

Summary table of authorisations relating to share capital

Table summarising the currently valid delegations granted to the Board of Directors by the General Shareholders' Meeting, and their use during the 2023 financial year.

Type of authorisation	Purpose of authorisation	Validity of authorisation	Upper limits	Use during the 2023 financial year
Share buybacks	<u>Purchase or arrange the purchase of Company shares</u>	AGM of 18/05/2022 20 th resolution For a period of: 18 months Entry into force: 18/05/2022 Maturity date: 17/11/2023 General Shareholders' Meeting of 12/05/2023 21 st resolution For a period of: 18 months Entry into force: 12/05/2023 Maturity date: 11/11/2024	Limit for purchases/buybacks: 10% of the shares making up the share capital Maximum purchase price: €120 Maximum aggregate amount allocated to the buyback programme: €1bn	see section outlined below
Capital increase	<u>Increasing the share capital through issuance of shares and / or securities giving immediate or future access to the capital to be issued by the Company while maintaining the pre-emptive right of subscription</u>	General Shareholders' Meeting of 12/05/2023 22 nd resolution For a period of: 26 months Entry into force: 12/05/2023 Maturity date: 11/07/2025	Maximum nominal upper limit for capital increases: 10% of the capital existing on the date of the General Shareholders' Meeting of 12/05/2023 Maximum nominal upper limit for the issue of debt securities: €3.5bn	None
	<u>Issue shares and / or securities giving immediate or future access to the capital to be issued by the Company in consideration for contributions in kind consisting of equity securities or securities giving access to share capital (without pre-emptive subscription rights)</u>	General Shareholders' Meeting of 12/05/2023 23 rd resolution For a period of: 26 months Entry into force: 12/05/2023 Maturity date: 11/07/2025	Maximum nominal upper limit for capital increases: 10% of the capital existing on the date of the General Shareholders' Meeting of 12/05/2023 ⁽²⁾ Maximum nominal upper limit for the issue of debt securities: €1.5bn	None
Operations in favour of employees, personnel and/or Corporate officers	Increase capital by issuing shares and / or securities giving access to the capital immediately or in the future for participants in a company savings plan without shareholders' pre-emptive subscription rights	General Shareholders' Meeting of 12/05/2023 24 th resolution For a period of: 26 months Entry into force: 12/05/2023 Maturity date: 11/07/2025	Total nominal upper limit for capital increases: 1% of share capital on the day of the decision of the Board of Directors ⁽²⁾	Use by the Board of Directors during its meeting of 7 February 2023 (787,503 shares issued)
	Allocation of existing or newly issued performance shares to some or all Group employees and corporate officers	General Shareholders' Meeting of 10/05/2021 26 th resolution For a period of: 38 months Entry into force: 10/05/2021 Maturity date: initially set at 09/07/2024, the General Shareholders' Meeting of 12/05/2023 revoked this authorisation as from 12/05/2023 in respect of the unused portion	Total upper limit on the number of performance shares, existing or to be issued, granted: 2% of share capital as at the date of the Board of Directors' decision ⁽¹⁾ Total upper limit on the number of performance shares, existing or to be issued, granted to executive corporate officers: 0.1% on the date of the General Shareholders' Meeting of 10/05/2021	Use by the Board of Directors during its meeting of 27 April 2023 (452,870 shares granted, including 439,890 to employees and 12,980 to senior executives under the CRDV)
		General Shareholders' Meeting of 12/05/2023 25 th resolution For a period of: 38 months Entry into force: 12/05/2023 Maturity date: 11/07/2026	Total upper limit on the number of performance shares, existing or to be issued, granted: 2% of share capital on the day of the decision of the Board of Directors ⁽²⁾ Total upper limit on the number of performance shares, existing or to be issued, granted to executive corporate officers: 0.1% of share capital on the date of the General Shareholders' Meeting of 12/05/2023	None
Cancellation of shares	Decrease the share capital through the cancellation of treasury shares	General Shareholders' Meeting of 12/05/2023 26 th resolution For a period of: 26 months Entry into force: 12/05/2023 Maturity date: 11/07/2025	Upper limit on the total number of shares to be cancelled: 10% of the share capital per 24-month period	None

(1) This is an overall upper limit for the capital increases that may be carried out by virtue of this delegation and those granted by the 23rd, 24th and 25th resolutions of the General Shareholders' Meeting of 12 May 2023.

(2) The overall maximum nominal amount of the capital increases likely to be carried out under this delegation is deducted from the amount of the overall upper limit of capital increases provided for in paragraph 2 of the 22nd resolution of the General Shareholders' Meeting of 12 May 2023 (set at 10% of the share capital existing on the date of the General Shareholders' Meeting of 12 May 2023).

Purchase by the Company of its treasury shares in 2023

The Ordinary General Shareholders' Meeting of Amundi Shareholders, held on 12 May 2023, in its twenty-first resolution, authorised the Board of Directors to trade on the equity of Amundi in accordance with the provisions of the General Regulations of the French Financial Markets Authority and Articles L. 22-10-62 et seq. of the French Commercial Code.

The principal components of this resolution, which is still in force, are as follows:

- the authorisation was granted for a period of 18 months from the date of the General Shareholders' Meeting of 12 May 2023, i.e. until 11 November 2024;
- the Company may not, under any circumstances, hold over 10% of the share capital;
- the purchase cannot take place at a price higher than €120 per share;
- in any case, the maximum amount that the Company can dedicate to the buyback of its own ordinary shares is €1 billion.

These shares may be acquired at any time within the limits permitted by legal and regulatory provisions in effect, including during takeover bids or public exchange offers initiated by the Company, except during a public offering for the shares of the Company, particularly in view of the following allocations:

- the allocation or sale of shares to employees as part of a profit sharing agreement or the implementation of any Company or Group savings plans (or a similar scheme) under the terms and conditions provided by law, particularly Articles L. 3332-1 et seq. of the French Labour Code;

- the allocation of performance shares pursuant to the provisions of Articles L. 225-197-1 et seq., L. 22-10-59 and L. 22-10-60 of the French Commercial Code;
- in general, complying with obligations in respect of share allocation plans for the employees or corporate officers of the issuer or a related company;
- the distribution of shares at the time of the exercise of the rights attached to securities giving access to the capital through reimbursement, conversion, exchange, presentation of a warrant or in any other way;
- the cancellation of all or of a portion of the securities thus bought back;
- the stimulation of the market for Amundi shares by an investment services provider under the terms of a liquidity agreement in compliance with the Code of Conduct recognised by the French Financial Markets Authority (AMF).

The goal of this programme is also to facilitate the implementation of any market practice that may be permitted in the future by the AMF, and more generally, the completion of any other transactions that are compliant with regulations in effect. Under such a scenario, the Company will inform its shareholders through a press release.

The Amundi General Shareholders' Meeting to be held on 24 May 2024 will be asked to approve the renewal of the authorisation granted to the Board of Directors to perform transactions on Amundi shares, which will enable the continued operation of the share buyback programme currently in progress, as described below.

Information on the use of the buyback programme announced at the General Shareholders' Meeting, in accordance with Article L. 225-211 of the French Commercial Code

The Board of Directors informs the General Shareholders' Meeting of the following information concerning the use of the share purchase programme for the period from 1 January to 31 December 2023.

During the financial year 2023, the transactions carried out under the buyback programme were intended for two distinct objectives:

- to stimulate the securities market through a liquidity agreement concluded with an investment service provider (Kepler Cheuvreux), in accordance with the market practice accepted by the French Financial Markets Authority;
- to cover commitments made to employees under performance share award plans in accordance with the provisions of Articles L. 225-197-1 of the French Commercial Code.

The purchases were made:

- in accordance with the authorisation given to the Board of Directors by the Ordinary General Shareholders' Meeting of Amundi shareholders held on 18 May 2022 (twentieth resolution), until 12 May 2023;
- afterwards, in accordance with the authorisation granted to the Board of Directors by the Ordinary General Shareholders' Meeting of Amundi shareholders held on 12 May 2023 (twenty-first resolution).

After obtaining authorisation from the ECB, Amundi launched a share buyback programme via a mandate concluded with an investment service provider (Kepler Cheuvreux) in order to cover the performance share award plans put in place for the Group's key managers. This programme runs from 1 August 2022 to 27 September 2022. The number of shares repurchased amounted to 1 million shares, representing 0.49% of the share capital (i.e., a total amount of €50,800,630 on the basis of an average price of €50.8006). The Amundi equity concerned is those admitted to trading on the regulated market of Euronext in Paris under ISIN FROO04125920.

	Treasury shares held in connection with:		Total
	Liquidity agreement	LTI hedging	
Number of shares registered in the Company's name at 31/12/2022 (A)	153,707	1,189,772	1,343,479
Percentage of share capital held by the Company at 31/12/2022	0.07%	0.58%	0.66%
Number of shares purchased in the 2023 financial year (B)	1,122,246		1,122,246
Average purchase price of shares acquired in 2023	€56.65		€56.65
Value of shares acquired in 2023 (valued at purchase price)	€65,571,029.07		€65,571,029.07
Trading costs	€0		€0
Number of shares sold (or delivered under the LTI) during the financial year 2023 (C)	(1,216,389)	(1,338)	(1,216,389)
Average price of shares sold in 2023	€56.99	N/A	€56.99
Value of shares sold in 2023 valued at selling price	€(69,326,957.18)	N/A	€(69,326,957.18)
Number of shares actually used under the liquidity agreement (purchases – disposals) ⁽¹⁾	(94,143)	(1,338)	(94,143)
Number of treasury shares at 31/12/2023 (A) + (B) - (C)	59,564	1,188,434	1,247,998
Percentage of share capital held by the Company as at 31 December 2023	0.03%	0.58%	0.61%
Total carrying amount of the equity ⁽²⁾	€3,669,142.40	€62,763,324.34	€66,432,466.74
Amundi share price as at 31/12/2023	€61.60		

(1) Shares purchased and sold under a liquidity agreement in 2023.

(2) Equity acquired under the liquidity agreement is recorded as trading securities and valued at market value on each accounting statement (€3,669,142.40 as at 31 December 2023). Shares held under the share buyback programme are valued at their cost of purchase (€62,763,324.34 as at 31/12/2023).

Description of Amundi share buyback programme to be submitted to the next General Shareholders' Meeting of 24 May 2024

During the General Shareholders' Meeting to be held on 24 May 2024, shareholders will be asked to renew for a period of 18 months the share buyback authorisation granted to the Board of Directors. Pursuant to the provisions of Article 241-2 of the AMF General Regulation, the description of this share buyback programme can be found below.

Number of securities and portion of the share capital directly held by Amundi

As at 31 December 2023, the number of shares held directly by Amundi is 1,247,998 shares, representing 0.61% of the share capital.

Breakdown of securities held according to objective

As at 31 December 2023, the shares held by Amundi could be broken down as follows:

- 1,188,434 shares intended to cover the commitments to employees under the performance share plan;
- 59,564 shares held under the liquidity agreement for market making purposes.

Share buyback programme objectives

Under the share buyback programme that will be submitted to the combined General Shareholders' Meeting of 24 May 2024, the shares may be acquired at any time within the limits permitted by legal or regulatory provisions in force, including during takeover bids or public exchange offers initiated by the Company (except during a public offer targeting the securities of the Company), particularly in view of the following allocations:

- the allocation or sale of shares to employees as part of a profit sharing agreement or the implementation of any Company or Group savings plans (or a similar scheme) under the terms and conditions provided by law, particularly Articles L. 3332-1 et seq. of the French Labour Code;
- the allocation of performance shares pursuant to the provisions of Articles L. 225-197-1 et seq., L. 22-10-59 and L. 22-10-60 of the French Commercial Code;
- generally, to honour the obligations associated with share allocation programmes for employees or corporate officers of the issuer or an associated company;
- the distribution of shares at the time of the exercise of the rights attached to securities giving access to the capital through reimbursement, conversion, exchange, presentation of a warrant or in any other way;
- the cancellation of all or of a portion of the securities thus bought back;
- the stimulation of the market for Amundi shares by an investment services provider under the terms of a liquidity agreement in compliance with the Code of Conduct recognised by the French Financial Markets Authority (AMF).

The goal of this programme is also to facilitate the implementation of any market practice that may be permitted in the future by the AMF, and more generally, the completion of any other transactions that are compliant with regulations in effect. Under such a scenario, the Company will inform its shareholders through a press release.

Maximum amount allocated to the buyback programme, maximum number and characteristics of the securities that may be acquired

Purchases of Company shares may involve a number of shares such that, as of the date of each buyback, the total number of shares purchased by the Company since the start of the buyback programme (including those involved in said buyback) does not exceed 10% of the shares making up the Company's capital on that date (taking into account transactions impacting this number after the General Shareholders' Meeting of 12 May 2023), i.e. for information purposes, as at 31 December 2022, an upper limit for buybacks of 20,386,013 shares. It is moreover specified that (i) the number of shares acquired in view of their retention

and subsequent assignment under the terms of a merger, demerger or contribution may not exceed 5% of the Company's share capital; and (ii) when the shares are bought back to promote liquidity under the conditions defined by the AMF General Regulation, the number of shares taken into account to calculate the 10% limit stipulated above is the number of shares purchased, minus the number of shares resold during the validity of the authorisation.

The overall amount allocated to the share buyback programme cannot exceed €1 billion. The securities that Amundi intends to acquire are exclusively shares.

Maximum authorised unit purchase price

The maximum purchase price of the shares under the buyback programme will be €120 per share (or the exchange value of this amount on the same date in any other currency). It is proposed that the General Shareholders' Meeting delegates to the Board of Directors, in the event of a change in the par value of the share, a capital increase via the capitalisation of reserves, the allocation of performance

shares, the split or reverse split of securities, the distribution of reserves or any other assets, the redemption of share capital, or any other transaction involving the share capital or equity, the power to adjust the aforementioned maximum purchase price to take into account the impact of these transactions on the value of the share.

Duration of the share buyback programme

The share buyback programme may be implemented for a period of 18 months from the General Shareholders' Meeting of 12 May 2023.

The authorisation presented to shareholders at this General Shareholders' Meeting renders ineffective, as of 12 May 2023, up to the portion not yet used, where applicable, any previous delegation given to the Board of Directors to trade in Company shares.

4.6 OTHER INFORMATION

4.6.1 Transactions with related parties

The main transactions with related parties are described in the summary consolidated financial statements as at 31 December 2023 in note 9.2.3 "Related Parties".

In addition, in accordance with the provisions of Article L. 225 37-4(2) of the French Commercial Code, the report on Corporate Governance as it will be incorporated into the 2023 universal registration document in chapter 2 mentions the conclusion of an agreement under the regime of Article L. 225-38 of the French Commercial Code, concluded during the financial year 2022 and submitted to the General Shareholders' Meeting for approval.

The special report of the Statutory Auditors dated 31 March 2024, as incorporated into the 2023 universal registration document in chapter 8 "Special auditors' report on regulated agreements" informs you of the conclusion of this agreement under Article L. 225-38 of the French Commercial Code, describes its essential characteristics and terms and also recalls the presence of two agreements previously approved during prior financial years whose execution continued during the financial year 2022.

4.6.2 Main risks and internal control

4.6.2.1 Main risks

In accordance with Article L. 225-100-1, paragraphs 3 and 4, of the French Commercial Code, a description of the main risks and uncertainties facing the Company is presented in Chapter 5 of this 2023 Universal Registration Document.

Furthermore, information on financial risks arising from climate change and a presentation of the measures the Company is taking (CSR issues, Corporate Social

Responsibility) to mitigate these by applying a low-carbon strategy are set out in Chapter 3 of this 2023 Universal Registration Document.

As its primary function is asset management, essentially managing assets on behalf of third parties, Amundi is not directly exposed to the risks associated with climate change.

4.6.2.2 Internal control

The main features of the internal control and risk management procedures put in place by the Company relating to the preparation and processing of accounting and financial information are presented in Chapter 5 of this 2023 Universal Registration Document.