

1.2.6 Summary table of authorisations relating to share capital

Table summarising the currently valid delegations granted to the Board of Directors by the AGM, and their use during 2021.

Type of authorisation	Purpose of authorisation	Validity of authorisation	Upper limits	Use during 2021
Purchases of shares/ buybacks	<u>Purchase or arrange for the purchase of the Company's shares</u>	AGM of 10/05/2021 22nd resolution For a period of: 18 months Entry into force: 10/05/2021 Expiry date: 09/11/2022	Upper limits of purchases/buybacks: 10% of the shares comprising the share capital Maximum purchase price: €120 Maximum aggregate amount allocated to the buyback programme: €1bn	see section 1.2.7 below
Capital increase	<u>Increase the share capital through the issuance of shares and/or securities giving immediate or future access to share capital, with preferential subscription rights</u>	AGM of 10/05/2021 23 rd resolution For a period of: 26 months Entry into force: 10/05/2021 Expiry date: 09/07/2023	Nominal upper limit for capital increases: 10% of the existing share capital on the date of the AGM of 10/05/2021. Nominal upper limit for the issuance of debt securities: €3.5 billion	None
	<u>Issuance of shares and/or securities giving immediate or future access to shares to be issued by the Company in consideration for contributions in kind consisting of shares or securities giving access to share capital</u>	AGM of 10/05/2021 24 th resolution For a period of: 26 months Entry into force: 10/05/2021 Expiry date: 09/07/2023	Nominal upper limit for capital increases: 10% of the existing share capital on the date of the AGM of 10/05/2021 ⁽¹⁾ Upper limit on the number of shares and securities giving access to share capital to be issued: 10% of the share capital Nominal upper limit for the issuance of debt securities: €1.5bn	None
Operations in favour of employees, personnel and/or Company officers	Conduct capital increases through the issue of shares and/or transferable securities giving immediate or future access to share capital for participants in Company savings plans without preferential shareholder subscription rights	AGM of 10/05/2021 25 th resolution For a period of: 26 months Entry into force: 10/05/2021 Expiry date: 09/07/2023	Nominal total upper limit for capital increases: 1% of the share capital as of the date of the Board of Directors' decision ⁽¹⁾	Used by the Board of Directors during its meeting of 10 May 2021 (488,698 shares issued)
	Grant performance shares (outstanding or to be issued) to some or all Group employees and corporate officers	AGM 16/05/2019 25th resolution For a period of: 38 months Entry into force: 16/05/2019 Expiry date: This delegation ended on 10/05/2021.	Total upper limit on the number of performance shares, existing or to be issued, granted: 2% of the share capital as of 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 senior executives and company officers: 10% of the performance shares granted during said financial year pursuant to this authorisation	None
		AGM of 10/05/2021 26 th resolution For a period of: 38 months Entry into force: 10/05/2021 Expiry date: 09/07/2024	Total upper limit on the number of performance shares, existing or to be issued, granted: 2% of the share capital as of 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 senior executives and company officers: 5% of the performance shares granted during said financial year pursuant to this authorisation	Used by the Board of Directors during its meeting of 28 April 2021 (341,180 shares granted)
Cancellation of shares	Decrease the share capital through the cancellation of treasury shares	AGM of 10/05/2021 27th resolution For a period of: 26 months Entry into force: 10/05/2021 Expiry date: 09/07/2023	Upper limit on total number of shares to be cancelled: 10% of the share capital per 24-month period	None

(1) The maximum aggregate nominal amount of capital increases that may be carried out pursuant to this delegation is deducted from the overall limit on capital increases provided for in paragraph 2 of the 23rd resolution of the AGM of 10 May 2021 (set at 10% of the existing share capital on the date of the AGM of 10 May 2021).

1.2.7 Purchase by the Company of its treasury shares in 2021

The 22nd resolution approved at the Amundi Ordinary General Meeting on 10 May 2021 authorised the Board of Directors to perform transactions on Amundi shares in accordance with the provisions of the AMF's General Regulation and with 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 AGM of 10 May 2021, i.e. until 9 November 2022;
- 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 public exchange offers 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 schemes (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 company 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 contract 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 AGM to be held on 18 May 2022 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 in section 1.2.8.

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

The Board of Directors informs the AGM of the following activities undertaken in accordance with the buyback programme for the period 1 January to 31 December 2021.

During the 2021 financial year, transactions carried out as part of the buyback programme helped with market making, by means of a liquidity contract signed with an Investment

Services Provider (Kepler Cheuvreux), in compliance with the Code of Conduct of the French Financial Markets Authority (AMF). The purchases were completed in accordance with the authorisation granted to the Board of Directors by Amundi's Ordinary General Meeting of 10 May 2021 (22nd resolution).

Number of shares registered in the Company's name at 31/12/2020	685,055
<i>Of which treasury shares held under the liquidity contract</i>	<i>93,468</i>
<i>Of which treasury shares held under the share buyback programme</i>	<i>591,587</i>
Percentage of share capital held by the Company at 31/12/2020	0.3%
Number of shares purchased in 2021	825,221
<i>Of which shares bought back under the liquidity contract</i>	<i>825,221</i>
<i>Of which shares bought back under the share buyback programme</i>	<i>0</i>
Number of shares used as part of the liquidity agreement (purchases - sales)⁽¹⁾	(27,495)
<i>Average purchase price of shares acquired in 2021</i>	<i>€72.01</i>
Value of shares acquired in 2021 (valued at purchase price)	€59,425,811
Trading costs	0
Number of shares sold in 2021	852,716
<i>Average price of shares sold in 2021</i>	<i>€72.64</i>
Number of treasury shares at 31/12/2021	255,745
<i>Of which treasury shares held under the liquidity contract</i>	<i>65,973</i>
<i>Of which treasury shares held under the share buyback programme</i>	<i>189,772</i>
Total book value of shares ⁽²⁾	€16,662,028
Par value	€2.50
Percentage of share capital held by the Company at 31/12/2021	0.1%

(1) Shares purchased and sold under a liquidity contract in 2020.

(2) Shares acquired under the liquidity contract are recognised as trading securities and valued at market value at each reporting date (€4,786,341 as of 31 December 2021).

Shares held under the share buyback programme are valued at their cost of purchase (€11,875,687 as of 31 December 2021).

1.2.8 Description of Amundi share buyback programme to be submitted to the next AGM of 18 May 2022

During the AGM to be held on 18 May 2022, 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

At 31 December 2021, the number of shares directly held by Amundi was 255,745 shares, i.e. 0.13% of the share capital.

Breakdown of securities held according to objective

At 31 December 2021, the shares held by Amundi could be broken down as follows:

- 189,772 shares intended to cover the commitments to employees under the performance share plan;
- 65,973 shares held under the liquidity contract for market making purposes.

Share buyback programme objectives

Under the share buyback programme that will be submitted to the combined AGM of 18 May 2022, 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 schemes (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 company 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 contract 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 share capital of the Company on that date (taking into account transactions impacting this number after the AGM of 18 May 2022), i.e. for information purposes, as of 31 December 2021, an upper limit for buybacks of 20,307,465 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 AGM 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 date of the AGM of 18 May 2022.

The authorisation presented to shareholders during this AGM will supersede, effective 18 May 2022, any prior delegation, up to its unused portion where applicable, granted to the Board of Directors to transact on the Company's shares.