

## 2.7 PRINCIPLES AND CRITERIA FOR THE DETERMINATION, DISTRIBUTION AND ALLOCATION OF ALL FIXED, VARIABLE AND EXCEPTIONAL AMOUNTS OF TOTAL COMPENSATION AND BENEFITS IN KIND THAT MAY BE GRANTED IN RESPECT OF 2018 TO EACH SENIOR EXECUTIVE AND COMPANY OFFICER OF THE COMPANY

### 2.7.1 Principles and criteria for the determination, distribution and allocation of compensation and benefits in kind that may be granted in respect of 2018 to the Chairman of the Board of Directors of Amundi

In application of Article L. 225-37-2 of the French Commercial Code, the AGM will be asked to approve the financial statements for the year ended 31 December 2017, to approve the principles and criteria for the determination, distribution and allocation of all fixed, variable and exceptional amounts of total compensation and benefits in kind that may be granted in respect of 2018 to Xavier Musca, Chairman of the Board of Directors of Amundi. Subject to their approval at the AGM, these principles and criteria would apply to any successor to the current Chairman of the Board of Directors of Amundi, until shareholders decide otherwise at a AGM.

The Chairman of the Board of Directors of Amundi receives no compensation other than directors' fees. Any decision to waive payment of such directors' fees is at his/her sole discretion. In order to ensure that the Chairman of the Board of Directors is independent when carrying out his duties, he is not eligible for any variable compensation.

Mr Xavier Musca waived his directors' fees and will therefore receive no compensation as Chairman of Amundi's Board of Directors for the financial year 2018.

The following resolution will be submitted to the AGM called to approve the financial statements for the year ended 31 December 2017:

***“(Approval of the principles and criteria for the determination, distribution and allocation of all fixed, variable and exceptional amounts of total compensation and benefits in kind that may be granted in respect of 2018 to the Chairman of the Board of Directors)***

*The AGM, voting under the quorum and majority conditions required for ordinary shareholders' meetings, having reviewed the report of the Board of Directors and the report on corporate governance, in accordance with Article L. 2225-37-2 of the French Commercial Code, approves the principles and criteria for the determination, distribution and allocation of all fixed, variable and exceptional amounts of total compensation and benefits in kind that may be granted in respect of 2018 to the Chairman of the Board of Directors, as presented in the report on corporate governance in Chapter 2 of the Registration Document.”*

#### ***Table summarising the compensation principles and criteria***

##### **Principles and criteria for determination, distribution and allocation**

##### **Overview**

Directors' fees	The Chairman of the Board of Directors is compensated by directors' fees according to the rules defined annually (comprised of a flat-rate fixed portion and a variable portion dependent on participation in the meetings of the Board and its committees. The Chairman has the option of waiving payment of these fees.
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## 2.7.2 Principles and criteria for the determination, distribution and allocation of compensation that may be granted in respect of 2018 to the Chief Executive Officer

In application of Article L. 225-37-2 of the French Commercial Code, the AGM will be asked to approve the financial statements for the year ended 31 December 2017, to approve the principles and criteria for the determination, distribution and allocation of all fixed, variable and exceptional amounts of total compensation and benefits in kind that may be granted in respect of 2018 to Mr Yves Perrier, Amundi's CEO. Subject to their approval at the AGM, these principles and criteria would apply to any successor to the current CEO, until shareholders decide otherwise at a shareholders' meeting.

The Board of Directors' meeting of 8 February 2018 decided to raise the gross fixed annual compensation of Mr Yves Perrier from €860,000 for 2017 to €1,000,000 for 2018. This decision was made based on the favourable opinion issued by the Compensation Committee of 1 February 2018 noting the significant variance with the compensation level of executives of other asset management companies in Europe, and the specific compensation structure under regulation CRD IV limiting the weight of variable compensation and thereby preventing

the Chief Executive Officer from benefiting from the performance share plan (LTI) established for executive managers.

The following resolution will be submitted to the AGM called to approve the financial statements for the year ended 31 December 2017:

***“(Approval of the principles and criteria for the determination, distribution and allocation of all fixed, variable and exceptional amounts of total compensation and benefits in kind that may be granted in respect of 2018 to the Chief Executive Officer).”***

*The AGM, voting under the quorum and majority conditions required for ordinary shareholders' meetings, having reviewed the report of the Board of Directors and the report on corporate governance, in accordance with Article L. 2225-37-2 of the French Commercial Code, approves the principles and criteria for the determination, distribution and allocation of all fixed, variable and exceptional amounts of total compensation and benefits in kind that may be granted in respect of 2018 to the Chief Executive Officer, as presented in the report on corporate governance in Chapter 2 of the Registration Document.”*

### ***Table summarising the compensation principles and criteria***

#### **Principles and criteria for determination, distribution and allocation**

#### **Overview**

#### **Fixed compensation**

Mr Yves Perrier's fixed compensation is determined by the Company's Board of Directors on the recommendation of the Compensation Committee and the proposal of Crédit Agricole S.A., taking into consideration the practices in the market and compensation packages observed for the same or similar functions in other major French listed companies and European listed asset management companies. The Compensation Committee analyses the CEO's remuneration once a year, with no presumption that the review will result in any change. A revision of fixed compensation may be considered, particularly in the event of a substantial change in the scope of responsibilities or a significant variance in relation to the market. The compensation is paid by Crédit Agricole S.A. in respect of his employment agreement. Mr Yves Perrier receives no fixed compensation from the Company in respect of his position as Chief Executive Officer.

In accordance with Article L. 225-100 of the French Commercial Code, shareholders at the AGM held to approve the financial statements for the year ending 31 December 2018 will be asked to approve the items of fixed compensation whose principles and determination criteria they were asked to approve at the previous AGM, called to approve the financial statements for the year ended 31 December 2017. Payment of such items of fixed compensation is not conditional on their being approved at the AGM called to approve the financial statements for the year ending 31 December 2018.

<b>Variable compensation – Terms and conditions of determination</b>	<p><b>Terms and conditions for determining the variable compensation</b></p> <p>Variable compensation is expressed as a percentage of annual fixed compensation. This variable portion will be calculated based on the extent to which the objectives were met. These are set on the basis of different criteria. In respect of 2018, these criteria are: 50% financial criteria and 50% other criteria.</p> <p>In accordance with the AFEP-MEDEF Code, variable compensation is capped and may not exceed the maximum levels defined by the compensation policy. Furthermore, pursuant to Article L. 511-78 of the French Monetary and Financial Code, as amended as a result of the transposition of the CRD IV Directive, variable compensation may not exceed 200% of annual fixed compensation, even if the objectives are exceeded. Each year, the amount of Mr Yves Perrier's variable compensation due in respect of the current year is determined by the Board of Directors, on recommendation of the Compensation Committee and on the proposal of Crédit Agricole S.A.</p> <p>The compensation is paid by Crédit Agricole S.A. in respect of his employment agreement. Mr Yves Perrier receives no variable compensation from the Company in respect of his position as Chief Executive Officer. The criteria for 2018 are as follows:</p> <hr/> <p><b>Financial criteria, accounting for 50% of variable compensation</b></p> <p>The financial criteria, accounting for 50% of variable compensation will depend on the financial results of Amundi and Crédit Agricole S.A.:</p> <ul style="list-style-type: none"> <li>■ Amundi scope (35% of the total, 8.75% for each criterion): net banking income (NBI), cost-to-income ratio, Amundi's net income Group share and total net inflows;</li> <li>■ Crédit Agricole S.A. scope (15% of the total).</li> </ul> <hr/> <p><b>Other criteria, accounting for 50% of variable compensation</b></p> <p>The other criteria, accounting for 50% of variable compensation, are set each year in light of the Group's strategic priorities. For 2018, 30% of the total is based on managerial criteria relating to Amundi (particularly the consolidation of Pioneer for 20% of the total as well as the development of the SRI and solidarity finance for 10% of the total) and 20% on the quantitative criteria relating to the other European entities overseen, particularly the net income Group share of Crédit Agricole Assurance and Crédit Agricole Immobilier.</p> <hr/> <p>For each criterion, the assessment of the performance of Mr Yves Perrier will be determined based on a comparison of results achieved and the target defined.</p> <p>The assessment of how far the target was met, which will be overseen by the Compensation Committee, will take account of the competitive environment, market context, the integration of Pioneer, any of which may require an adjustment to how certain of the criteria are measured.</p>
<b>Variable compensation – Terms and conditions of deferral</b>	<p><b>Terms and conditions for deferral and indexation of the annual variable compensation</b></p> <p>The terms and conditions for deferral and indexation will remain unchanged from those of 2017. Beneficiaries will retain their rights to receive unvested tranches of their deferred compensation if they leave the Company except in the event of resignation or dismissal for gross or serious misconduct. Benefits will however be paid if departure is due to retirement, disability, death or exceptional circumstances attested by the Board of Directors. In these cases, unvested tranches of deferred variable compensation will be paid on their normal expiry date pro rata their degree of accomplishment.</p> <hr/> <p><b>Deferred portion of annual variable compensation, accounting for 60% of the total</b></p> <p>60% of variable annual compensation is deferred in thirds over three years and is conditional upon achievement of Amundi and Crédit Agricole S.A. performance objectives and the beneficiary's continued presence at the Company.</p> <p>For payment of the deferred compensation in respect of 2018, all the performance objectives that determine payment of Mr Yves Perrier's deferred variable compensation, as determined by the Company's Board of Directors on recommendation of the Compensation Committee and proposal of Crédit Agricole S.A., are 85% linked to the Amundi Group's own indicators and 15% to those of the Crédit Agricole Group (financial, stock market and societal performance conditions).</p> <p>This portion of variable compensation will also be 85% indexed to the Amundi share price and 15% to the Crédit Agricole S.A. share.</p> <hr/> <p><b>Supplementary portion of total variable compensation, accounting for 40% of total</b></p> <p>The supplementary deferred portion of total variable compensation will be paid in its entirety in the 15 days following the AGM called to approve the financial statements for the year ending 31 December 2018, provided that (i) shareholders approve the payment of the items of variable compensation and (ii) shareholders at the AGM called to approve the financial statements for the year ended 31 December 2017 have approved the principles and criteria used to determine those items.</p>
<b>Variable compensation – Terms and conditions of payment</b>	<p>In accordance with Article L. 225-100 of the French Commercial Code, shareholders at the AGM held to approve the financial statements for the year ending 31 December 2018 will be asked to approve the items of variable compensation whose principles and determination criteria they were asked to approve at the previous AGM, called to approve the financial statements for the year ended 31 December 2017.</p> <p>Payment of such items of variable compensation is conditional on their being approved at the AGM called to approve the financial statements for the year ending 31 December 2018.</p>

<b>Exceptional compensation</b>	<p>There is no exceptional compensation, except in specific circumstances relating to transactions that affect the Company's structure.</p> <p>Payment of items of exceptional compensation is conditional in all circumstances on their being approved at the AGM called to approve the financial statements for the year ending 31 December 2018.</p>
<b>Directors'fees</b>	Yves Perrier has waived his right to receive directors'fees.
<b>Valuation of benefits in kind</b>	<p>Yves Perrier has a Company car provided by Amundi.</p> <p>In accordance with Article L. 225-100 of the French Commercial Code, shareholders at the AGM held to approve the financial statements for the year ending 31 December 2018 will be asked to issue an opinion on the items of compensation corresponding to benefits in kind whose principles and determination criteria they were asked to approve at the previous AGM, called to approve the financial statements for the year ending 31 December 2017.</p> <p>Payment of items of compensation corresponding to benefits in kind is not conditional on the approval of the AGM called to approve the financial statements for the year ending 31 December 2018.</p>
<b>Stock options, performance shares or any other long-term</b>	<p>There are no plans to award performance shares to Mr Yves Perrier in respect of 2018.</p> <p>There are no plans to award stock options to Mr Yves Perrier in respect of 2018.</p>
<b>Severance payment: termination payment</b>	<p>Mr Yves Perrier is not entitled to any termination compensation under the employment contract, in the event of termination of his office with Amundi.</p> <p>If Mr Yves Perrier were to receive severance pay, it would be on the basis of the termination of his employment contract with Crédit Agricole S.A. and the end of his functions within Crédit Agricole S.A. This compensation would be paid in its entirety by Crédit Agricole S.A. and no part would be re-invoiced to Amundi.</p> <p>In the event that his employment contract is terminated, Mr Yves Perrier will receive contractual compensation of twice the amount of his fixed and variable compensation over the 12 months preceding termination of his employment contract, calculated in accordance with the terms of the Crédit Agricole S.A. collective bargaining agreement. This compensation would be at the sole charge of Crédit Agricole S.A. and would not be subject to any re-invoicing to Amundi.</p>
<b>Non-compete compensation</b>	There is no non-compete clause.
<b>Supplementary pension plan</b>	<p>For his position with Crédit Agricole S.A., Mr Yves Perrier is covered by a supplementary pension scheme for executive managers of the Crédit Agricole Group, which supplements the collective and mandatory pension and death and disability schemes. These plans are entirely managed by Crédit Agricole S.A. and are not re-invoiced to Amundi.</p> <p>These schemes combine a defined-contributions plan (Article 83 of the French General Tax Code) and a top-up type defined-benefits plan (Article 39 of the French General Tax Code). Top-up scheme rights are determined after deduction of the annuity constituted within the defined-contributions plan. Under the agreements imposing these schemes, they are applicable to Group managers, defined as being executive employees and corporate officers of the Group's companies not subject to the adaptation and reduction in working time plan. Upon liquidation, Mr Perrier's total retirement income is capped, taking into account all company and mandatory basic and supplementary retirement plans, at 16 times the annual Social Security maximum as of that date, and at 70% of reference compensation.</p>