information referred to in Article L. 225-37-3 I of the French Commercial Code included in the corporate governance report)**

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, having reviewed the corporate governance report, pursuant to Article L. 225-100 II of the French Commercial Code, approves the information referred to in Article L. 225-37-3 I of the French Commercial Code, as presented in the corporate governance report included in Chapter 2 of the universal registration document.

**Sixth resolution (Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the 2019 fiscal year, or granted for the 2019 fiscal year, to Mr. Yves Perrier, Chief Executive Officer)**

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 on corporate governance, pursuant to Article L. 225-100 III of the French Commercial Code, approves the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the 2019 fiscal year, or granted for the same fiscal year, to Mr. Yves Perrier, Chief Executive Officer, as presented in the corporate governance report included in Chapter 2 of the universal registration document.

**Seventh resolution (Approval of the compensation policy applicable to Directors for the 2020 fiscal year, pursuant to Article L.225-37-2 II 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 corporate governance report, pursuant to Article L. 225-37-2 II of the French Commercial Code, approves the compensation policy applicable to Directors for the 2020 fiscal year, as presented in the corporate governance report included in Chapter 2 of the universal registration document.

**Eighth resolution (Approval of the compensation policy applicable to the Chief Executive Officer for the 2020 fiscal year, pursuant to Article L.225-37-2 II 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 corporate governance report, pursuant to Article L. 225-37-2 II of the French Commercial Code, approves the compensation policy applicable to the Chief Executive Officer for the 2020 fiscal year, as presented in the corporate governance report included in Chapter 2 of the universal registration document.

**Ninth resolution (Approval of the compensation policy applicable to the Chairman of the Board of Directors for the 2020 fiscal year, pursuant to Article L.225-37-2 II 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 corporate governance report, pursuant to Article L. 225-37-2 II of the French Commercial Code, approves the compensation policy applicable

to the Chairman of the Board of Directors for the 2020 fiscal year, as presented in the corporate governance report included in Chapter 2 of the universal registration document.

**Tenth resolution** *(Consultation on the overall amount of compensation paid during the previous fiscal year to the senior managers (“dirigeants effectifs”), within the meaning of Article L. 511-13 of the French Monetary and Financial Code, and the categories of employees identified pursuant 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 €5,002,708, 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.

**Eleventh resolution** *(Ratification of the cooptation of Mr. Henri Buecher as Director)*

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, ratifies the cooptation by the Board of Directors of Mr. Henri Buecher as director of the Company, in replacement of the term of office of Mr. Rémi Garuz, who resigned, for the remainder of the latter's term of office, i.e. until 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 Mrs. Laurence Danon’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 Mrs. Laurence Danon’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, 2022.

**Thirteenth resolution** *(Renewal of Mrs. Hélène Molinari’s term as Director)*

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, having reviewed the report of the Board of Directors and having noted that Mrs. Hélène Molinari’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, 2022.

#### **Fourteenth resolution (Renewal of Mr. Christian Rouchon's term as Director)**

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, having reviewed the report of the Board of Directors and having noted that Mr. Christian Rouchon'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, 2022.

#### **Fifteenth resolution (Renewal of Mrs. Andrée Samat's term as Director)**

The General Meeting of Shareholders, deliberating in accordance with the quorum and majority requirements applicable to Ordinary General Meetings of Shareholders, having reviewed the report of the Board of Directors and having noted that Mrs. Andrée Samat'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, 2022.

#### **Sixteenth 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 practice accepted 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, 2019, a buyback limit of 20,216,330 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

above-mentioned 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 €120 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 above-mentioned maximum purchase price in order to take into account the impact of these transactions on the value of the shares.

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

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

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

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

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

### **Seventeenth resolution (Modification of Article 13 of the Articles of Association)**

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, decides to amend the 6<sup>th</sup> paragraph and to delete the 7<sup>th</sup> paragraph of Article 13 of the Articles of Association as follows:

**"Directors receive ~~attendance fees~~ as compensation for their duties an annual fixed sum, whose global amount, as set by the General Meeting, is maintained until a new decision is made.**

~~**The Board shares the attendance fees among its members as it sees fit. More particularly it may decide to allocate more to director members of the committees described above than to other directors."**~~

#### **Eighteenth resolution (Modification of Article 14 of the Articles of Association)**

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, decides to add a 4<sup>th</sup> paragraph to Article 14 of the Articles of Association as follows:

*"Notwithstanding the preceding paragraphs, decisions falling within the Board of Directors' powers as provided for in Article L. 225-24, the last paragraph of Article L. 225-35, the second paragraph of Article L. 225-36 and paragraph I of Article L. 225-103 of the French Commercial Code, as well as decisions to transfer the registered office within the same department, may be taken by written consultation of the directors. The Rules of Procedure of the Board of Directors shall specify the conditions under which this written consultation may be implemented."*

#### **Nineteenth resolution (Offers to the public)**

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, notes that :

- the 18<sup>th</sup> resolution (Delegation of power to the Board of Directors to increase the share capital of the Company or of another company through the issuance of shares and/or securities granting access, immediately or in the future, to the Company's share capital, without preferential subscription rights, by way of public offer) adopted by the General Meeting of May 16, 2019 shall be interpreted as being applicable to offers to the public other than those referred to in Article L. 411-2 of the French Monetary and Financial Code; and
- the 19<sup>th</sup> resolution (Delegation of power to the Board of Directors to increase the share capital of the Company or of another company through the issuance of shares and/or securities granting access, immediately or in the future, to the Company's share capital, without preferential subscription rights, by way of private placement referred to in Article L. 411-2, II, of the French Monetary and Financial Code) adopted by the General Meeting of May 16, 2019 shall be interpreted as being applicable to the offers to the public referred to in Article L. 411-2 1° of the French Monetary and Financial Code.

#### **Twentieth resolution (Powers to carry out formalities)**

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



---

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

It is reminded that, in the context of the covid-19 epidemic, and in accordance with the measures adopted by the Government to curb the circulation of the virus, in particular *Ordonnance* No. 2020-321 of 25 March 2020 adapting the rules for holding meetings and deliberations of the assemblies and governing bodies of legal entities and entities without legal personality governed by private law due to the covid-19 epidemic, the Chief Executive Officer of the Company decided, on 27 March 2020, upon delegation from the Board of Directors, **to hold the General Meeting of Shareholders without the presence of the shareholders.**

**Under these conditions, any shareholder is entitled to participate in the General Meeting of Shareholders regardless of the number of shares held, either by being represented at the meeting, by voting remotely or by giving a proxy to the Chairman of the General Meeting.**

In accordance with Article R. 225-85 of the French Commercial Code, any shareholder of a company is entitled to participate in a general meeting of its shareholders provided that the shares are registered in their name or in the name of the registered intermediary on their behalf (as set out in Paragraph 7 of Article L. 228-1 of the French Commercial Code), two business days before the date of the meeting, *i.e.*, May 8, 2020 at midnight, Paris time, either with the Company's share registrar for registered shares, or in the bearer share accounts of an authorized intermediary.

For holders of registered shares, registration in the Company's share registrar two business days before the meeting, *i.e.*, May 8, 2020 at midnight, Paris time, is sufficient for them to participate in the General Meeting of Shareholders following one of the ways recalled above.

For holders of bearer shares, registration of the shares in the bearer share accounts of an authorized intermediary must be proven by a share ownership certificate delivered by the intermediary under the terms provided for in Article R. 225-85 of the French Commercial Code, and must be appended to the proxy and remote voting form.

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

As the General Meeting is held without the presence of the shareholders, the shareholders may choose between one of the following two options: :

- 1) assign a proxy to the Company to the Chairman of the General Meeting or 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.
- 2) vote remotely.

Proxy and remote voting forms are automatically sent to shareholders registered in a direct or administered registered account by post with the notice of meeting.

Proxy and remote voting 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 addition, the proxy and remote voting form will be made available to the shareholders on the issuer's website, <https://about.amundi.com/Actionnaires/General-Meetings>.

In order to be valid, signed and completed paper forms for voting remotely 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. Once completed and signed, proxy and remote voting forms sent electronically must be sent (together with the share ownership certificate for holders of bearer shares) to the following electronic address: [ct-assemblees@caceis.com](mailto:ct-assemblees@caceis.com), at the latest three days before the date of the general meeting.

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

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

**In the current health context, shareholders are invited to give preference to communication by electronic means of telecommunication.**

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

Subject to legislative and regulatory changes that may occur after the publication of this notice, if shareholders have already voted remotely or by proxy they may no longer choose another method of participating in the meeting, unless otherwise provided for in the Articles of Association.

Shareholders that have already voted remotely or by proxy can nevertheless dispose of all or some of their shares at any time. However, if this disposal occurs prior to two business days before the General Meeting, *i.e.*, May 8, 2020 at midnight, Paris time, the Company will invalidate or amend, as the case may be, the vote cast remotely or by proxy. To this end, the authorized intermediary administering the account will notify the Company or its agent of the disposal and send the information required. No disposal or other

transaction carried out after May 8, 2020 at midnight, Paris time, no matter what means are used, will be the subject of any notification sent by the authorized intermediary, nor will it be taken into consideration by the company, despite any agreement to the contrary (Article R. 225-85 of the French Commercial Code).

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 – BSC/COA/LIF – 90 boulevard Pasteur – CS21564 – 75730 PARIS Cedex 15**, by registered post with acknowledgement of receipt or by email at the following email address: [questions-ecrites-ag@amundi.com](mailto:questions-ecrites-ag@amundi.com)) no later than four days prior to the fourth business day before the date of General Meeting, *i.e.*, May 6, 2020. In order to be considered, these questions must be accompanied by a certificate of registration.

**In the current health context, shareholders are invited to give preference to communication by electronic means of telecommunication.**

### **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 — Résolutions à l'AG — 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 the item; or
- the text of draft resolutions, which may be accompanied by a brief explanation of the reasons for them and, if applicable, information provided for under paragraph 5 of Article R. 225-83 of the French Commercial Code; and
- a certificate of registration proving that the authors of the request own or represent the percentage of share capital required by Article R. 225-71 of the French Commercial Code.

In addition, shareholders are reminded that items or draft resolutions on the agenda shall only be considered at the General Meeting of Shareholders if the authors send a new certificate proving the registration of their shares in the same accounts by midnight, Paris time, two business days before the General Meeting, *i.e.*, May 8, 2020.

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

## **Documents made available to shareholders**

In accordance with legal and regulatory requirements, all of the documents that must be provided at the General Meeting will be made available to shareholders, within the time frame stipulated by applicable laws and regulations, at Amundi's registered office or sent upon request sent to CACEIS Corporate Trust. In accordance with the provisions of *Ordonnance* no. 2020-321 of March 25, 2020, the communication of information or a document will be validly made by electronic message, provided that the shareholder indicates in his request the electronic address to which it can be made. **Shareholders are thus encouraged to communicate their e-mail address when making any request.**

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, <https://about.amundi.com/Actionnaires/General-Meetings>, no later than April 21, 2020 (*i.e* 21 days before the General Meeting).

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

*The Board of Directors*