

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 2022.

Type of authorisation	Purpose of authorisation	Validity of authorisation	Upper limits	Use during 2022
Purchases of shares/buybacks	<u>Purchase or arrange for the purchase of the Company's shares</u>	AGM of 18/05/2022 20 th resolution For a period of: 18 months Entry into force: 18/05/2022 Expiry date: 17/11/2023	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 outlined 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	<u>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</u>	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 at the date of the Board of Directors' decision ⁽¹⁾	Use by the Board of Directors during its meeting of 8 February 2022 (785,480 shares issued)
	<u>Grant performance shares (outstanding or to be issued) to some or all Group employees and corporate officers</u>	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 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 senior executives and company officers: 10% of the performance shares granted during said financial year pursuant to this authorisation	Use by the Board of Directors during its meeting of 28 April 2022 (473,430 shares granted, including 465,270 to employees and 8,160 to senior executives under the CRDV)
Cancellation of shares	<u>Decrease the share capital through the cancellation of treasury shares</u>	AGM of 10/05/2021 27 th 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 18 May 2022 (set at 10% of the existing share capital on the date of the AGM of 18 May 2022).

Purchase by the Company of its treasury shares in 2022

The 20th resolution approved at the Amundi Ordinary General Meeting on 18 May 2022 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 18 May 2022, *i.e.* until 17 November 2023;
- 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 12 May 2023 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 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 2022.

During the 2022 financial year, transactions completed under the buyback programme had two distinct objectives:

- to help 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);
- to cover the commitments to employees under the performance share plans in accordance with the provisions of Article L. 225-197-1 of the French Commercial Code.

The purchases were completed in accordance with the authorisation granted to the Board of Directors by Amundi's Ordinary General Meeting of 18 May 2022 (20th resolution).

Once authorisation was granted by the ECB, Amundi launched a share buyback programme via a mandate granted to an Investment Services Provider (Kepler Cheuvreux) to cover the performance share plans established for key Group managers. This programme was implemented from 1 August 2022 to 27 September 2022. The number of shares bought back was 1 million, representing 0.49% of the share capital (a total amount of €50,800,630 based on an average price of €50.8006). The relevant Amundi shares are those listed for trading on the Euronext Paris regulated market, under ISIN code FR0004125920.

	Treasury shares held in connection with:		
	Liquidity contract	LTI hedging	Total
Number of shares registered in the Company's name at 31/12/2021 (A)	65,973	189,772	255,745
<i>Percentage of share capital held by the Company at 31/12/2021</i>			0.13%
Number of shares purchased in 2022 (B)	1,436,040	1,000,000	2,436,040
<i>Average purchase price of shares acquired in 2022</i>	€56.02	€50.80	€53.88
Value of shares acquired in 2022 (valued at purchase price)	€80,450,304	€50,800,630	€131,250,934
Trading costs	€0		
Number of shares sold in 2022 (C)	-1,348,306		
<i>Average price of shares sold in 2022</i>	€55.64		
Value of shares sold in 2022 valued at selling price	€-75,019,746		
Number of shares used as part of the liquidity agreement (purchases – sales) ⁽¹⁾	87,734		87,734
Number of treasury shares at 31/12/2022 (A) + (B) - (C)	153,707	1,189,772	1,343,479
<i>Percentage of share capital held by the Company at 31/12/2022</i>			0.66%
Total book value of shares ⁽²⁾	€8,146,471	€50,800,630	€58,947,101
<i>Amundi share price as at 31/12/2022</i>	€53.00		

(1) Shares purchased and sold under a liquidity contract in 2022.

(2) Shares acquired under the liquidity contract are recognised as trading securities and valued at market value at each reporting date (€8,146,471 as at 31 December 2022). Shares held under the share buyback programme are valued at their cost of purchase (€50,800,630 as at 31/12/2022).

Description of Amundi share buyback programme to be submitted to the next AGM of 12 May 2023

During the AGM to be held on 12 May 2023, 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 2022, the number of shares directly held by Amundi was 1,343,479, *i.e.* 0.66% of the share capital.

Breakdown of securities held according to objective

At 31 December 2022, the shares held by Amundi could be broken down as follows:

- 1,189,772 shares intended to cover the commitments to employees under the performance share plan;
- 153,707 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 12 May 2023, 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 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 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 12 May 2023.

The authorisation presented to shareholders during this AGM will supersede, effective 12 May 2023, any prior delegation, up to its unused portion where applicable, granted to the Board of Directors to transact on the Company's shares.