

Free translation from the French version of the “avis de convocation” published on April 30, 2018 in the BALO and supplied for information purposes only. Only the French original version has legal force.

Amundi

French “Société Anonyme” with a capital of 503,776,405 euros
Registered office: 91-93, Boulevard Pasteur, 75015 Paris
3142 222 902 R.C.S. Paris

Convening notice (“avis de convocation”)

Ordinary general meeting of shareholders

Mr and Mrs the Shareholders of the company AMUNDI are invited to attend an Ordinary General Meeting on Tuesday May 15th 2018, at 10:30 a.m., at 91-93, Boulevard Pasteur, 75015 PARIS, to deliberate on the following agenda:

Agenda

- 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

Preliminary formalities to attend the General Meeting of Shareholders

Any shareholder is entitled to participate in this meeting, no matter how many shares they hold, either through attendance in person, by being represented at the meeting, by mail or by giving a proxy to the Chairman of the meeting of shareholders.

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

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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 of the shares 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 shares : 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 specially provided for this purpose the day of general meeting;
- For holders of bearer shares : the holder must ask his authorised intermediary that administrates his securities account to arrange for an admission card to be sent to them.

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

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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.

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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 – 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: **investor.relations@amundi.com**) no later than four business days before the date of General Meeting, namely 7 May 2018. In order to be considered, these questions must be accompanied by a certificate of registration.

Documents made available to shareholders

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In accordance with legal and regulatory requirements, all of the documents that must be provided at the General Meeting are 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://actionnaires.amundi.com>.

The Board of Directors