

✓ **First and second resolutions: Approval of the 2023 financial statements**

**Summary: The aims of the first and second resolutions are, respectively, to approve the financial statements and to approve the consolidated financial statements for 2023.**

**First resolution (Approval of the Company's financial statements for the 2023 fiscal year)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the reports of the Board of Directors and the reports of the Statutory Auditors, approves the financial statements for the 2023 fiscal year as presented, including the balance sheet, the income statement and the notes to the financial statements, as well as the transactions reflected in these financial statements and summarized in these reports.

Pursuant to Article 223 *quater* of the French General Tax Code, the General Meeting approves the total amount of expenses and charges referred to in Article 39, 4 of the French General Tax Code that are not deductible from taxable income, which amounts to the sum of 9,279 euros for the fiscal year ended December 31, 2023, as well as the amount of corporation tax borne by the Company as a result of the non-deductibility, i.e. 2,397 euros.

**Second resolution (Approval of the consolidated financial statements for the 2023 fiscal year)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the reports of the Board of Directors and the reports of the Statutory Auditors, approves the consolidated financial statements for the 2023 fiscal year as presented, including the balance sheet, the income statement and the notes to the financial statements, as well as the transactions reflected in these financial statements and summarized in these reports.

✓ **Third resolution: Appropriation of net income for the fiscal year and payment of the dividend**

**Summary: This resolution informs you that the profit for the 2023 fiscal year which amounts to € 1,183,859,900.21 plus retained earnings from the previous years, brings distributable earnings to € 2,771,304,361.74.**

**For the 2023 fiscal year, the proposal is to pay out a dividend of € 4.10 per share and allocate the rest to retained earnings.**

**The dividend will be paid from June 5, 2024.**

**Third resolution (Appropriation of net income for the fiscal year and payment of the dividend)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having acknowledged that the financial statements for the fiscal year ended December 31, 2023 and approved by this General Meeting show a profit of € 1,183,859,900.21:

- duly notes that the balance of the profit for the 2023 fiscal year, plus retained earnings for previous fiscal years, has increased the amount of distributable earnings to € 2,771,304,361.74;
- resolves to allocate distributable earnings as follows:

to dividends <sup>(1)</sup>	€ 839,055,299.10
to retained earnings	€ 1,932,249,062.34

*(1) The total amount distributed, as indicated above, is based on the number of shares entitled to dividends as of December 31, 2023, i.e., 204,647,634 shares, and may vary if the number of shares entitled to dividends changes between January 1, 2024 and the dividend detachment date, depending in particular on the number of treasury shares, as well as the final allocation of free shares (if the beneficiary is entitled to dividends in accordance with the provisions of the relevant plans)*

The dividend is set at € 4.10 per share for each of the 204,647,634 shares entitled to dividends.

The dividend coupon will be detached on June 3, 2024 and paid out as from June 5, 2024. It should be noted that, at the time of payment of such dividends, if the Company holds a portion of its own shares, the dividends not paid on those shares will be allocated to retained earnings.

Pursuant to Article 243 *bis* of the French General Tax Code, this dividend is eligible, when paid to individual shareholders domiciled in France for tax purposes, to the 40% deduction provided for by Article 158, section 3, sub-section 2 of the French General Tax Code. It is reminded that for dividends received as from January 1, 2018, this deduction is in any event only likely to apply when the taxpayer has opted for taxation of income from movable property according to the income tax scale instead of the single flat-rate levy (*prélèvement forfaitaire unique*).

In accordance with applicable laws, the General Meeting notes that the following dividends were paid in the three fiscal years preceding the 2023 fiscal year:

Fiscal year	Dividend per share (in euros)	Amount per share eligible for the tax deduction pursuant to Article 158, section 3, sub-section 2 of the French General Tax Code (in euros)	Amount per share not eligible for the tax deduction (in euros)	Total dividend (in million euros)
2020	2.90	2.90	0	587
2021	4.10	4.10	0	833
2022	4.10	4.10	0	836

- ✓ **Fourth resolution: Approval of the agreement relating to the VAT group concluded between the Company and Crédit Agricole SA, in accordance with Articles L. 225-38 et seq. of the French Commercial Code**

**Summary: The special report of the statutory auditors on the agreements and commitments referred to in Articles L. 225-38 et seq. of the French Commercial Code mentions a single agreement authorized and entered into during the 2023 fiscal year.**

This is an agreement relating to the VAT group set up by Crédit Agricole for an initial period of 3 years (2023-2025) and to which 296 entities of the group have joined, including your Company and several of its subsidiaries. The purpose of the agreement is to establish a principle of fairness between the members of the Crédit Agricole VAT group, which should result in the implementation of a compensation mechanism and, where appropriate, the sharing of residual VAT savings between the members.

The Board of Directors points out that membership of the VAT group allows the Amundi group to perpetuate the VAT savings, which it retains, and from which it benefited in its own right as a result of the pooling of resources that it had previously set up (and which, in accordance with EU law, can no longer produce any effect since January 1, 2023).

In addition, the Board of Directors noted that the agreement neutralises, for each member entity, the effects of belonging to the VAT group (gains or losses other than the positive impacts of Amundi's former pooling of resources) and also has the advantage, for Amundi, of benefiting from a share of the residual net gain that may be realised by the VAT group each year.

In application of the procedure for related-party agreements, this agreement is submitted, under the fourth resolution, to the approval of the General Meeting, which also rules on the special report of the statutory auditors.

- ✓ **Fourth resolution (Approval of the agreement relating to the VAT group concluded between the Company and Crédit Agricole SA, in accordance with Articles L. 225-38 et seq. of the French Commercial Code)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the special report of the statutory auditors on agreements governed by the provisions of Articles L. 225-38 and L. 225-40 to L. 225-42 of the French Commercial Code, approves all the provisions of this report as well as the single agreement referred to, relating to the VAT group concluded between the Company and Crédit Agricole SA, authorized by the Board of Directors and concluded during the fiscal year ending December 31, 2023.

- ✓ **Fifth resolution: Approval of the information referred to in Article L. 22-10-9 I of the French Commercial Code included in the corporate governance report**

**Summary: Under this resolution, you are requested to approve the information mentioned in Article L. 22-10-9 I of the French Commercial Code and stated in Chapter 2 of the 2023 Universal Registration Document. This information relates in particular to:**

- the compensations paid during the 2023 fiscal year or allocated for the same fiscal year to the Chairman of the Board of Directors, the Chief Executive Officer, the Deputy Chief Executive Officer and the members of the Board of Directors;
- the equity ratios comparing the total compensation granted to each corporate officers for the 2019 to 2023 financial years with the average and median compensation granted to employees of the French companies in the Group. Thus, for the last fiscal year, the France ratio calculated on the average compensation stands at 2.8 for the Chairman of the Board of Directors, 19.0 for the Chief Executive Officer and 9.0 for the Deputy Chief Executive Officer.
- the comparative evolution of the total compensation granted to corporate officers with the average and median total compensation of employees of the French companies in the Group and the Group's performance (measured by Net income, Group share) between 2019 and 2023.

In addition, since 2018, Amundi has communicated a “World” ratio calculated on the basis of aggregates representative of its worldwide scope. This calculation is based on financial data (salaries and wages, average workforce) compared to the compensation awarded to the Chief Executive Officer and to the Deputy Chief Executive Officer. It stands at 15.2 for Valérie Baudson and 7.2 for Nicolas Calcoen for 2023.

The detailed report is included in Chapter 2 of the Company’s 2023 Universal Registration Document.

**Fifth resolution (Approval of the information referred to in Article L. 22-10-9 I of the French Commercial Code included in the corporate governance report)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors and the corporate governance report, pursuant to Article L. 22-10-34 I of the French Commercial Code, approves the information referred to in Article L. 22-10-9 I of the French Commercial Code, as presented in the corporate governance report included in Chapter 2 of the Company’s 2023 universal registration document.

- ✓ **Sixth to ninth resolutions: Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind, paid during the 2023 fiscal year, or granted for the same fiscal year, to Mr. Yves Perrier, Chairman of the Board of Directors from January 1<sup>st</sup> to May 12, 2023, to Mr. Philippe Brassac, Chairman of the Board of Directors as from May 12, 2023, to Mrs. Valérie Baudson, Chief Executive Officer, as well as to Mr. Nicolas Calcoen, Deputy Chief Executive Officer**

**Summary: You are requested, under the sixth to ninth resolutions, pursuant to Article L. 22-10-34 II of the French Commercial Code, to approve the fixed, variable and exceptional portions comprising the total compensation and benefits of any kind paid during the 2023 fiscal year, or granted for the same fiscal year to Mr. Yves Perrier, Chairman of the Board of Directors from January 1<sup>st</sup> to May 12, 2023, to Mr. Philippe Brassac, Chairman of the Board of Directors as from May 12, 2023, to Mrs. Valérie Baudson, Chief Executive Officer, as well as to Mr. Nicolas Calcoen, Deputy Chief Executive Officer, as presented in the report on corporate governance in section 2.4.3 of the 2023 Universal Registration Document. The report shows in particular that:**

- the compensation paid to Mr. Yves Perrier, Chairman of the Board of Directors from January 1<sup>st</sup> to May 12, 2023 amounts to € 131,305, comprising a fixed compensation of € 129,348 and benefits in kind valued at € 1,957. These elements are presented in section 2.4.3.2 of the 2023 Universal Registration Document;
- the remuneration paid to Mr. Philippe Brassac, Chairman of the Board of Directors as from May 12, 2023, amounts to € 0, as Mr. Philippe Brassac has waived the right to receive any remuneration or benefits to which he may be entitled in his capacity as Chairman of the Board of Directors and member of the Board of Directors. These elements are presented in section 2.4.3.2 of the 2023 Universal Registration Document;
- the compensation granted or paid to Mrs. Valérie Baudson, Chief Executive Officer, amounts to € 2,384,399, comprising a fixed compensation of € 880,000, benefits in kind valued at € 41,839 and variable compensation of € 1,462,560. This amount was set by the Board of Directors on the basis of an overall target achievement level of 110.8%. Details of these components, their breakdown, the indexation and deferral arrangements for variable compensation are set out in section 2.4.3.3 of the Universal 2023 Registration Document;

- the compensation granted or paid to Mr. Nicolas Calcoen, Deputy Chief Executive Officer amounts to € 1,149,557, comprising a fixed compensation of € 420,000, benefits in kind valued at € 31,517 and a variable compensation of € 698,040. This amount was set by the Board of Directors on the basis of an overall target achievement level of 110.8%. Details of these components, their breakdown, the indexation and deferral arrangements for variable compensation are set out in section 2.4.3.3 of the Universal 2023 Registration Document.

Details of these elements are set out in Section 2.4.3 of the 2023 Universal Registration Document.

**Sixth resolution (Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind, paid during the 2023 fiscal year, or granted for the same fiscal year, to Mr. Yves Perrier, Chairman of the Board of Directors from January 1<sup>st</sup> to May 12, 2023)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors and the corporate governance report, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the 2023 fiscal year, or granted for the same fiscal year, to Mr. Yves Perrier, Chairman of the Board of Directors from January 1<sup>st</sup> to May 12, 2023, as presented in the corporate governance report and set out in section 2.4.3.2 of the Company's 2023 universal registration document.

**Seventh resolution (Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind, paid during the 2023 fiscal year, or granted for the same fiscal year, to Mr. Philippe Brassac, Chairman of the Board of Directors as from May 12, 2023)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors and the corporate governance report, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the 2023 fiscal year, or granted for the same fiscal year, to Mr. Philippe Brassac, Chairman of the Board of Directors as from May 12, 2023, as presented in the corporate governance report and set out in section 2.4.3.2 of the Company's 2023 universal registration document.

**Eighth resolution (Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind, paid during the 2023 fiscal year, or granted for the same fiscal year, to Mrs. Valérie Baudson, Chief Executive Officer)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors and the corporate governance report, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the 2023 fiscal year, or granted for the same fiscal year, to Mrs. Valérie Baudson, Chief Executive Officer, as presented in the corporate governance report and set out in section 2.4.3.3 of the Company's 2023 universal registration document.

**Ninth resolution (Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind, paid during the 2023 fiscal year, or granted for the same fiscal year, to Mr. Nicolas Calcoen, Deputy Chief Executive Officer)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors and the corporate governance report, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the 2023 fiscal year, or granted for the same fiscal year, to Mr. Nicolas Calcoen, Deputy Chief Executive Officer, as presented in the corporate governance report and set out in section 2.4.3.3 of the Company's 2023 universal registration document.

- ✓ **Tenth to thirteenth resolutions: Approval of the compensation policy applicable to Directors, the Chairman of the Board of Directors, the Chief Executive Officer and the Deputy Chief Executive Officer for the 2024 fiscal year, pursuant to Article L. 22-10-8 II of the French Commercial Code**

**Summary:** You are requested, under the tenth to thirteenth resolutions, pursuant to Article L. 22-10-8 II of the French Commercial Code, to approve the compensation policy applicable to members of the Board of Directors, the Chairman of the Board of Directors, the Chief Executive Officer and the Deputy Chief Executive Officer for the 2024 fiscal year, as presented in the corporate governance report and included in section 2.4.4 of the 2023 Universal Registration Document. It shows in particular that:

-The compensation of the members of the Board of Directors is essentially based on their attendance at the various meetings of the Board and its Committees. It is recalled that the maximum annual amount of the package allocated to them was set at € 700,000 at the General Meeting of September 30, 2015 and has not been modified since. For 2024, the Board of Directors, on the advice of its Remuneration Committee, proposes the following allocation rule, unchanged compared to 2023:

- € 3,650 per director per attendance at Board meetings,

- € 2,300 per director per attendance at Committee meetings, up to an annual limit of €15,000 per Committee,

- an annual lump sum of € 15,500 allocated to the Chairman of the Audit Committee and to the Chairman of the Risk Committee, and an annual lump sum of € 10,500 allocated to the Chairman of the Remuneration Committee, the Chairman of the Strategic and CSR Committee and the Chairman of the Nomination Committee.

-The compensation of the Chairman of the Board of Directors corresponds to a fixed annual amount of € 350,000. This corporate officer may also benefit from a company car and the health insurance scheme in force for Amundi employees. He also receives compensation for his position as director. It should be noted, however, that Mr. Philippe Brassac has again waived his right to receive any remuneration or benefits to which he may be entitled in his capacity as Chairman of the Board, as well as any remuneration due in respect of his duties as a director.

-The compensation of the Chief Executive Officer is composed of a fixed compensation amounting to € 880,000, a target variable compensation representing 150% of the fixed compensation, *i.e.* € 1,320,000, allocated for one third in the form of performance shares (€ 440,000) and for two thirds in cash, partly deferred and indexed (€ 880,000). It is specified that 70% of this total variable compensation will be determined on economic criteria and 30% on non-economic criteria. These

criteria relate to 82.5% of the Amundi scope and 17.5% of the Crédit Agricole S.A. scope. In the event of outperformance, the overall variable compensation may reach a maximum of 170% of the fixed compensation, *i.e.* € 1,496,000, including a maximum of € 440,000 in the form of performance shares. The deferral and indexation rules comply with CRD V regulations.

-The compensation of the Deputy Chief Executive Officer is composed of a fixed compensation of € 420,000, a target variable compensation representing 150% of the fixed compensation, *i.e.* € 630,000, allocated for one third in the form of performance shares (€ 210,000) and for two thirds in cash, partly deferred and indexed (€ 420,000). It is specified that 70% of this total variable compensation will be determined on economic criteria and 30% on non-economic criteria. These criteria relate to 82.5% of the Amundi scope and 17.5% of the Crédit Agricole S.A. scope. In the event of outperformance, the overall variable compensation may reach a maximum of 170% of the fixed compensation, *i.e.* € 714,000, including a maximum of € 210,000 in the form of performance shares. The deferral and indexation rules comply with CRD V regulations.

All elements of this 2024 compensation policy are detailed in section 2.4.4 of the 2023 Universal Registration Document.

**Tenth resolution (Approval of the compensation policy applicable to Directors for the 2024 fiscal year, pursuant to Article L. 22-10-8 II of the French Commercial Code)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors and the corporate governance report describing the compensation policy applicable to corporate officers, pursuant to Article L. 22-10-8 II of the French Commercial Code, approves the compensation policy applicable to Directors for the 2024 fiscal year, determined by the Board of Directors and as presented in the corporate governance report included in section 2.4.4.2 of the Company's 2023 universal registration document.

**Eleventh resolution (Approval of the compensation policy applicable to the Chairman of the Board of Directors for the 2024 fiscal year, pursuant to Article L. 22-10-8 II of the French Commercial Code)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors and the corporate governance report describing the compensation policy applicable to the corporate officers, pursuant to Article L. 22-10-8 II of the French Commercial Code, approves the compensation policy applicable to the Chairman of the Board of Directors for the 2024 fiscal year, determined by the Board of Directors and as presented in the corporate governance report included in section 2.4.4.3 of the Company's 2023 universal registration document.

**Twelfth resolution (Approval of the compensation policy applicable to the Chief Executive Officer for the 2024 fiscal year, pursuant to Article L. 22-10-8 II of the French Commercial Code)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors and the corporate governance report describing the compensation policy applicable to corporate officers, pursuant to Article L. 22-10-8 II of the French Commercial Code, approves the compensation policy applicable to the Chief Executive Officer for the 2024 fiscal year, determined by the Board of Directors and as presented in the corporate governance report included in section 2.4.4.4 of the Company's 2023 universal registration document.

**Thirteenth resolution (Approval of the compensation policy applicable to the Deputy Chief Executive Officer for the 2024 fiscal year, pursuant to Article L. 22-10-8 II of the French Commercial Code)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors and the corporate governance report describing the compensation policy applicable to the corporate officers, pursuant to Article L. 22-10-8 II of the French Commercial Code, approves the compensation policy applicable to the Deputy Chief Executive Officer for the 2024 fiscal year, determined by the Board of Directors and as presented in the corporate governance report included in section 2.4.4.4 of the Company's 2023 universal registration document.

- ✓ **Fourteenth resolution: Consultation on the overall amount of compensation paid during the previous fiscal year to the categories of employees whose professional activities have a material impact on the risk profile of the Company or the Group, within the meaning of Article L. 511-71 of the French Monetary and Financial Code**

**Summary: Under this fourteenth resolution, you are requested, in accordance with Article L. 511-73 of the French Monetary and Financial Code, to issue an advisory opinion on the overall amount of compensations of all kinds, which stands at € 2,828,517 paid to the categories of identified staff whose professional activities have a material impact on the risk profile of Amundi SA or the sub-group formed by Amundi SA and its subsidiaries within the meaning of Article L. 511-71 of the said code.**

**Information relating to the allocation of this overall amount and the persons involved appears in Chapter 2 of the Company's 2023 Universal Registration Document.**

**In 2023, 4 of the Group's employees, including Amundi's Chief Executive Officer and Deputy Chief Executive Officer, fell into the above-mentioned categories. In accordance with CRD V regulations, the members of the Board of Directors also fell into these categories of staff. In 2023, this "identified staff" received a fixed compensation, determined on the basis of their skills and level of responsibility, and a variable compensation focusing on their individual contribution to group performance.**

**For this "identified staff" whose variable compensation is greater than a materiality threshold defined by the Amundi Group pursuant to regulations, at least 50% of the compensation allocated in 2023 for the 2022 performance is deferred and conditional on the achievement of performance and presence targets.**

**The total compensation paid in 2023 to these categories of staff was € 2,828,517. It is broken down as follows:**

- Fixed compensation (including compensation paid to Directors): € 2,116,448**
- Non-deferred variable compensation: € 401,704**
- Deferred variable compensation from previous years : € 235,052**
- Other compensations: € 75,313 (benefits in kind)**

**The entire compensation policy covering these compensations, as well as the annual report on the compensation policy and practices for CRD V identified staff, can be consulted in the Company's 2023 Universal Registration Document.**



**Fourteenth resolution (Consultation on the overall amount of compensation paid during the previous fiscal year to the categories of employees whose professional activities have a material impact on the risk profile of the Company or the Group, within the meaning of Article L. 511-71 of the French Monetary and Financial Code)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors and pursuant to Article L. 511-73 of the French Monetary and Financial Code, issues a favorable opinion on the overall amount of compensation of any kind, paid during the previous fiscal year, which amounted to € 2,828,517 to the categories of employees whose professional activities have a material impact on the risk profile of Amundi SA or the sub-group formed by Amundi SA and its subsidiaries, within the meaning of Article L. 511-71 of the French Monetary and Financial Code.

✓ **Fifteenth to seventeenth resolutions: Ratification of the appointments of Mrs. Bénédicte Chrétien and Christine Grillet, and Mr. Gérald Grégoire as Directors**

**Summary: You are requested, under the fifteenth to seventeenth resolutions, to ratify the appointments of Mrs. Bénédicte Chrétien and Christine Grillet and Mr. Gérald Grégoire as Directors of the Company to replace, respectively, Mr. Yves Perrier, Mrs. Christine Gandon and Mr. Michel Mathieu, who have resigned, for the remaining duration of their term of office, *i.e.* until the end of the General Meeting convened to approve the financial statements for the fiscal year ending December 31, 2024, the General Meeting convened to approve the financial statements for the year ended December 31, 2025 and the General Meeting convened to approve the financial statements for the year ended December 31, 2023, respectively.**

**Their biographies and other functions and mandates are presented in the General Meeting brochure.**

**Fifteenth resolution (Ratification of the appointment of Mrs. Bénédicte Chrétien as Director)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, ratifies the appointment by the Board of Directors of Mrs. Bénédicte Chrétien as Director of the Company, to replace Mr. Yves Perrier, who resigned, for the remainder of her term of office, *i.e.*, until the end of the General Meeting convened to approve the financial statements for the fiscal year ending December 31, 2024.

**Sixteenth resolution (Ratification of the appointment of Mrs. Christine Grillet as Director)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, ratifies the appointment by the Board of Directors of Mrs. Christine Grillet as Director of the Company, to replace Mrs. Christine Gandon, who resigned, for the remainder of her term of office, *i.e.*, until the end of the General Meeting convened to approve the financial statements for the fiscal year ending December 31, 2025.

**Seventeenth resolution (Ratification of the appointment of Mr. Gérald Grégoire as Director)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, ratifies the appointment by the Board of Directors of Mr. Gérald Grégoire as Director of the Company, to replace Mr. Michel Mathieu, who resigned, for the remainder of her

term of office, *i.e.*, until the end of the General Meeting convened to approve the financial statements for the fiscal year ending December 31, 2023.

✓ **Eighteenth to twenty-first resolutions: Renewal of the terms of Mrs. Nathalie Wright and Michèle Guibert and Messrs. Patrice Gentié and Gérald Grégoire as Directors**

**Summary: The eighteenth to twenty-first resolutions ask you to reappoint Mrs. Nathalie Wright and Mrs. Michèle Guibert and Mr. Patrice Gentié and Mr. Gérald Grégoire as Directors for another term of three (3) years, which will expire at the end of the General Meeting of the Company convened to approve the financial statements for the fiscal year ending December 31, 2026.**

**Their biographies and other positions and corporate offices are presented in the brochure for the General Meeting.**

**Eighteenth resolution (Renewal of Mrs. Nathalie Wright's term as Director)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors, having noted that Mrs. Nathalie Wright's term as Director is set to expire at the end of this meeting, resolves to renew this term for a three-year period, set to expire at the end of the General Meeting of the Company convened to approve the financial statements for the fiscal year ending December 31, 2026.

**Nineteenth resolution (Renewal of Mrs. Michèle Guibert's term as Director)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors, having noted that Mrs. Michèle Guibert's term as Director is set to expire at the end of this meeting, resolves to renew this term for a three-year period, set to expire at the end of the General Meeting of the Company convened to approve the financial statements for the fiscal year ending December 31, 2026.

**Twentieth resolution (Renewal of Mr. Patrice Gentié's term as Director)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors, having noted that Mr. Patrice Gentié's term as Director is set to expire at the end of this meeting, resolves to renew this term for a three-year period, set to expire at the end of the General Meeting of the Company convened to approve the financial statements for the fiscal year ending December 31, 2026.

**Twenty-first resolution (Renewal of Mr. Gérald Grégoire's term as Director)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors, having noted that Mr. Gérald Grégoire's term as Director is set to expire at the end of this meeting, resolves to renew this term for a three-year period, set to expire at the end of the General Meeting of the Company convened to approve the financial statements for the fiscal year ending December 31, 2026.

✓ **Twenty-second et twenty-third resolutions: Appointment of statutory auditors to certify sustainability information**

**Summary:** As part of the recent transposition into French law of Directive (EU) no. 2022/2464 on the publication of corporate sustainability reporting (CSRD), your Company, as a public-interest entity, will be required to carry out its first sustainability reporting in 2025, based on the 2024 fiscal year. In order to give this reporting a high degree of reliability, in accordance with the new applicable rules, it is planned that this sustainability information will be audited and certified.

In order to carry out this task, it is proposed, on the recommendation of the Audit Committee, that you:

- appoint MAZARS SA as statutory auditor certifying the sustainability information, for the remainder of its term of office as statutory auditor responsible for certifying the accounts, which expires at the end of the ordinary general meeting convened to approve the financial statement for the 2026 fiscal year (22<sup>nd</sup> resolution);
- appoint PRICEWATERHOUSECOOPERS AUDIT as statutory auditor certifying the sustainability information, for a period of three years, i.e. until the end of the ordinary general meeting convened to approve the financial statements for the 2026 fiscal year (23<sup>rd</sup> resolution).

**Twenty-second resolution (Appointment of MAZARS as statutory auditor certifying sustainability information)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors, appoints MAZARS SA (784 824 153 RCS Paris) as statutory auditor certifying the sustainability information, for the remainder of its term of office as statutory auditor responsible for certifying the accounts, which will expire at the end of the General Meeting of the Company's convened to approve the financial statements for the fiscal year ending December 31, 2026.

**Twenty-third resolution (Appointment of PRICEWATERHOUSECOOPERS AUDIT as statutory auditor certifying sustainability information)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors, appoints PRICEWATERHOUSECOOPERS AUDIT (672 006 483 RCS Nanterre) as statutory auditor certifying the sustainability information, for a three-year period, *i.e.*, until the end of the General Meeting convened to approve the financial statements for the fiscal year ending December 31, 2026.

✓ **Twenty-fourth resolution: Consultation on the progress report regarding the implementation of the Company's Climate Strategy**

**Summary:** In the twenty-fourth resolution, you are asked to vote on the progress made by the Company in implementing its Climate Strategy. It is reminded that this strategy received 97.7% of votes in favour at the 2022 AGM, and the progress made in implementing it received 98.26% of votes in favour in 2023.

Details are given in section 3.2.7.1 of the 2023 Universal Registration Document. This progress report is presented in the form of a table summarising all the commitments of its Climate Strategy as adopted

in 2022, with, for each commitment, a reminder of the target, its deadline, the state of achievement at the end of 2023 and the progress status<sup>1</sup>.

### **Twenty-fourth resolution (Consultation on the progress report regarding the implementation of the Company's Climate Strategy)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors and the progress report on the implementation of the Climate Strategy, as presented in section 3.2.7.1 of the Company's 2023 Universal Registration Document, gives a favourable opinion on the latter.

### **Twenty-fifth resolution: Authorization to the Board of Directors to trade in the Company's shares**

**Summary:** In the twenty-fifth resolution, you are asked to renew for a further period of 18 months, the authorisation given to the Board of Directors to buy back the Company's own shares or have the Company buy back its own shares.

**Main characteristics:**

- Securities concerned: shares;
- Maximum percentage of capital repurchases authorised: 10% of the total number of shares making up the share capital on the date these purchases are made, *i.e.*, for information purposes, a maximum of 20,464,763 shares as at December 31, 2023;
- The Company may not at any time hold more than 10% of the shares comprising its share capital. The number of shares acquired with a view to their retention and subsequent delivery in connection with a merger, demerger or contribution may not exceed 5% of the share capital;
- Maximum overall amount of the programme: 1 billion euros;
- Maximum unit purchase price: 120 euros.

Shares may be purchased in order to carry out, in particular, the following transactions:

- granting or selling shares to employees under the French statutory profit-sharing scheme or the implementation of any entity or group (or similar) savings plan in accordance with the conditions provided for by law, in particular Articles L. 3332-1 *et seq.* of the French Labor Code; or
- granting performance shares pursuant to the provisions of Articles L. 225-197-1 *et seq.* and L. 22-10-59 and L. 22-10-60 of the French Commercial Code; or
- in general, complying with obligations in respect of stock option plans or other allocations of shares to employees or corporate officers of the issuer or an affiliated entity; or
- delivering shares upon the exercise of rights attached to securities granting access to the share capital through redemption, conversion, exchange, presentation of a warrant, or any other means; or
- cancelling some or all of the shares so purchased; or

---

<sup>1</sup> In the event of disapproval of this resolution, the Board of Directors will discuss with the shareholders the reasons, if any, that led them not to support the resolution and will inform them of the results of this process and the measures envisaged to take them into account.

- the market-making of Amundi's shares by an investment services provider pursuant to a liquidity agreement that complies with the market practice recognized by the French *Autorité des marchés financiers*.

A description of the programme is available in chapter 4 of the Universal Registration Document.

#### **Twenty-fifth resolution (Authorization to the Board of Directors to trade in the Company's shares)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors, authorizes the Board of Directors, which may sub-delegate such authority as provided for by law, and in accordance with the provisions of Articles L. 225-210 *et seq.* and L. 22-10-62 *et seq.* of the French Commercial Code, to purchase or to arrange for the purchase of the Company's shares inter alia for the following purposes:

- granting or selling shares to employees under the French statutory profit-sharing scheme or the implementation of any entity or group (or similar) savings plan in accordance with the conditions provided for by law, in particular Articles L. 3332-1 *et seq.* of the French Labor Code; or
- granting performance shares pursuant to the provisions of Articles L. 225-197-1 *et seq.* and L. 22-10-59 and L. 22-10-60 of the French Commercial Code; or
- in general, complying with obligations in respect of stock option plans or other allocations of shares to employees or corporate officers of the Company or an affiliated entity; or
- delivering shares upon the exercise of rights attached to securities granting access to the share capital through redemption, conversion, exchange, presentation of a warrant, or any other means; or
- cancelling some or all of the shares so purchased; or
- the market-making of Amundi's shares by an investment services provider pursuant to a liquidity agreement that complies with the market practice recognized by the French *Autorité des marchés financiers*.

This program is also intended to enable the implementation of any market practice admitted by the French *Autorité des marchés financiers* and, more generally, the performance of any transaction that complies with applicable regulations. In such event, the Company will notify its shareholders by press release.

Purchases of the Company's own shares may relate to a number of shares such that, at the date of each purchase, the total number of shares purchased by the Company since the beginning of the buyback program (including shares subject to said buyback), does not exceed 10% of the shares that make up the Company's share capital at that time (taking into account transactions affecting the share capital subsequent to the date of this General Meeting) *i.e.*, for information purposes, as of December 31, 2023, a buyback limit of 20,464,763 shares, it being specified that (i) the number of shares purchased to be held and delivered at a later date in connection with a merger, spin-off or contribution may not exceed 5% of the Company's share capital; and (ii) when the shares are purchased to increase liquidity under the conditions defined by the general regulations of the French *Autorité des marchés financiers*, the number of shares taken into account to calculate aforementioned 10% limit is the number of shares purchased minus the number of shares resold during the term of the authorization. In accordance with the law, the number of shares held on a given date may not exceed 10% of the Company's share capital on that date.

Shares may be purchased, sold, or transferred at any time (other than during a tender offer for the Company's shares), within the limits authorized under applicable laws and regulations and by any means, on regulated markets or multilateral trading facilities, through systematic internalizers or over-the-counter, including through block trades, by tender offer or public exchange offer, or through the use of options or other derivative financial instruments traded on regulated markets, multilateral trading facilities, through systematic internalizers or over-the-counter, or by delivery of shares following the issuance of securities granting access to the Company's share capital through conversion, exchange, redemption or exercise of a warrant, either directly or indirectly through an investment services provider, or by any other means (without limiting the share of the buyback program that may be carried out by any of these means).

The maximum price for which the shares may be purchased pursuant to this resolution will be € 120 per share (or the equivalent of that amount in any other currency or monetary unit established by reference to several currencies at the same date). In the event of a change in the nominal value of the shares, a share capital increase through the capitalization of reserves, an allocation of performance shares to shareholders, a stock split or reverse stock split, a distribution of reserves or of any other assets, an amortization of capital or any other transactions affecting the share capital or the shareholders' equity, the General Meeting delegates to the Board of Directors the power to adjust the aforementioned maximum purchase price in order to take into account the impact of such transactions on the value of the shares.

The total amount allocated to the share buyback program authorized hereunder may not exceed € 1 billion.

Full powers are granted to the Board of Directors, which may subdelegate such authority as provided for by law, to decide on and implement this authorization and if necessary to specify the conditions and determine the terms hereof, to implement the share buyback program, and inter alia to place stock market orders, to enter into any agreement, allocate or reallocate the purchased shares to different objectives in accordance with applicable laws and regulations, to establish the terms and conditions pursuant to which, if applicable, the rights of the holders of securities granting access to the share capital or other rights granting access to the share capital will be protected, in accordance with applicable legal and regulatory or, as the case may be, contractual provisions requiring other adjustments, to submit any statements or filings to the French *Autorité des marchés financiers* or any other competent authority, and to accomplish all other formalities and generally do all that is necessary.

This authorization is granted for a period of eighteen (18) months with effect from the date of this General Meeting.

It cancels from the date of this General Meeting any unused portion of any previous authorization granted to the Board of Directors to trade in the Company's own shares.

✓ **Twenty-sixth resolution: Powers to carry out formalities**

**Summary: This last resolution is a standard resolution that enables all the legal formalities of filing and publication required by law to be carried out after the General Meeting.**

**Twenty-sixth resolution (Powers to carry out formalities)**

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, hereby grants full powers to the bearer of an original, copy or extract of the minutes of these deliberations to complete any legal filing or publication formalities relating to or resulting from the decisions taken in the aforementioned resolutions.