

2023 ORDINARY AND EXTRAORDINARY GENERAL MEETING

Notice of meeting



FRIDAY 12 MAY 2023
AT 10 AM
91-93 BOULEVARD PASTEUR
75 015 PARIS

Trust
must be earned

Amundi
CRÉDIT AGRICOLE GROUP

Table of Contents

Message from the Chair of the Board	3
Overview of the Company's situation in 2022	4
Presentation of the Board of Directors	11
Presentation of the Board Members whose ratification and reappointment are submitted to the General Shareholders' Meeting	14
Compensations	21
Amundi Say-on-Climate status at end 2022	28
Agenda of the Ordinary and Extraordinary General Meeting of shareholders of May 12, 2023	31
.....	31
Overview of draft resolutions	32
Summary table of authorisations relating to share capital	62
Formalities to be completed before attending the General Meeting of Shareholders	63
How to fill in your voting form ?	68
Document and information request form	69

Message from the Chair of the Board

Dear shareholder,

I am pleased to invite you to Amundi's Annual General Ordinary and Extraordinary Meeting which will be held on Friday 12 May 2023 at 10.00 am in our offices at 91-93 Boulevard Pasteur 75015 Paris.

In the increasingly challenging market environment of 2022, Amundi once again demonstrated that its strategy is relevant and its business model robust. Whereas the European market for open-ended funds was in decline, Amundi's net inflows were positive, driven by mid- to long-term assets subscribed by Retail clients. Business was also brisk on the passive investment segment, which was further strengthened by the acquisition of Lyxor.

Results continued to maintain a high level, thanks to strong business combined with excellent cost control. Costs were reduced by 1.1% on a like-for-like basis, while the cost/income ratio remained at the industry's highest standards.

Amundi's financials are extremely solid, and the Group's A+ rating with a stable outlook – the best in its sector – has been confirmed by Fitch Ratings.

In consideration of these various elements, the Board of Directors is submitting to the Annual General Meeting a proposed dividend of 4.10 euros per share, a cash value identical to that distributed in 2021. This dividend corresponds to a pay-out ratio of 75% of net income, Group share.¹

In June 2022, Amundi presented its strategic plan. Consistent with Crédit Agricole Group's "Ambitions 2025" plan, it aims to further enhance Amundi's development and continue diversifying the Group's activities, in particular through Amundi Technology, a division launched at the end of 2020, while further

affirming the company's commitment as a responsible investor.

At the end of the Annual General Meeting, to be held on 12 May 2023, Philippe Brassac, Chief Executive Officer of Crédit Agricole S.A., will replace me as Chair of the Board of Directors at Amundi. I would like to thank Amundi's employees, whose commitment has made it the European leader in asset management, our clients, and our shareholders – Crédit Agricole first among them – for their unflagging trust and support. I am confident that with Valérie Baudson at the helm and the support of Philippe Brassac and the Crédit Agricole Group, the company will continue its growth journey.

This brochure contains all the information about the Meeting and instructions for participating in it.

Yours faithfully

Yves Perrier

Chair of the Board of Directors of Amundi

"In 2022, Amundi once again demonstrated that its strategy is relevant and its business model robust."



(1) The dividend pay-out ratio is calculated on the basis of the adjusted net income, Group share (€1,074m), and excluding the integration costs related to Lyxor (-€46m after tax).

Overview of the Company's situation in 2022

In a market context of renewed volatility associated with the irruption of war in Europe and strong inflationary pressures, Amundi leveraged the resilience of its diversified business model and continued preparing for the future, in the interest of its clients and society. This included implementing “Ambitions 2025” strategic plan, with concrete achievement of several key milestones.

Although the market for open-ended funds closed out the year with net outflows, Amundi remained in positive territory, with inflows of 7 billion euros on the most dynamic segments of the industry, thanks to its strong investment performance and its well-tailored offering. The Group also successfully controlled costs, resulting in adjusted⁽¹⁾ net income of 1.2 billion euros for 2022.

Amundi also showed considerable agility as it continued to adapt and grow in line with the “Ambitions 2025” plan.

The Group has further built on its historical strengths. Assets under management in real assets gained 8% in 2022. Inflows to the passive management business stood at 14 billion euros. The business line was the beneficiary of early commercial synergies with Lyxor, whose integration has progressed ahead of schedule. This strongly value accretive acquisition will help Amundi accelerate its expansion in the flourishing ETF business, where it is the European leader.

The Group also made strides in its new business lines. Amundi Technology's revenues jumped 35% in 2022. The Services department is growing rapidly thanks to the deployment of Fund Channel, its fund distribution platform. These achievements confirm our ambition to become a leading technology and service provider covering the entire savings value chain.

Amundi continued to expand internationally in 2022, particularly in Asia, where the firm's assets under management rose to 378 billion euros.

Last but not least – as a company committed from its inception to promoting more sustainable finance – Amundi launched solutions with a Net Zero objective while continuing to move further and faster along the path of responsible investment.

Amundi's diversified business model has proved itself yet again. The Group, whose *raison d'être* is to work every day in the interest of its clients and society, looks to the future with confidence and with a single overarching ambition: continuing its trajectory of sustainable, profitable growth.

“Amundi leveraged the resilience of its diversified business model and continued preparing for the future, in the interest of its clients and society.”



Valérie Baudson, Chief Executive Officer

⁽¹⁾ Adjusted data, excludes amortisation of intangible assets, Lyxor integration costs and, for 2021, the impact of Affrancamento.

I. Highlights 2022

Amundi outperforms in bear markets:

- **Inflows were positive at +€7bn for the year:** business activity stayed solid, and the mix was positive for margins, with inflows +€10bn in the **Retail segment (excluding JV)** and +€8bn in **MLT Assets**.
- **Adjusted net income^{2,3} was €1.2bn:** high profitability was maintained, after a FY 2021 that enjoyed an exceptional level of performance fees; 2022 income is virtually stable compared to 2021 once this exceptional level is normalised.
- This performance was achieved in volatile and bearish markets: **equity markets⁴ fell -13% during the year, and fixed income markets⁵ lost -17%**.
- As a result, **the open-ended fund market in Europe saw significant outflows in 2022**, reflecting the rise in risk aversion from investors: -€57bn, including -€130bn on MLT assets and +€73bn on treasury products.

Amundi is adapting with agility:

- **Investment management generated a strong performance in 2022**, across a wide range of asset classes, with 72%⁶ of the Group's open-ended funds in the first or second quartile of their Morningstar⁷ category for their one-year performance, specifically for equity (global, US, euro volatility) and emerging market strategies. This reflects the good anticipation of market movements, particularly the change in inflation, and the return of bonds, as well as the portfolios' adaptation to the new environment;
- **The product range was also adapted:** the first half saw inflows of +€3bn in equities under active management, particularly in thematic products, whereas in the second half, the launches of Buy & Watch bond strategies generated inflows of +€2bn in the International networks and Third-Party Distribution; the adaptation of the structured product offering to match the new market environment (higher interest rates and flight to safety) meant Amundi could attract +€2.7bn, especially in the French and International Networks, thanks to new products (EMTN and formula funds);
- **Lastly, the cost base was reduced steadily** throughout the year, with lower adjusted operating expenses each quarter: from €429m in the fourth quarter of 2021 (including Lyxor) to €412m in the fourth quarter of 2022.

Amundi continues its development thanks to the 2025 Ambition Plan growth drivers:

- **In 2022, the strengthening Amundi's leadership in asset management** led to a good performance: AuM in **Real Assets** totalled €67bn at end 2022 (+8% compared to end 2021, and double that of 2016), for inflows of +€4.1bn in 2022 (of which +€2bn in real estate, +€1.5bn in private equity) and investments of €1.6bn in private debt as part of the "France Relance" recovery plan. With inflows of +€13.8bn, **passive management** is beginning to benefit from business synergies with Lyxor, and the setup of the Irish platform ICAV to develop its global and US equity products will further accelerate this growth. As for **Asia**, total AuM were €378bn at end 2022, thanks to high inflows excluding China: +€26 bn, of which +€18bn in India, +€4.6bn in Japan and +€2.6bn in Korea.
- **Responsible Investing** solutions saw inflows of +€9bn⁸ in 2022, with AuM at €800bn⁹; the ranges continue to be adapted. Active management saw the **launch of "Ambition Net Zero" funds**, contributing to the transition to a Net Zero economy, in four asset classes¹⁰, in line with the ESG Ambition 2025 Plan's objective to launch an Ambition Net Zero range covering all the major strategies. **In passive management**, the portion of funds replicating ESG indexes in the ETF range rose from 22% of the total range at end 2021 to 27% at end 2022, on track for the goal to reach 40% in 2025.

⁽²⁾ Net income, Group share

⁽³⁾ Adjusted data: excluding amortisation of the intangible assets, the integration costs related to Lyxor, and, in 2021, the impact of Affrancamento

⁽⁴⁾ EuroStoxx 600

⁽⁵⁾ Bloomberg Euro Aggregate Index

⁽⁶⁾ As a percentage of the assets under management

⁽⁷⁾ There were 1,184 Morningstar-rated open-ended Amundi funds at the end of December 2022. © 2022 Morningstar. All rights reserved.

⁽⁸⁾ Excluding treasury products and CA & SG Insurers

⁽⁹⁾ €799.7bn

⁽¹⁰⁾ Real estate, multi-asset, developed market bonds, developed market equities

- **Amundi's position as a leading supplier of technology and services all along the savings and investment value chain** draws on the **growth of Amundi Technology**. Revenues increased by +35% in 2022 over the previous year, thanks to the onboarding of eight new clients (47 at end 2022). Furthermore, the Alto suite was extended with the launch of Alto Sustainability, which offers external clients advanced portfolio analysis features according to Environmental, Social and Governance criteria, by incorporating the data of 25 potential suppliers based on each client's selection. To **enhance the range of services offered by Amundi to** its Partner networks and third-party distributors to manage their open architecture, **Fund Channel**, Amundi's fund distribution platform, continued to develop, reaching €381bn under distribution with +€62bn in new assets, including from major clients like ABN Amro Private Banking. In addition to this, the **subadvisory platform** Fund Channel Investment Partners, launched at the end of 2021, now has a range of 13 third-party managed funds, with +€1.3bn in inflows in 2022.

Finally, the acquisition of Lyxor, completed in 2021, fits well with **Amundi's objective to execute value-creative M&A transactions**. Integration was completed in 2022, in less than nine months, the integrated platform is now operational, and the first synergies were achieved ahead of planning: one-third of cost synergies – about €20m for the year – and about one-quarter of revenue synergies were achieved. This acquisition makes Amundi a European leader in ETFs and enhances its active management offer, particularly in liquid alternatives.

II. Strong business momentum

Assets managed by Amundi reached €1,904 billion as at 31 December 2022, and were therefore down 7.7%, or -€160 billion, over one year, due to the negative market effect (-€167 billion) and despite a positive net inflow of +€7 billion over the year.

It should be noted that the assets as at the end of 2021 included €148 billion in assets under management at Lyxor, which has been integrated since 31 December 2021. However, the 2021 inflow figures did not include any contribution from Lyxor.

Net inflows of +€ 7.0 billion break down as + **€7.8 billion in medium- to long-term (MLT) assets**, excluding joint ventures (JVs), +€14.0 billion for joint ventures and a net outflow of -€14.9 billion in treasury products.

In 2022, by client segment, Retail generated +€9.9 billion, JVs +€14.0 billion and institutional investors -€17.0 billion.

For Retail clients, inflows were mainly in the form of **MLT assets (+€7.9 billion)**, driven by all segments excluding Amundi BOC WM:

- the **French networks** raised **+€1.4 billion in MLT assets**, but saw outflows on treasury products (-€1.0 billion); the inflow in MLT assets was linked mainly to structured products in the second half of the year, but also to real assets and index-based management;
- inflows from the **international networks** in MLT assets reached **+€3.9 billion**;
- **Amundi BOC WM** in China recorded an outflow of -€3.9 billion, linked to the maturity of funds launched in 2021 and to the local context;
- **Third-party distributors** had a mixed year, with a very strong inflow in MLT assets in the first half of the year (+€13.8 billion) followed by a shift towards reducing risk in clients' portfolios in the second half of the year, particularly in passive management. This translated into an inflow of +€9.4 billion over the year as whole, including +€6.5 billion in MLT assets.

Inflows in **MLT assets** from **Institutional clients** amounted to + **€5.7 billion**, excluding CA & SG Insurers, thanks to the acquisition of several large mandates in index-based and multi-asset management in particular. The outflow from CA & SG Insurers (-€5.8 billion) reflects withdrawals by specific clients in the traditional life insurance segment (euro funds). Treasury products recorded outflows (-€16.9 billion) primarily from business clients over the first nine months of 2022.

JV inflows remained high in 2022, at + **€14.0 billion**, in spite of the continued outflows from channel business ¹¹ (-€5.3 billion, following -€18.4 billion in 2021) and the adverse economic environment in China. Meanwhile, the JV in India, SBI MF, made further gains in terms of market share, claiming 17.7% of the open-ended funds market at the end of December 2022, and generated +€18.0 billion over the year as a whole.

Inflows in **MLT assets excluding JVs, Amundi BOC WM and CA & SG Insurers** reached +**€17.5 billion**, including +€14.5 billion in assets under passive management and +€3.0 billion in assets under active management, structured products and real/alternative assets. Broken down by area of expertise, these figures reflect the following trends:

- **active management** inflows were driven by **equities**, particularly in the first half of the year, and by **bonds** in the second half of the year;
- **real asset investment** continued to grow, although this was offset by the **outflow in alternative assets** linked to withdrawals affecting a number of major mandates;
- meanwhile, **structured products** had a mixed year, with market-related outflows in the first half of the year being almost fully offset by the strong momentum of these products in the French and international networks in the second half of the year;
- finally, **passive management** inflows were achieved thanks to a number of large index-linked institutional mandates in particular and very strong inflows from third-party distributors in the first half of the year.

Overall, inflows in 2022 provided a **favourable mix for margins**, as Retail and MLT assets posted the best performances.

III. [A high level of net income](#)

In 2022, adjusted net income ^{12,13} reached **€1,178 million**, down 10.5% on the figure published in 2021 ⁽¹⁾ and down 13.0% on a like-for-like basis ¹⁴, *i.e.* including Lyxor from 2021. This decline is mainly due to the exceptional level of performance fees in 2021, at €427 million; a return to a more normal level of €171 million was seen in 2022.

With performance fees dropping from their extraordinary heights in 2021 back down to the 2017–2020 average, normalised and adjusted net income was more or less stable in 2022 compared to 2021 and down slightly on a like-for-like basis.

This high level of income in volatile and bearish markets is due to a number of factors.

Adjusted net revenue¹³ was €3,137 million.

- **Net management fees remained high** at €2,965 million, up 7.6% year on year, and remained stable on a like-for-like basis ⁽³⁾ thanks to the improvement in the business mix (Retail, MLT assets) mentioned above. This helped to offset the fall in assets linked to the market effect with a slight improvement in the margin on average assets, which increased to 17.8 basis points in 2022 compared to 17.5 in 2021 on a like-for-like basis ¹⁴.
- Revenue from **Amundi Technology** rose sharply (up 35% compared to 2021) to reach €48 million.
- **Performance fees** (€171 million) normalised over the course of 2022 compared to 2021, as had been anticipated at the time, but remained at a **good level** given the bearish market situation thanks to the successful adaptation of management strategies.

It should be noted that the decline in adjusted revenue ⁽¹⁾ on a like-for-like basis ¹⁴ (-8.2%) is almost entirely due to the fall in performance fees over the two financial years.

Operating expenses¹³ remained well under control at €1,671 million, an increase of 8.9% compared to 2021, but were **down by 1.1% on a like-for-like basis¹⁴**. Investments and adverse currency effects were offset by productivity gains and the first synergies generated by the integration of Lyxor, which came to around €20 million in 2022. Generation of synergies is ahead of the target of €60 million by 2024, which was based on the achievement of

⁽¹⁾ Low-margin run-off products in China.

⁽²⁾ Net income, Group share.

⁽³⁾ Adjusted data: excluding amortisation of the intangible assets, the integration costs related to Lyxor, and, in 2021, the impact of *Affrancamento*

⁽⁴⁾ Like-for-like basis, including Lyxor in 2021.

a minimum amount in 2022, stepping this up further in 2023 and full realisation in 2024 (€60 million over the full year).

Thanks to this management of expenses, the **adjusted cost-to-income ratio¹⁵ was kept at 53.3%**. As a reminder, in 2021 the adjusted cost-to-income ratio¹⁵ was 49.4% based on a like-for-like comparison ⁽³⁾, *i.e.* including Lyxor from 2021, in a much more favourable market environment and thanks to an exceptional performance fee level, and 52.5% excluding this exceptional effect.

Adjusted gross operating income¹⁵ (EBIT) therefore came to €1,466 million, down 12.2% on the figure reported in 2021 and 15.1% on a like-for-like basis¹⁶.

The contribution from equity-accounted companies, which reflects Amundi's share of net income from JVs in India, China (ABC-CA), South Korea and Morocco, **increased by 4.6% to €88 million**.

Accounting data

Accounting net income amounted to €1,074 million and included the costs associated with the Lyxor integration over the full year (€46 million after tax in 2022), the amortisation of intangible assets (client contracts) also linked to the acquisition of Lyxor (€10 million after tax, which only began in 2022) and the amortisation of distribution agreements (stable compared to 2021 at €49 million after tax).

Accounting net earnings per share stood at €5.28.

IV. A solid financial structure and stable dividend vs. 2021

The financial structure remained solid at the end of 2022: tangible equity¹⁷ amounted to €3.9 billion, compared to €3.5 billion at the end of 2021, and at 19.1% the CET1 ratio was well above regulatory requirements.

As a reminder, in May 2022, rating agency Fitch reiterated Amundi's A+ rating with a stable outlook, the best in the sector.

The Board of Directors has decided to propose a cash dividend of €4.10 per share to the Annual General Meeting to be held on 12 May 2023, which is the same as the dividend paid in May 2022 for the 2021 financial year.

This dividend represents a pay-out ratio of 75% of net income, Group share¹⁸ (excluding integration costs), and a 6.6% yield based on the share price on 6 February 2023 (€62.45 at market close). Shares shall be designated ex-dividend on 22 May 2023 and dividend will be paid out as from 24 May 2023.

Since the listing, the TSR¹⁹ (total shareholder return) has been 81%²⁰, including the dividend, which will be distributed in May 2023 following the vote of the Annual General Meeting.

⁽¹⁵⁾ Adjusted data: excluding amortisation of the intangible assets, the integration costs related to Lyxor, and, in 2021, the impact of Affrancamento

⁽¹⁶⁾ Like-for-like basis, including Lyxor in 2021.

⁽¹⁷⁾ Equity excluding goodwill and intangible fixed assets.

⁽¹⁸⁾ The dividend pay-out ratio is calculated based on the adjusted accounting net income, Group share (€1,074 million in 2022), excluding Lyxor integration costs (-€46 million net in 2022).

⁽¹⁹⁾ The TSR (Total Shareholder Return) includes the total return for a shareholder: increase in the share + dividends paid from 2016 to 2021 + dividend subject to the AGM of May 2022 + preferential subscription rights detached in May 2017.

⁽²⁰⁾ As at 3 February 2023.

V. Income statement

<i>In € millions</i>	2022	2021	Δ 2022/2021	Δ 2022/2021 combined
Adjusted net revenue⁽¹⁾	3,137	3,204	(2.1%)	(8.2%)
Net asset management revenue	3,136	3,184	(1.5%)	(7.7%)
o/w net management fees	2,965	2,757	7.6%	0.2%
o/w performance fees	171	427	(59.9%)	(61.2%)
Technology	48	36	35.3%	35.3%
Net financial income and other net income	(48)	(15)	NR	NR
General operating expenses⁽¹⁾	(1,671)	(1,534)	8.9%	(1.1%)
Adjusted gross operating income⁽¹⁾	1,466	1,670	(12.2%)	(15.1%)
Adjusted cost/income ratio	53.3%	47.9%	5.4 pts	3.8 pts
Cost of risk & Other	(8)	(12)	(34.0%)	(43.8%)
Equity-accounted companies	88	84	4.6%	4.6%
Adjusted pre-tax income⁽¹⁾	1,546	1,742	(11.2%)	(14.0%)
Adjusted income tax ⁽¹⁾	(368)	(430)	(14.5%)	(17.5%)
Minority interests	0	3	NR	NR
Net income, Group share⁽¹⁾	1,178	1,315	(10.5%)	(13.1%)
Amortisation of intangible assets after tax	(59)	(49)	20.5%	20.5%
Integration costs, net of tax	(46)	(12)	NR	NR
<i>Affrancamento</i> impact ⁽²⁾	-	114	NR	NR
Adjusted net income, Group share, incl. Affrancamento	1,074	1,369	(21.6%)	(23.8%)
Accounting net earnings per share (net EPS) (<i>in €</i>)	5.28	6.75	(21.8%)	
Adjusted net EPS ⁽¹⁾ (<i>in €</i>)	5.79	6.49	(10.8%)	
<p>(1) Adjusted data: excluding amortisation of intangible assets, costs associated with the integration of Lyxor and, in 2021, the impact of Affrancamento (see section 4.3.3).</p> <p>(2) Accounting net income for 2021 included an exceptional tax gain (net of a substitution tax) of +€114 million (with no cash flow impact): the "Affrancamento" scheme pursuant to the Italian finance law for 2021 (Law no. 178/2020), leading to the recognition of a deferred tax asset on intangible assets (goodwill); item excluded from adjusted net income.</p>				

VI. Results of Amundi (parent company) in 2022

Given the structure of the Amundi group, the corporate results only reflect certain financial aspects of the entity at the head of the group. Their evolution is only partly related to that of the asset management activities housed in the owned entities.

In 2022, net banking income for Amundi (parent company) was €968 million compared with €955 million in 2021, an increase of €13 million.

It is mainly composed of:

- securities income of €914 million in dividends received from Amundi subsidiaries;
- income of +€63 million from investment and trading portfolios;
- the interest margin of -€15 million.

General operating expenses amounted to €68 million in 2022.

In view of these items, gross operating income was €900 million in 2022, down by €14 million compared with 2021. This is explained by rebilled expenses for the largest subsidiaries amounting to €27 million, a decrease of €34 million in dividends on equity securities, a €32 million increase in the market value of the investment portfolio and an improvement of +€16 million in the interest margin.

Pre-tax income on ordinary activities was €900 million.

As part of its tax consolidation agreement, Amundi recorded a net income tax charge of €31 million.

In total, Amundi's net income for the period was a profit of €931 million in 2022, compared with a profit of €920 million in 2021.



Yves PERRIER⁽¹⁾
Chair of the Board
of Directors
since 2021

14

MEMBERS OF THE BOARD OF DIRECTORS



Philippe BRASSAC⁽¹⁾
Director since 2022
Chief Executive Officer
of Crédit Agricole SA



Virginie CAYATTE
Independent director
since 2015
Financial Director of Adisseo



Laurence DANON-ARNAUD
Independent director
since 2015
Chair of Primerose SAS



Christine GANDON
Director since 2021
Chair of the Nord-Est Regional
Bank of Crédit Agricole



Patrice GENTIÉ
Director since 2021
Chair of the Aquitaine
Regional Bank
of Crédit Agricole



Michel MATHIEU
Director since 2016
Chief Executive Officer of LCL
Deputy General Manager
of Crédit Agricole SA



Robert LEBLANC
Independent director
since 2015
Chair and Chief Executive
Officer of Aon France



Michèle GUIBERT
Director since 2020
Chief Executive Officer of
the Côtes d'Armor Regional Bank
of Crédit Agricole



Hélène MOLINARI
Independent director
since 2015
Manager of AHM Conseil



Christian ROUCHON
Director since 2009
Chief Executive Officer of the
Languedoc Regional Bank
of Crédit Agricole



Nathalie WRIGHT
Independent director
since 2022
Chief Digital,
IT and Sustainability Officer
of the Rexel Group



Joseph OUEDRAOGO
Director elected by
the employees since 2022
Head of Market Risk Project
Management, Amundi Asset
Management



Jean-Michel FOREST
Non-voting member
since 2015
Chair of the Loire Haute-Loire
Regional Bank of Crédit Agricole

(1) In 2021, Yves Perrier accepted the chairmanship of Amundi's Board of Directors in order to support the company during a transition period. This period will end following the Annual General Meeting which will be held on 12 May 2023. Consequently, Amundi's Board of Directors approved the following changes to the governance at its meeting of 13 March 2023: Philippe Brassac, who joined the Board of Directors in October 2022, will replace Yves Perrier as Chairman following the Annual General Meeting of May 12; Yves Perrier will be appointed Honorary Chairman of the company.



OVERVIEW OF THE BOARD OF DIRECTORS

41.7%

INDEPENDENT ⁽¹⁾⁽²⁾

50%

WOMEN ⁽²⁾⁽³⁾

60 years

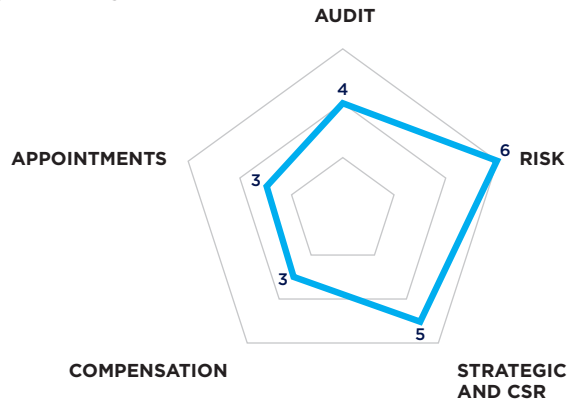
AVERAGE AGE

5

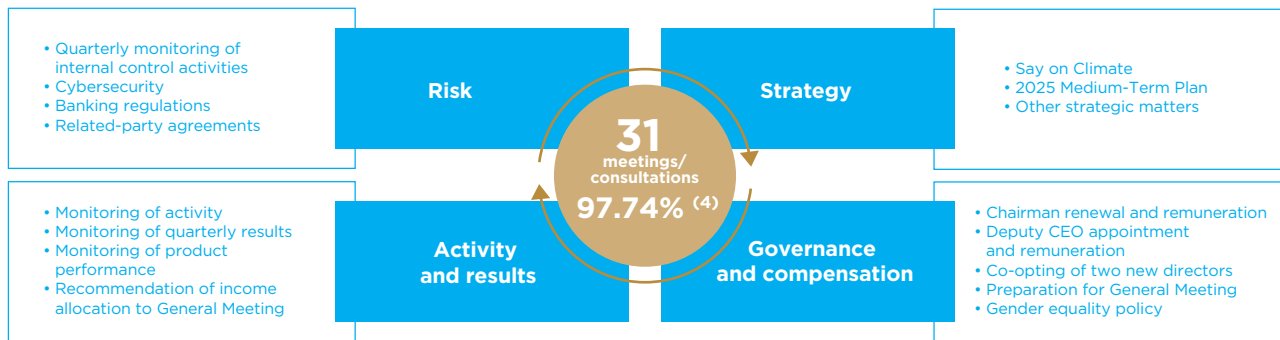
SPECIALISED COMMITTEES

- STRATEGIC AND CSR
- AUDIT
- RISK MANAGEMENT
- COMPENSATION
- APPOINTMENTS

NUMBER OF MEETINGS/CONSULTATIONS OF THE DIFFERENT COMMITTEES



SUMMARY OF THE BOARD'S WORK IN 2022



OVERVIEW OF THE GROUP'S MANAGEMENT BODIES

GENERAL MANAGEMENT COMMITTEE ⁽⁵⁾

14

MEMBERS

3

nationalities

4

women

EXECUTIVE COMMITTEE ⁽⁶⁾

30

MEMBERS

6

nationalities

11

women

(1) In accordance with Recommendation 10.3 of the AFEP-MEDEF Code, the director elected by employees is not taken into account when calculating this percentage.

(2) In the absence of regulatory constraints, non-voting members are not taken into account in calculations.

(3) In accordance with Article L. 225-27 para. 2 of the French Commercial Code, the Director elected by the employees is not taken into account when calculating this percentage.

(4) Total number and overall attendance rate at Committee meetings and Board of Directors' meetings.

(5) The Management Committee, in which the Group's main business units are represented, makes it possible to efficiently strengthen the consistency of the decisions taken.

(6) The Executive Committee aims to enable the coordinated and effective deployment of the strategy in all countries in which the Amundi Group is present.

Summary tables at 31 December 2022

							Term of office		
		Age	Gender	Nationality	Number of roles in listed companies	Number of shares held	Date first appointed	End of current appointment	Years on Board
Non-executive company officer	Yves Perrier Chairman of the Board of Directors	68	M	French	1	200	2007	2025 AGM ⁽¹⁾	15
Directors	Philippe Brassac	63	M	French	2	200	2022	2025 AGM	2 months
	Christine Gandon	56	F	French	1	250	2021	2023 AGM	1
	Patrice Gentié	59	M	French	1	200	2021	2024 AGM	1
	Michèle Guibert	55	F	French	1	200	2020	2024 AGM	2
	Michel Mathieu	64	M	French	1	200	2016	2024 AGM	6
	Christian Rouchon	62	M	French	1	200	2009	2023 AGM	13
Independent directors	Virginie Cayatte	52	F	French	1	250	2015	2025 AGM	7
	Laurence Danon-Arnaud	66	F	French	4	480	2015	2023 AGM	7
	Robert Leblanc	65	M	French	1	200	2015	2025 AGM	7
	Hélène Molinari	59	F	French	2	200	2015	2023 AGM	7
	Nathalie Wright	58	F	French	2	200	2022	2024 AGM	1 month ⁽²⁾
Director elected by the employees	Joseph Ouedraogo	47	M	French	1	481.9042 Company mutual fund Amundi Actionnariat ⁽³⁾	2022	Election before 2025 AGM	9 months
Non-voting member	Jean-Michel Forest	65	M	French	1	N/A ⁽³⁾	2015	2024 Board meeting	7

(1) Yves Perrier accepted the position of Chairman of the Board of Directors for Amundi in 2021 to accompany the company during a transitional period. This mandate expires at the General Meeting of 12 May 2023. Accordingly, at its meeting of 13 March, the Board of Directors approved the following changes to its composition:

- Philippe Brassac, who joined the Board of Directors in October 2022, will succeed Yves Perrier as Chairman at the end of the General Meeting of 12 May;
- Yves Perrier will be appointed Honorary Chairman of the Company.

(2) Nathalie Wright was co-opted at the Board of Directors' Meeting on 9 December 2022.

(3) The Director elected by the employees and non-voting members have no obligation to hold shares in the Company.

Presentation of the Board Members whose ratification and reappointment are submitted to the General Shareholders' Meeting



Philippe BRASSAC

DIRECTOR CO-OPTED BY THE MEETING OF THE BOARD OF DIRECTORS OF 27 OCTOBER 2022

Member of the Strategic and CSR Committee

Age: 63 **Nationality:** French

Date of first appointment: 27/10/2022

Term of office ends: Ordinary general meeting called to approve the financial statements for the year ending 31/12/2024

Number of shares held: 200

Main areas of expertise	Biography
Asset management and financial markets Social and environmental issues Strategic planning Accounting and financial information Risk management, compliance and internal audit Information technology and security Governance and compensation Sales and marketing Legal requirements and regulatory framework	<p>A graduate of the École Nationale de la Statistique et de l'Administration Économique (ENSAE), with a diploma in advanced studies in mathematics, Philippe Brassac joined Crédit Agricole du Gard in 1982. He held several operational positions there before being appointed in 1994 as Deputy CEO of Crédit Agricole des Alpes-Maritime, now Crédit Agricole Provence Côte d'Azur. In 1999, he joined Caisse nationale de Crédit Agricole as Director of Relations with the Regional Banks. In 2001, he was appointed CEO of Crédit Agricole Provence Côte d'Azur. In 2010, he also became Secretary General of the Fédération Nationale du Crédit Agricole - FNCA and Vice-Chairman of the Board of Directors of Crédit Agricole SA. In May 2015, he was appointed Chief Executive Officer of Crédit Agricole SA.</p> <p>In 2009, he became an Officer of the Order of Agricultural Merit, then in 2016 of the National Order of Merit, and in 2022, of the National Order of the Legion of Honour.</p> <p>Having joined the Company's Board in October 2022, Philippe Brassac brings his convictions and skills in the area of ecological transition, social value and financial inclusion, the themes at the heart of the Crédit Agricole Group's raison d'être and development strategy.</p>
Other positions and offices held as at 31/12/2022	Offices held in the last five years (2018-2022) which have expired
In Crédit Agricole Group companies	
<p>Since 2015:</p> <ul style="list-style-type: none"> • Chief Executive Officer of Crédit Agricole SA • Chair and member of the Compensation Committee of Crédit Agricole Corporate and Investment Bank (CA-CIB) • Chairman of LCL - Le Crédit Lyonnais SA 	
In other listed companies	
None	
In other unlisted companies	
None	
In other entities (excluding asset structures)	
<p>Since 2015:</p> <ul style="list-style-type: none"> • Member of the Executive Committee of the French Banking Federation (FBF) <p>Since 2022:</p> <ul style="list-style-type: none"> • Chair of the Executive Committee of the French Banking Federation (FBF) 	<p>From 2017 to 2018:</p> <ul style="list-style-type: none"> • Chair of the Executive Committee of the French Banking Federation (FBF) <p>From 2020 to 2021:</p> <ul style="list-style-type: none"> • Chair of the Executive Committee of the French Banking Federation (FBF)



Nathalie WRIGHT

INDEPENDENT DIRECTOR CO-OPTED BY THE BOARD OF DIRECTORS ON 9 DECEMBER 2022

Age: 58 **Nationality:** French

Date of first appointment: 09/12/2022

Term of office ends: Ordinary general meeting called to approve the financial statements for the year ending 31/12/2023

Number of shares held: 200

Main areas of expertise

-  Information technology and security
-  Social and environmental issues
-  Sales and marketing
-  Accounting and financial information
-  Governance and compensation

Biography

With a Master's degree in economics, and degrees from IEA Paris and INSEAD, Nathalie Wright began her career in 1987 at Digital and then at Newbridge Networks, where she held a number of managerial positions in finance, marketing and operations. From 1999, she held various management positions at Verizon before joining AT&T in 2005 as Chief Executive Officer for France, Southern Europe and the Middle East. In 2009, she joined Microsoft France as Public Sector Director and, from 2011, as Chief Executive Officer in charge of the Large Companies and Strategic Partnerships Division. In 2017 she was appointed VP Software and a member of the Executive Committee of IBM France before joining **Rexel** in 2018 as Group Digital and IT Transformation Director, and a member of the Executive Committee. Since January, 2022, she has been the Group's **Director of Digital, IT and Sustainable Development**.

Nathalie Wright is also a member of the ChapterZero Association and the Entrepreneurs pour Apprendre Federation.

Co-opted in December 2022, she was chosen by the Board to strengthen the Board of Directors' skills in the **Digital and IT** fields, and for her expertise in **climate** and **carbon emissions**.

Other positions and offices held as at 31/12/2022

Offices held in the last five years (2018-2022) which have expired

In Crédit Agricole Group companies

None

In other listed companies

Since 2017:

- Member of the Strategic and CSR Committee at Quadiant

Since 2018:

- Head of Group Digital and IT Transformation, member of the Executive Committee of the Rexel Group

Since 2022:

- Head of Digital, IT and Sustainable Development of the Rexel Group

From 2019 to 2021:

- Chief Executive Officer in the Nordic region of the Rexel Group

In other unlisted companies

Since 2016:

- Member of the Supervisory Board, Chair of the Innovation and Sustainable Development Committee, member of the Risk and Security Committee of the Keolis Group

In other entities (excluding asset structures)

Since 2014:

- Member of WIL - Women In Leadership

Since 2022:

- Member of the ChapterZero Association
- Member of the "Entrepreneurs pour Apprendre" Federation



Laurence DANON-ARNAUD

INDEPENDENT DIRECTOR

Chair of the Strategic and CSR Committee, Member of the Compensation Committee

Age: 66 **Nationality:** French

Date of first appointment: 30/09/2015

Term of office ends: Ordinary general meeting called to approve the financial statements for the year ending 31/12/2022

Number of shares held: 480

Main areas of expertise



Strategic planning



Accounting and financial information



Governance and compensation



Social and environmental issues

Biography

Laurence Danon started her career in 1984 at the Ministry for Industry. In 1989, she joined the ELF Group where she exercised commercial duties within the Polymer Division. In 1991, she became Director of the Industrial Speciality Division before being appointed in 1994 as Head of the Global Division of Functional Polymers. In 1996, she was entrusted with the Executive Management of Ato-Findley Adhésives, which subsequently became Bostik, a subsidiary of the Total Group, the world number two in adhesives. Appointed as Chair and CEO of Printemps and member of PPR's Executive Committee in 2001, she left her post in 2007 after the successful sale of Printemps in October 2006.

Laurence Danon then joined Edmond de Rothschild Corporate Finance in 2007 as a Management Board member, and was then Chair of the Management Board until December 2012. She joined the investment bank Leonardo & Co. in early 2013 as Chairman of the Board of Directors.

Subsequent to the sale of Leonardo & Co. SAS to Natixis in June 2015, Laurence Danon joined her **family business, Primerose SAS**. In particular, she brings her existing managerial skills in the strategic and financial fields and oversees diversity issues.

Other positions and offices held as at 31/12/2022

Offices held in the last five years (2018-2022) which have expired

In Crédit Agricole Group companies

None

In other listed companies

Since 2017:

- Director of Gecina

Since 2021:

- Director of the Plastivaloire Group

From 2017 to 2021:

- Director of Groupe Bruxelles Lambert*

From 2010 to 2022:

- Director and Chair of the Audit Committee of TF1

In other unlisted companies

Since 2015:

- Chair of Primerose SAS

None

In other entities (excluding asset structures)

Since 2015:

- Member of the Academy of Technologies

None

* Foreign company.



Christine GANDON

DIRECTOR

Age: 56 **Nationality:** French

Date of first appointment: 29/07/2021

Term of office ends: Ordinary general meeting called to approve the financial statements for the year ending 31/12/2022

Number of shares held: 250

Main areas of expertise



Accounting and financial information



Social and environmental issues



Risk management, compliance and internal audit



Information technology and security

Biography

An agronomist by training, specialising in economic and social sciences (Paris-Grignon), Christine Gandon held positions as IT project manager at Générale Sucrière, then head of new facilities and deputy head of manufacturing at Sucreries du Nord-Est, before becoming manager of a farm at Gourgançon in the Marne region from 1995.

She has been a member of the Board of Directors of the Fère-Champenoise and Sommesous local mutual fund since 2007. She became its Chair in 2009, and has remained Vice-Chair since 2016. She became a director of **Regional Bank du Nord-Est** in 2012, and was Vice-Chair from 2015, before being elected **Chair** in 2017.

In addition to her expertise in **environmental risk** in connection with her farming experience, Christine Gandon has also worked in the **social and solidarity economy** in her capacity as Chair of the Association and Federal Treasury at the ADMR, a position she held until 2017.

Other positions and offices held as at 31/12/2022

Offices held in the last five years (2018-2022) which have expired

In Crédit Agricole Group companies

Since 2007:

- Director of Caisse Locale de Fère Champenoise et Sommesous

Since 2012:

- Director of Regional Bank du Nord-Est

Since 2014:

- Member of the Executive Committee of Regional Bank du Nord-Est

Since 2016:

- Vice-Chair of Caisse Locale de Fère Champenoise et Sommesous

Since 2017:

- Chair of Regional Bank du Nord-Est
- Member of boards and committees of the Fédération Nationale du Crédit Agricole

Since 2018:

- Director of Adicam
- Director of CAMCA Mutuelle
- Member of the Supervisory Committee of CAMCA Courtage

Since 2019:

- Director of Crédit Agricole Leasing and Factoring

Since 2020:

- Chair of CAMCA Audit and Risk Management Committee
- Director of CAMCA Assurance
- Director of CAMCA Réassurance
- Member of the Supervisory Board of CA Titres

Since 2021:

- Director and member of the Audit and Risk Management Committee of COFILMO
- Representative of Confédération Nationale de la Mutualité, de la Coopération et du Crédit Agricole (CNMCCA), Director of Centre Exposition Concours Agricole (CENECA), Director and Treasurer of VIVEA

Since 2022:

- Director of CA Italia*
- Representative of Confederation Nationale de la Mutualité, de la Coopération et de Crédit Agricole (CNMCCA), alternate member of Codar (Commission responsible for the orientation and development of insurance for crop damage) on CNGRA (National Risk Management Committee in Agriculture)

**Other positions and offices held
as at 31/12/2022**

**Offices held in the last five years (2018-2022)
which have expired**

In other listed companies	
None	
In other unlisted companies	
<p>Since 2015:</p> <ul style="list-style-type: none"> • Director of Luzerne Recherche Développement (L.R.D.) SAS • Representative on the Marne Agricultural Council (CAF) - Maison des Agriculteurs <p>Since 2017:</p> <ul style="list-style-type: none"> • Permanent representative of Regional Bank du Nord-Est, Director of Terrasolis • Permanent member of Regional Bank du Nord-Est, secretary, member of the Competitiveness Division of B4C - Bioeconomy For Change (formerly IAR - Industries and Agri-Resources) • Representative to the Board of Agriculture/CAF Aisne - Maison de l'Agriculture 	
In other entities (excluding asset structures)	
<p>Since 1995:</p> <ul style="list-style-type: none"> • Manager of Pellot Henrat EARL, a limited liability agricultural company <p>Since 2018:</p> <ul style="list-style-type: none"> • Manager of Montepreux EURL (single-owner limited liability company) 	

* *Foreign company.*



Hélène MOLINARI

INDEPENDENT DIRECTOR
Chair of the Appointments Committee

Age: 59 **Nationality:** French

Date of first appointment: 30/09/2015

Term of office ends: Ordinary general meeting called to approve the financial statements for the year ending 31/12/2022

Number of shares held: 200

Main areas of expertise



Governance and compensation



Social and environmental issues



Asset management and financial markets



Sales and marketing

Biography

Hélène Molinari began her career in 1985 with Capgemini as information technology consultant. She then joined the Robeco Group in 1987 to develop the institutional sales activity. In 1991, she helped to set up AXA Asset Managers (later AXA Investment Managers), with responsibility for the Retail team, before becoming the **Marketing and E-business Director** in 2000. Then, in 2004, she became Global **Communication and Brand Director**. In 2005, she joined Laurence Parisot at the head of Medef, of which she was appointed Deputy CEO and member of the Executive Council in 2011.

In 2014, she became a corporate officer of Ahm Conseil, a company specialised in the organisation of cultural events.

Hélène Molinari, deeply committed in the **sustainable development** and **biodiversity** fields, has been the co-founding Chair of the philanthropic association **SUMus** since 2020, whose aim is to jointly construct a new paradigm in harmony with the Living World with a positive workplace, societal and economic impact, with Venice as its pilot city.

Other positions and offices held as at 31/12/2022

Offices held in the last five years (2018-2022) which have expired

In Crédit Agricole Group companies

None

In other listed companies

Since 2020:

- Member of the Supervisory Board of IDI

From 2012 to 2020:

- Member of the Supervisory Board and Member of the Nominations, Compensation and Governance Committee of Lagardère SCA

In other unlisted companies

Since 2014:

- Manager of Ahm Conseil

Since 2017:

- Manager of Ahm Immobilier

Since 2019:

- Director of Albingia
- Member of the Supervisory Board of Financière de l'Écllosion SAS

From 2014 to 2018:

- Senior Advisor of Capival

From 2013 to 2020:

- Member of the Strategic Committee of Be-Bound

In other entities (excluding asset structures)

Since 2010:

- Member of the Steering Committee of the "Tout le monde chante contre le cancer" association

Since 2013:

- Member of the Steering Committee for the "Prix de la femme d'influence" (Women of Influence Awards)

Since 2020:

- Founding Chair of the charitable association SUMus

From 2013 to 2018:

- Director of the Boyden Foundation



Christian ROUCHON

DIRECTOR

Chair of the Audit Committee and the Risk Management Committee

Age: 62 **Nationality:** French

Date of first appointment: 23/12/2009

Term of office ends: Ordinary general meeting called to approve the financial statements for the year ending 31/12/2022

Number of shares held: 200

Main areas of expertise

-  Accounting and financial information
-  Risk management, compliance and internal audit
-  Legal requirements and regulatory framework
-  Information technology and security
-  Strategic planning
-  Governance and compensation
-  Sales and marketing

Biography

Christian Rouchon joined the Crédit Agricole Group in 1988 as Accounting and Finance Manager of Regional Bank de la Loire, then of Regional Bank Loire Haute-Loire in 1991, before becoming its **Chief Financial Officer** in 1994. In 1997, he was appointed as **Information Systems Manager** of Regional Bank Loire Haute-Loire. In 2003, he became Deputy Chief Executive Officer in charge of the operation of Regional Bank des Savoie before joining Regional Bank Sud Rhône-Alpes in September 2006 as Deputy Chief Executive Officer in charge of development. In April 2007, he became Chief Executive Officer.

Since September 2020, he has been **Chief Executive Officer at Regional Bank du Languedoc**. At the same time, he has various responsibilities within the national bodies of the Crédit Agricole Group, particularly as a member of the Federal Commissions, as well as in the Group's subsidiaries.

His background as Chief Financial Officer and Chief Information Systems Officer, combined with his **long service** as a director of Amundi, **means he can excel in chairing the Audit and Risk Management Committees**.

Other positions and offices held as at 31/12/2022

Offices held in the last five years (2018-2022) which have expired

In Crédit Agricole Group companies

Since 2019:

- Non-voting member of Crédit Agricole Corporate and Investment Bank (CA-CIB)

Since 2020:

- Chief Executive Officer of Regional Bank du Crédit Agricole du Languedoc

Since 2020:

- Member of the Supervisory Committee of Fonds CA Transitions

From 2013 to 2018:

- Chair of the Financial Organisation Committee, Rapporteur for the Finance and Risk Commission, Member of the Companies and Wealth Project Committee and the Rates Committee of the FNCA

From 2016 to 2018:

- Director of CA-Chèques

From 2007 to 2020:

- Chief Executive Officer of Regional Bank of Crédit Agricole Sud Rhône Alpes
- Director of Square Habitat Sud Rhône Alpes

From 2008 to 2020:

- Non-partner manager of Sep Sud Rhône Alpes

From 2010 to 2020:

- Director of BforBank

From 2018 to 2020:

- Director of Credit Agricole Home Loan SFH
- Member of the FNCA Financial Organisation Committee
- Member of the FNCA Transformation and Performance Commission

In other listed companies

None

In other unlisted companies

None

In other entities (excluding asset structures)

None

From 2011 to 2018:

- Vice-Chair of the Association Nationale des Cadres de Direction (ANCD)

Compensations

Amounts due to Company Officers for 2022 ⁽¹⁾

Chairman of the Board of Directors, Yves Perrier

FIXED	VARIABLE
€350K	No variable compensation

Chief Executive Officer, Valérie Baudson

FIXED	VARIABLE	Terms of payment of variable compensation
€800K	€1,152K down -15.3% vs 2021	

20% Non-deferred, Cash

20% One-year deferred payment, Indexed cash

60% Deferred over five years, Under continued employment and performance conditions, Amundi shares and cash, One-year holding period for shares

Deputy Chief Executive Officer, Nicolas Calcoen

FIXED	VARIABLE
€420K ⁽²⁾	€625K ⁽²⁾

Equity ratios ⁽³⁾

	FRANCE	WORLDWIDE
Chairman of the Board of Directors	2.9	2.4
Chief Executive Officer	16.1	12.9
Deputy Chief Executive Officer	8.6	6.9

2023 compensation policy for Company Officers ⁽¹⁾

Chairman of the Board of Directors, Yves Perrier ⁽⁴⁾

FIXED	VARIABLE
€350K	No variable compensation

Chief Executive Officer, Valérie Baudson

FIXED	VARIABLE
€880K	Target €1,320K <i>i.e.</i> 150% of fixed compensation
	Maximum €1,496K <i>i.e.</i> 170% of fixed compensation

Deputy Chief Executive Officer, Nicolas Calcoen

FIXED	VARIABLE
€420K	Target €630K <i>i.e.</i> 150% of fixed compensation
	Maximum €714K <i>i.e.</i> 170% of fixed compensation

⁽¹⁾ Proposals submitted to the vote of the General Meeting on 12 May 2023.

⁽²⁾ Compensation expressed on an annual basis. Nicolas Calcoen was appointed Deputy Chief Executive Officer on 1 April 2022. On a prorata temporis basis, his fixed compensation is €315,000 and his variable compensation is €468,720.

⁽³⁾ Details on pages 127 and 128 of the Universal Registration Document.

⁽⁴⁾ Yves Perrier is Chairman of the Board until 12 May 2023 (cf. page 136 of the Universal Registration Document). He will receive the fixed compensation of €350,000 prorata temporis from 1 January 2023 to 12 May 2023

Elements of the 2022 compensation of Yves Perrier, Chair of the Board of Directors, submitted for the approval of the General Meeting

In accordance with the compensation policy adopted by the General Meeting of 18 May 2022, the Board of Directors awarded Yves Perrier a compensation of €355,295 for his duties as Chair of the Board of Directors for the 2022 financial year, which includes €350,000 in fixed compensation and €5,295 in benefits in kind.

The following points should be noted:

- Yves Perrier **has waived the payment of compensation for his term as director.**
- In order to ensure his independence in the performance of his duties, the Chair of the Board of Directors is **not eligible for any variable compensation.**

Elements of the 2022 compensation of Valérie Baudson, Chief Executive Officer, submitted for the approval of the General Meeting

In accordance with the compensation policy adopted by the General Meeting of 18 May 2022, the Board of Directors proposed to award Valérie Baudson a total compensation of €1,971,758 for the 2022 financial year, which includes €1,152,000 in variable compensation, down -15.3% compared to 2021.

The following points should be noted:

- The Board of Directors has set the **level of achievement** of the CEO's objectives at **96.0%** for the 2022 financial year.

The **economic objectives relating to the Amundi scope**, were **83.3%** achieved, or -16.7 points below target. In comparison, adjusted NIGS was down -10.5% from 2021, and -13.0% pro-forma including Lyxor.

The level of achievement of the **non-economic objectives relating to the Amundi scope** was set by the Board of Directors at **115.0%** on average.

Indeed, the Board assessed the achievement of the **Lyxor integration criterion at 120%**, noting that:

- All integration projects were completed in less than 9 months;
- The value creation potential of this acquisition, set to create the leading European player in passive management, has been confirmed;
- A significant part of the synergies were already achieved in 2022, ahead of the original schedule.

In addition, the Board set the level of achievement of the criterion relating to the **implementation of ESG projects at 110.0%**, given the progress made in implementing the 10 commitments of the "Ambitions ESG 2025" Plan¹:

- Three of the ten commitments were already achieved in 2022.
- Regarding the seven other commitments, the level of progress at the end of the first year was considered to be in line to meet the targets at the end of the plan, *i.e.* at the end of 2025.

The **level of achievement of economic targets within the Crédit Agricole S.A. scope** is **105.6%**. The Board of Directors also assessed the achievement rate of the **non-economic objective** for the roll-out of the Customer, Human and Societal Project at **125%**, given the significant progress noted.

- In accordance with the compensation policy, **the Board applied the overall achievement rate to the target variable compensation to determine the variable compensation** awarded to Valérie Baudson for the 2022 financial year.

This results in a **total variable compensation of €1,152,000, down -15.3%** from the variable compensation awarded for 2021 (€1,360,000 on an annual basis).

- The variable compensation will be paid over 5 years in accordance with the deferral and indexing rules provided for under the CRD V regulation, guaranteeing alignment with the long-term interests of shareholders.

⁽¹⁾ The progress made at end-2022 is detailed for each commitment on pages 116 and 117 of the 2022 Universal Registration Document.

Elements of the compensation of Nicolas Calcoen, Deputy Chief Executive Officer as of 1 April 2022, submitted for the approval of the General Meeting

In accordance with the compensation policy adopted by the General Meeting of 18 May 2022, the Board of Directors proposed to award Nicolas Calcoen a total compensation of €794,981 for the period from 1 April to 31 December 2022, which includes €468,720 in variable compensation.

The following points should be noted:

- Since the criteria determining Nicolas Calcoen's variable compensation are identical to those applicable to the Chief Executive Officer, the Board of Directors has chosen to set, for each criterion, the same level of achievement as for the Chief Executive Officer.

However, under the 2022 compensation policy, the weighting between the criteria within the Amundi scope were different. For Nicolas Calcoen, economic criteria represented 50% of the total and non-economic criteria represented 30%, as opposed to 60% and 20% respectively for Valérie Baudson.

Consequently, given these weightings, the overall **level of achievement** of the Deputy Chief Executive Officer's objectives was **99.2%** for the period from 1 April to 31 December 2022.

- In accordance with the compensation policy, **the Board applied the overall achievement rate to the target variable compensation to determine the variable compensation** awarded to Nicolas Calcoen for the period from 1 April to 31 December 2022.
This results in a **total variable compensation** of €624,960 on an annual basis, i.e. **€468,720 on a pro rata basis from 1 April to 31 December 2022.**
- The variable compensation will be paid over 5 years in accordance with the deferral and indexing rules provided for under the CRD V regulation, guaranteeing alignment with the long-term interests of shareholders.

Compensation policy for the Chair of the Board of Directors proposed for the 2023 financial year, submitted for the approval of the General Meeting

The compensation policy proposed for the Chair of the Board of Directors for the 2023 financial year is unchanged from the policy implemented since 11 May 2021, and is recalled below²:

1) A fixed compensation of €350,000 on an annual basis;

2) No variable compensation.

The following points should be noted:

- The annual fixed compensation decided by the Board of Directors is positioned at the median of the compensation amounts reported for non-executive Chair positions in major listed companies.
- In order to ensure his independence in the performance of his duties, the Chair of the Board of Directors is **not eligible for any variable compensation**.
- **Yves Perrier has waived the payment of compensation for his term as director.**
- At the Board of Directors' meeting of 13 March 2023, it was recalled that in 2021, Yves Perrier had accepted the chairmanship of Amundi's Board of Directors in order to support the company during a transitional period. This period will come to an end following the General Meeting of 12 May 2023. Accordingly, the Board of Directors, on the recommendation of the Appointments Committee, approved the following changes to its governance:
 - **Philippe Brassac**, who joined the Board of Directors in October 2022, will succeed Yves Perrier as **Chair** following the General Meeting, subject to ratification of his co-option as a Director by the Meeting.
 - **Yves Perrier will be appointed Honorary Chair of the Company.**
- Under these conditions:
 - Yves Perrier will receive the fixed compensation of €350,000 on a pro rata basis from 1 January 2023 to 12 May 2023;
 - Philippe Brassac has already indicated that he would waive any compensation to which he may be entitled as Chair of the Board,
 - Yves Perrier's title of Honorary Chair does not entail any compensation or any involvement in the Board's work.

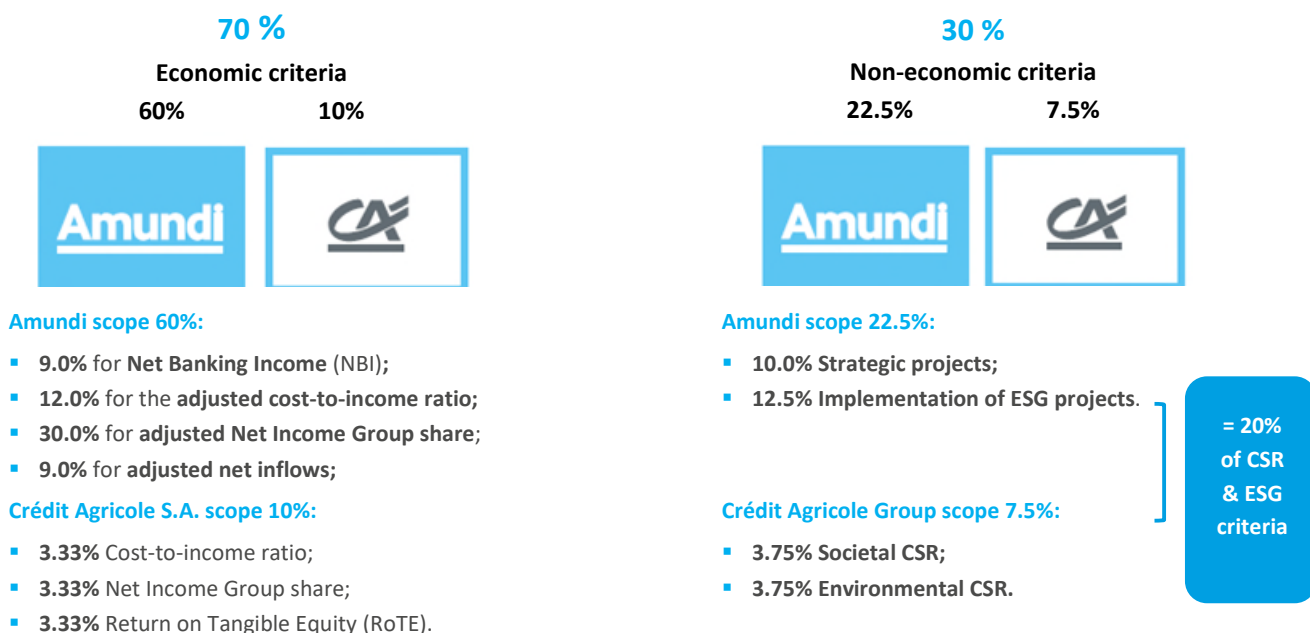
⁽²⁾ For more details on these elements, shareholders are invited to refer to section 2.4.4.3 of the Universal Registration Document for 2022, page 136.

Compensation policies proposed for the Chief Executive Officer and the Deputy Chief Executive Officer for the 2023 financial year, submitted for the approval of the General Meeting

The changes in the compensation policies of the Chief Executive Officer and the Deputy Chief Executive Officer proposed for 2023 are as follows:

- **The fixed compensation of the Chief Executive Officer increases from €800,000 to €880,000** to take into account:
 - The successful conclusion of her transition into the role;
 - The effective integration of Lyxor, which constitutes an extension of the scope of responsibility;
 - A significant lag in compensation compared to the main peers, well below the lowest quartile of a panel of more than 20 executives of international asset managers, with assets under management of an average of one trillion dollars.
- **Changes to certain terms of total variable compensation in order to simplify them and further align the interests of company officers with those of shareholders:**
 - Alignment of the nature and weighting of criteria applied to the Chief Executive Officer and the Deputy Chief Executive Officer. Accordingly, the weighting of economic criteria increases from 60% to 70% for the latter.
 - Increase in the portion of variable compensation based on the Amundi scope from 80% to 82.5%.
 - Increased weighting of the "Implementation of ESG projects" criterion from 10% to 12.5% for the Chief Executive Officer (in total, 20% of variable compensation is linked to CSR & ESG topics).
 - Importance attributed to the development of strategic projects for Amundi (10%).
 - Simplification of the vesting conditions for deferred variable compensation paid in cash: the three conditions relating to Crédit Agricole S.A. accounting for 15% are replaced by a single condition: Crédit Agricole S.A. RoTE > 5%.

The criteria determining the total variable compensation of the Chief Executive Officer and the Deputy Chief Executive Officer for 2023 are aligned with Amundi's performance and strategic priorities:



The compensation policy proposed for the Chief Executive Officer, Valérie Baudson for the 2023 financial year is presented below³:

- 1) A fixed compensation of €880,000;
- 2) A target global variable compensation representing 150% of the fixed compensation, i.e. €1,320,000, one-third of which will be paid in the form of performance shares (€440,000) and two-thirds in cash, partly deferred and indexed (€880,000);
- 3) A total variable compensation relating to the Amundi scope at 82.5% and to the Crédit Agricole S.A. scope at 17.5%;
- 4) In the event of outperformance, the total variable compensation may reach a maximum of €1,496,000, of which a maximum of €440,000 will be paid in the form of performance shares;
- 5) Deferral and indexing rules in accordance with the CRD V regulation, which promote a strong alignment of the compensation paid with the long-term interests of shareholders.

The compensation policy proposed for the Deputy Chief Executive Officer, Nicolas Calcoen for the 2023 financial year is unchanged from the policy implemented since 1 April 2022 and is recalled below³:

- 1) A fixed compensation of €420,000;
- 2) A target global variable compensation representing 150% of the fixed compensation, i.e. €630,000, one-third of which will be paid in the form of performance shares (€210,000) and two-thirds in cash, partly deferred and indexed (€420,000);
- 3) A total variable compensation relating to the Amundi scope at 82.5% and to the Crédit Agricole S.A. scope at 17.5%;
- 4) In the event of outperformance, the total variable compensation may reach a maximum of 170% of the fixed compensation, i.e. €714,000, of which a maximum of €210,000 will be paid in the form of performance shares;
- 5) Deferral and indexing rules in accordance with the CRD V regulation, which promote a strong alignment of the compensation paid with the long-term interests of shareholders.

⁽³⁾ For more details on these elements, shareholders are invited to refer to section 2.4.4.4 of the Universal Registration Document for 2022.

Amundi Say-on-Climate status at end 2022

In line with the commitment made in the ESG Ambitions 2025 plan, Amundi submitted its climate strategy to a consultative vote of its shareholders at its 2022 General Meeting. This “Say on Climate” resolution received 97.7% of votes in favour. In line with the good practice of reporting annually on the state of implementation of the climate strategy, Amundi will present an *ex-post* Say on Climate resolution at the 2023 General Meeting, detailing the progress made during the year. A table detailing the progress made point by point is provided below.

✓ : Achieved → : In line with the objective ★ : Aim of the ESG 2025 Ambition plan

All the notes in this table can be found on page 30

		Target/ ex-post measure ment	Maturity	Achieved at 31/12/2022	Progress status
1. INTEGRATION OF CLIMATE ISSUES INTO THE CONDUCT OF BUSINESS					
A. Putting climate at the centre of governance, aligning and empowering					
<u>Role of the Board of Directors</u>	<i>“Concerned with developing their skills in this area, every year since 2020 members of the Board have received training on topics related to climate issues.”</i>	<ul style="list-style-type: none"> Number of hours devoted by the Board of Directors to climate issues 	No. of hours	Annual	4 →
		<ul style="list-style-type: none"> Average attendance rate at sessions on Climate and Responsible Investment 	>80%	Annual	94% →
<u>Employee Alignment System, through a new compensation policy</u>	<i>“The implementation of the climate strategy can only be achieved by raising awareness among all Amundi’s stakeholders and by aligning the employee compensation policy with Amundi’s ESG and climate strategy. This decision is currently being rolled out.”</i>	<ul style="list-style-type: none"> Existence of a compensation plan for the CEO indexed to ESG and CSR objectives 	100%	Annual	100% ✓ ★
		<ul style="list-style-type: none"> Existence of a compensation plan for 200 senior executives indexed to ESG and CSR objectives 	100%	Annual	100% ✓ ★
		<ul style="list-style-type: none"> % of employees with ESG objectives in the group in question sales representatives and portfolio managers 	100%	Annual	99% ⁽¹⁾ ✓ ★
B. Setting objectives for reducing direct emissions					
<u>Aligning the CSR policy with the Net Zero 2050 challenges</u>	<i>“A 30% reduction in its CO₂ emissions from energy consumption (scopes 1 and 2) and from business travel (scope 3), between now and 2025 in comparison with the 2018 reference year.”</i>	<ul style="list-style-type: none"> Reduction in energy-related GHG emissions (Scope 1 + 2) per FTE compared to 2018⁽²⁾ 	-30%	2025	-51% ⁽³⁾ ✓ ★
	<i>Elements relating to climate change and aiming to reduce the carbon footprint generated by purchasing (scope 3) will be included in the purchasing policy from 2022. And suppliers will be engaged in an approach to evaluate their CO₂ emissions with a view to setting decarbonisation objectives.”</i>	<ul style="list-style-type: none"> Reduction in GHG emissions related to business travel (Scope 3) per FTE compared to 2018⁽²⁾ 	-30%	2025	-75% ⁽³⁾ ✓ ★
		<ul style="list-style-type: none"> Integration of the carbon footprint reduction objective into the Purchasing policy 	Objective to be defined in 2023	2025	Work in progress within the Crédit Agricole Group →
C. Deploying the resources necessary to achieve the objectives					
<u>Deployment of resources dedicated to our ESG and climate commitments</u>	<i>“As such, Amundi has almost doubled the size of its ESG team over the past three years, reaching 40 employees, and its target is to increase it by a further 40% in 2022.”</i>	<ul style="list-style-type: none"> 40% increase in the number of employees in the ESG - Responsible Investment team 	100%	2022	100% ✓
<u>Continuous training of employees</u>	<i>“From 2022 onwards, a climate and ESG training programme created with Amundi experts and covering all staff will be implemented, with modules tailored to different levels of expertise, to ensure that over time every employee receives bespoke climate and ESG training.”</i>	<ul style="list-style-type: none"> Percentage of employees trained in Responsible Investment⁽⁴⁾ 	100%	2023	Launch of the “Responsible Investment Training” programme for all employees →

			Target/ ex-post measure ment	Maturity	Achieved at 31/12/2022	Progress status
<u>Contribution to industry efforts</u>	<i>"In addition, ensuring that senior executives and members of key committees have the necessary climate knowledge is essential to enabling the robust, high-quality implementation of a climate strategy. Amundi is thus developing a specific training programme for this audience."</i>	<ul style="list-style-type: none"> Number of training hours dedicated to Climate issues provided to the SLT (Senior Leadership Team) 	No. of hours	Annual	3	✓
	<i>"Amundi is actively involved in market initiatives that are essential for improving market standards."</i>	<ul style="list-style-type: none"> Activity report on collective commitments 	Activity report	Annual	100%	✓
	<i>"Furthermore, Amundi is committed to helping its clients as they align their investment portfolios. To this end, Amundi is making available its research and education documents relating to the climate challenge and the terms of net zero trajectories."</i>	<ul style="list-style-type: none"> Activity report on Climate-related research published by Amundi on the Amundi Research Center website 	Activity report	Annual	Scheduled for Q1 2023	→
	<i>"It is gradually offering its Institutional clients the opportunity to manage their portfolios with a view to alignment."</i>	<ul style="list-style-type: none"> Number of Institutional clients canvassed on Net Zero challenges 	Number of clients	Annual	3	→
	<i>"Lastly, to better contribute to the empowerment of its clients on climate issues, and as part of its Ambition 2025 Plan, Amundi announced the launch of ALTO Sustainability, a technological analysis and decision-making solution for investors on environmental and societal issues."</i>	<ul style="list-style-type: none"> ALTO* Sustainability marketed and number of modules offered 	No. of modules marketed	Date of distribution & 2025	Content of first module defined	→ ★
D. Implementing this strategy in a fully transparent manner						
<u>Voting and responsible investment policies</u>	<i>"The manner in which Amundi integrates the climate challenge and ESG issues within its investment policy, as well as within its use of voting rights, is explained in various documents (...)."</i>	<ul style="list-style-type: none"> Voting policy 	Publications	Annual 2022	100%	✓
		<ul style="list-style-type: none"> Responsible investment policy 			100%	✓
<u>The Stewardship Report</u>	<i>"This report, which meets the standards of the UK Stewardship Code as well as other similar codes (...), provides an annual summary of actions implemented in the delegation of management for third parties in order to fully enhance our clients' interests. The Engagement Report and Voting Report, both published annually, summarise the campaigns conducted by Amundi in its shareholder dialogue, and the use of its voting rights."</i>	<ul style="list-style-type: none"> Stewardship Report approved by the FRC 			Scheduled for Q4 2023	→
		<ul style="list-style-type: none"> Voting Report 			Scheduled for Q1 2023 ⁽⁵⁾	→
		<ul style="list-style-type: none"> Engagement Report 			Scheduled for Q1 2023 ⁽⁵⁾	→
<u>The Climate Report – TCFD</u>	<i>"This Annual Report, which meets the requirements of the TCFD (...), describes the governance structure in place to address climate issues, risk management and initiatives to support transitions to a low-carbon economy."</i>	<ul style="list-style-type: none"> Climate and Sustainability Report 			Scheduled for Q2 2023 ⁽⁵⁾	→

			Target/ ex-post measure ment	Maturity	Achieved at 31/12/2022	Progress status
2. INTEGRATING CLIMATE CHANGE INTO ITS MANAGEMENT FOR THIRD PARTIES						
A. Systematically incorporating the assessment of transition into actively managed open ended funds						
Incorporating 100% of the assessment of transition into actively managed open-ended funds ⁽⁶⁾	<i>"Amundi is thus working on the implementation of a rating methodology in order to assess, via a best-in-class approach, the transition efforts of issuers in relation to a net zero scenario, specifically through the effort made to decarbonise their business and develop their green activities. By 2025, the stated objective of the portfolios in question will be to have a better environmental transition profile than their benchmark investment universe."</i>	<ul style="list-style-type: none"> Implementing environmental transition assessment in the investment process 	100%	2025	Preliminary work started	→ ★
B. Developing Net Zero 2050 transition funds on major asset classes						
Active management Net Zero range on the main asset classes	<i>"By 2025, Amundi will also offer open-ended funds for all major asset classes, open-ended funds for the transition to the Net Zero 2050 objective."</i>	<ul style="list-style-type: none"> Number of asset classes offering a Net Zero transition investment product 	6	2025	4	✓ ★
C. Contributing to the energy transition financing effort						
Supporting the energy transition financing effort	<i>"In 2022, Amundi will continue its efforts to develop solutions aimed at investing in businesses or financing projects that make a positive environmental contribution"</i>	<ul style="list-style-type: none"> Activity report on green solutions, climate 	Activity report	Annual	Scheduled for Q1 2023	→
3. INTEGRATION OF CLIMATE ISSUES INTO BUSINESS INITIATIVES						
Unconventional hydrocarbons >30% ⁽⁷⁾	<i>"Amundi is committed to publishing its exclusion policy for the oil and gas sectors, following the announcement of its intention to divest from companies with more than 30% exposure to unconventional hydrocarbons by the end of 2022."</i>	<ul style="list-style-type: none"> Published policy & eligible scope disinvested⁽⁷⁾ 	100%	2022	100%	✓ ★
A. Establishing an active dialogue to speed up and further urge the transformation of models						
Climate Commitment extended to over 1,000 companies ⁽⁸⁾	<i>"As part of its Ambition 2025 Plan, Amundi will begin a cycle of engagement with 1,000 additional businesses by 2025."</i>	<ul style="list-style-type: none"> Additional number of committed companies on climate⁽⁸⁾ 	+1,000	2025	+418	→ ★
B. Promoting a socially acceptable energy transition						
Activity report on the "Fair Transition"	<i>"The social dimension of the energy transition remains an important focus for Amundi, which will continue to invest resources in terms of both research and commitment."</i>	<ul style="list-style-type: none"> Activity report on the "Fair Transition" 	Activity report	Annual	Scheduled for Q1 2023	→

(1) Based on employees present in April 2022.

(2) Measurement carried out on entities with more than 100 FTE, in intensity. Excluding refrigerants.

(3) 2022 data is not significant as it is still strongly impacted by the pandemic (closure of premises, no travel).

(4) Training scope = Amundi training catalogue, individual or group training, local certifications, and webinars conducted within the framework of the Investment Academy; data monitored by DRH Formation.

(5) In 2022, these reports were published on 2021 data.

(6) Scope of actively managed open-ended funds, where a transitional rating methodology is applicable.

(7) Scope of application defined by Amundi's Responsible Investment policy - Non-conventional extraction: oil sands, shale oil and gas.

(8) For information: 547 climate-related commitments from a scope of 464 companies at the end of 2021.

Agenda of the Ordinary and Extraordinary General Meeting of shareholders of May 12, 2023

Competence of the ordinary General Meeting

1. Approval of the Company's financial statements for the 2022 fiscal year
2. Approval of the consolidated financial statements for the 2022 fiscal year
3. Appropriation of net income for the fiscal year and payment of the dividend
4. Approval of the suspension of the employment contract between Mr. Nicolas Calcoen and Amundi Asset Management, in accordance with Articles L. 225-38 et seq. of the French Commercial Code
5. Approval of the information referred to in Article L. 22-10-9 I of the French Commercial Code included in the corporate governance report
6. Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the 2022 fiscal year, or granted for the same fiscal year, to Mr. Yves Perrier, Chairman of the Board of Directors
7. Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the 2022 fiscal year, or granted for the same fiscal year, to Mrs. Valérie Baudson, Chief Executive Officer
8. Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the 2022 fiscal year, or granted for the same fiscal year, to Mr. Nicolas Calcoen, Deputy Chief Executive Officer as from April 1, 2022
9. Approval of the compensation policy applicable to Directors for the 2023 fiscal year, pursuant to Article L. 22-10-8 II of the French Commercial Code
10. Approval of the compensation policy applicable to the Chairman of the Board of Directors for the 2023 fiscal year, pursuant to Article L. 22-10-8 II of the French Commercial Code
11. Approval of the compensation policy applicable to the Chief Executive Officer for the 2023 fiscal year, pursuant to Article L. 22-10-8 II of the French Commercial Code
12. Approval of the compensation policy applicable to the Deputy Chief Executive Officer for the 2023 fiscal year, pursuant to Article L. 22-10-8 II of the French Commercial Code

13. 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
14. Ratification of the appointment of Mr. Philippe Brassac as Director
15. Ratification of the appointment of Mrs. Nathalie Wright as Director
16. Renewal of Mrs. Laurence Danon-Arnaud's term as Director
17. Renewal of Mrs. Christine Gandon's term as Director
18. Renewal of Mrs. H  l  ne Molinari's term as Director
19. Renewal of Mr. Christian Rouchon's term as Director
20. Consultation on the progress report on the implementation of the Company's Climate Strategy
21. Authorization to the Board of Directors to trade in the Company's shares

Competence of the extraordinary General Meeting

22. Delegation of competence to the Board of Directors to increase the share capital of the Company or of another company through the issuance of shares and/or securities granting access, immediately or in the future, to the Company's share capital, with preferential subscription rights
23. Option to issue shares and/or securities granting access, immediately or in the future, to shares to be issued by the Company in consideration for contributions in kind consisting of shares or securities granting access to share capital
24. Delegation of competence to the Board of Directors to increase the share capital of the Company through the issuance of shares and/or securities granting access, immediately or in the future, to share capital reserved for participants in Company savings plans without preferential subscription rights
25. Authorization to the Board of Directors to grant performance shares (outstanding or newly issued) to some or all Group employees and corporate officers
26. Authorization to the Board of Directors to reduce the share capital through the cancellation of treasury shares
27. Powers to carry out formalities

Overview of draft resolutions

Draft resolutions submitted to the Ordinary General Meeting

✓ **First and second resolutions: Approval of the 2022 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 2022

First resolution (Approval of the Company's financial statements for the 2022 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 2022 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.

Second resolution (Approval of the consolidated financial statements for the 2022 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 2022 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 2022 fiscal year which amounts to € 930,353,292.11 plus retained earnings from the previous year, brings distributable earnings to € 2,417,998,046.03.

For the 2022 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 out on May 24, 2023.

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, 2022 and approved by this General Meeting show a profit of € 930,353,292.11:

- duly notes that the balance of the profit for the 2022 fiscal year, plus retained earnings for previous fiscal years, has increased the amount of distributable earnings to € 2,417,998,046.03;
- resolves to allocate distributable earnings as follows:

to dividends ⁽¹⁾	€ 835,826,537.10
to retained earnings	€ 1,582,171,508.93

(1) The total amount distributed, as indicated above, is based on the number of shares entitled to dividends as of December 31, 2022, i.e., 203,860,131 shares, and may vary if the number of shares entitled to dividends changes between January 1, 2023 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 203,860,131 shares entitled to dividends.

The dividend coupon will be detached on May 22, 2023 and paid out as from May 24, 2023. 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 2022 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)
2019	0	0	0	0
2020	2.90	2.90	0	587
2021	4.10	4.10	0	833

- ✓ **Fourth resolution: Approval of the suspension of the employment contract between Mr. Nicolas Calcoen and Amundi Asset Management, 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 approved and entered into during the 2022 financial year.

This is an agreement to suspend the employment contract of the Deputy Managing Director (Directeur Général Délégué). On 28 March 2022, the Board of Directors authorized the conclusion of an agreement suspending the employment contract between Mr. Nicolas Calcoen and Amundi Asset Management, a subsidiary of Amundi. The suspension agreement provides in particular that:

-the employment contract of Mr. Nicolas Calcoen is suspended for the duration of his term of office;

-the employment contract will resume all its effects upon termination of his duties as a corporate officer;

-after the termination of his duties as a corporate officer, Mr. Nicolas Calcoen will be offered a position equivalent or comparable to the one he held prior to the suspension of his employment agreement;

-the fixed part of the remuneration to be paid to Mr. Nicolas Calcoen at the time of the reactivation of his employment agreement will be equal to the average of the remuneration allocated to the members of the General Management Committee (Comité de Direction Générale) of Amundi, excluding corporate officers, during the last financial year preceding that of the termination of his duties and for the variable part of the remuneration, an amount equal to two thirds of the average of the global variable remuneration allocated over the same period; in any event, his remuneration may not be less than the remuneration allocated to the interested party in respect of the financial year 2021;

-the sums likely to be paid to Mr. Nicolas Calcoen in respect of the termination of his employment contract will be calculated on the basis of the remuneration mentioned above;

-a non-competition undertaking is provided for under the employment agreement for a period of 12 months following the effective date of its termination; this undertaking includes a monthly financial consideration equal to 50% of the fixed monthly remuneration to which Mr. Nicolas Calcoen would be entitled under the reactivation of his employment contract;

-Mr. Nicolas Calcoen undertakes, under the terms of his employment agreement, both during the duration of his employment contract and during the 12 months following the notification of his termination, not to offer a job or try to encourage an employee of the Amundi group to leave his job in order to work in an activity competing with the activity of Amundi Asset Management without having obtained the prior written agreement of the Human Resources Department.

The Board of Directors considered that this arrangement was relevant in terms of access to high-level responsibilities for Group employees who have made a significant contribution to the Group's development, thus promoting long-term management of the Group's human resources, without hindering the free dismissal of Mr. Nicolas Calcoen. Indeed, it considered that the termination of his employment contract would have had the effect of depriving him of the rights attached to its execution previously constituted due to his seniority within the Group (termination indemnity except for serious or gross misconduct, retirement indemnity, financial compensation for the non-competition clause). In any event, these indemnities may not exceed, in their totality, two years of gross remuneration in accordance with the recommendations of the AFEP-MEDEF Code.

In application of the procedure for regulated agreements, this agreement is submitted, under the fourth resolution, to the approval of your meeting, which also rules on the special report of of the

statutory auditors. It is specified that Mr. Nicolas Calcoen, in his capacity as shareholder, will not be able to vote on this resolution.

- ✓ **Fourth resolution (Approval of the suspension of the employment contract between Mr. Nicolas Calcoen and Amundi Asset Management, 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, concerning the suspension of the employment contract between Mr. Nicolas Calcoen and Amundi Asset Management, approved by the Board of Directors and concluded during the financial year ending 31 December 2022.

- ✓ **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 2022 Universal Registration Document. This information relates in particular to:

- the compensations paid during the 2022 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 2018 to 2022 fiscal 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 2.9 for the Chairman of the Board of Directors, 16.1 for the Chief Executive Officer and 8.6 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 the accounting net income and the Adjusted Net Income Group Share (NIGS)), between 2018 and 2022.

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 12.9 for Valérie Baudson and 6.9 for Nicolas Calcoen for 2022.

The detailed report is included in Chapter 2 of the Company's 2022 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 2022 universal registration document.

- ✓ **Sixth to eighth resolutions: Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the 2022 fiscal year, or granted for the same fiscal year, to Mr. Yves Perrier, Chairman of the Board of Directors, to Mrs. Valérie Baudson, Chief Executive Officer, as well as to Mr. Nicolas Calcoen, Deputy Chief Executive Officer as from April 1, 2022**

Summary: You are requested, under the sixth to eighth 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 2022 fiscal year, or granted for the same fiscal year to Mr. Yves Perrier, Chairman of the Board of Directors, to Mrs. Valérie Baudson, Chief Executive Officer, as well as to Mr. Nicolas Calcoen, Deputy Chief Executive Officer as from April 1, 2022, as presented in the report on corporate governance in section 2.4.3 of the 2022 Universal Registration Document.

This compensation, is as follows:

- The compensation granted or paid to Mr. Yves Perrier, Chairman of the Board of Directors, amounts to € 355,295, comprising a fixed compensation of € 350,000 and benefits in kind valued at € 5,295. These elements are presented in section 2.4.3.2 of the 2022 Universal Registration Document;

- The compensation granted or paid to Mrs. Valérie Baudson, Chief Executive Officer, amounts to € 1,971,758. It includes a fixed compensation of € 800,000, benefits in kind valued at € 19,758 and a variable remuneration of € 1,152,000, down by 15.3% compared to 2021. Its amount was established by the Board of Directors on the basis of an overall performance level of 96.0%. The details of these elements, their distribution as well as the terms of indexation and deferral of the variable remuneration are presented in section 2.4.3.3 of the Universal 2022 Registration Document;

The compensation allocated or paid to Mr. Nicolas Calcoen, Deputy Chief Executive Officer, for the period from April 1, 2022 to 31 December 2022, amounts to € 794,981, comprising a fixed compensation of € 315,000, benefits in kind valued at € 11,261 and a variable compensation of € 468,720 established by the Board of Directors on the basis of an overall level of achievement of 99.2%. The details of these elements, their distribution as well as the indexation and deferral terms of the variable remuneration are presented in section 2.4.3.3 of the 2022 Universal Registration Document.

Details of these elements are set out in Section 2.4.3 of the 2022 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 2022 fiscal year, or granted for the same fiscal year, to Mr. Yves Perrier, Chairman of the Board of Directors)

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 2022 fiscal year, or granted for the same fiscal year, to Mr. Yves Perrier, Chairman of the Board of Directors, as presented in the corporate governance report included à la section 2.4.3.2 of the Company's 2022 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 2022 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 2022 fiscal year, or granted for the same fiscal year, to Mrs. Valérie Baudson, Chief Executive Officer, as presented in the corporate governance report included à la section 2.4.3.3 of the Company's 2022 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 2022 fiscal year, or granted for the same fiscal year, to Mr. Nicolas Calcoen, Deputy Chief Executive Officer as from April 1, 2022)

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 2022 fiscal year, or granted for the same fiscal year, to Mr. Nicolas Calcoen, Deputy Chief Executive Officer as from April 1, 2022, as presented in the corporate governance report included à la section 2.4.3.3 of the Company's 2022 universal registration document.

- ✓ **Ninth to Twelfth 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 2023 fiscal year, pursuant to Article L. 22-10-8 II of the French Commercial Code**

Summary: You are requested, under the ninth to twelfth resolutions, pursuant to Article L. 22-10-8 II of the French Commercial Code, to approve 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 2023 fiscal year, as presented in the corporate governance report and included in section 2.4.4 of the 2022 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 30 September 2015 and has not been modified since. For 2023, the Board of Directors, on the advice of its Remuneration Committee, proposes the following allocation rule:

- € 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, although Mr. Yves Perrier has waived the right to receive this compensation.

At the Board meeting of 13 March 2023, it was recalled that Yves Perrier had accepted the chairmanship of the Board of Directors of Amundi in 2021 in order to accompany the company during a transitional period. This transitional period will end after the General Meeting of 12 May 2023. Consequently, the Board of Directors, on the recommendation of the Nomination Committee, has approved the following changes to its governance:

Philippe Brassac, who joined the Board of Directors in October 2022, will succeed to Yves Perrier as Chairman at the end of the General Assembly on 12 May, subject to ratification of his co-option as a director by the Assembly,

Yves Perrier will be appointed Honorary President of the Company.

Under these conditions :

- Yves Perrier will receive a fixed remuneration of € 350,000 pro rata temporis from 1 January 2023 to 12 May 2023,

- Philippe Brassac has already indicated that he will waive any compensation to which he may be entitled as Chairman of the Board,

- Yves Perrier's title of Honorary Chairman does not entail any remuneration or participation in the work of the Board.

-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 the Amundi scope at 82.5% and the Crédit Agricole S.A. scope at 17.5%. Finally, it is

pointed out that these criteria relate to 20% on ESG & CSR topics. 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 indexing 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 the Amundi scope at 82.5% and the Crédit Agricole S.A. scope at 17.5%. Finally, it is pointed out that these criteria relate to 20% on ESG & CSR topics. 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 indexing rules comply with CRD V regulations.

All elements of this 2023 compensation policy are detailed in section 2.4.4 of the 2022 Universal Registration Document.

Ninth resolution (Approval of the compensation policy applicable to Directors for the 2023 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 2023 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 2022 universal registration document.

Tenth resolution (Approval of the compensation policy applicable to the Chairman of the Board of Directors for the 2023 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 2023 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 2022 universal registration document.

Eleventh resolution (Approval of the compensation policy applicable to the Chief Executive Officer for the 2023 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 2023 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 2022 universal registration document.

Twelfth resolution (Approval of the compensation policy applicable to the Deputy Chief Executive Officer for the 2023 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 2023 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 2022 universal registration document.

- ✓ **Thirteenth 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 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 € 3,016,986 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. This resolution takes into account the latest regulatory developments in this area.

Information relating to the allocation of this overall amount and the persons involved appears in Chapter 2 of the Company's 2022 Universal Registration Document.

In 2022, 5 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 2022, 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 2022 for the 2021 performance is deferred and conditional on the achievement of performance and presence targets.

The total compensation paid in 2022 to these categories of staff was € 3,016,986. It is broken down as follows:

- Fixed compensation (including compensation paid to Directors): € 2,232,500**
- Non-deferred variable compensation: € 532,436**

- Deferred variable compensation from previous years : € 111,500

- Other compensations: € 40,550 (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 2022 Universal Registration Document.

Thirteenth 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 € 3,016,986 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.

✓ **Fourteenth and fifteenth resolutions: Ratification of the appointment of Mr. Philippe Brassac and Mrs. Nathalie Wright as Directors**

Summary: You are requested, under the fourteenth and fifteenth resolutions, to ratify the appointment of Mr. Philippe Brassac and Mrs. Nathalie Wright as Directors of the Company to replace, respectively, Mr. Xavier Musca and Mr. William Kadouch-Chassaing, who have resigned, for the remaining duration of their term of office, i.e. until the end of the General Meeting of the Company called to approve the financial statements for the fiscal year ending December 31, 2024 for Xavier Musca and the end of the General Meeting convened to approve the financial statements for the fiscal year ending December 31, 2023 for Mr. William Kadouch-Chassaing.

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

Fourteenth resolution (Ratification of the appointment of Mr. Philippe Brassac 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. Philippe Brassac as a Director of the Company, to replace Mr. Xavier Musca, 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.

Fifteenth resolution (Ratification of the appointment of Mrs. Nathalie Wright 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. Nathalie Wright as a Director of the Company, to replace Mr. William Kadouch-Chassaing, 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.

- ✓ **Sixteenth to nineteenth resolutions: Renewal of the terms of Mrs. Laurence Danon-Arnaud, Christine Gandon and H  l  ne Molinari and Mr. Christian Rouchon as Directors**

Summary: The sixteenth to nineteenth resolutions ask you to reappoint Mrs. Laurence Danon-Arnaud, Christine Gandon and H  l  ne Molinari and Mr. Christian Rouchon 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, 2025.

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

Sixteenth resolution (Renewal of Mrs. Laurence Danon-Arnaud’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. Laurence Danon-Arnaud’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, 2025.

Seventeenth resolution (Renewal of Mrs. Christine Gandon’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. Christine Gandon’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, 2025.

Eighteenth resolution (Renewal of Mrs. H  l  ne Molinari’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. H  l  ne Molinari’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, 2025.

Nineteenth resolution (Renewal of Mr. Christian Rouchon’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. Christian Rouchon’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, 2025.

✓ **Twentieth resolution: Consultation on the progress report on the implementation of the Company's Climate Strategy**

Summary: Under this twentieth resolution, you are asked to comment on the progress made by the Society in implementing its Climate Strategy adopted last year, in accordance with the recommendations of the Afep-Medef Code.

Details are provided in section 3.2.7.1 of the Company's 2022 Universal Registration Document. This Progress report is presented in the form of a table summarising all the commitments of its Climate Strategy as adopted last year with, for each commitment, a reminder of the target, its deadline, the state of achievement at the end of 2022 and the progress status¹.

Twentieth resolution (Consultation on the progress report on 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 2022 Universal Registration Document, gives a favourable opinion on the latter.

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

Summary: This resolution asks you to renew the authorization that was granted to the Board of Directors to purchase a number of the Company's shares, which cannot exceed 10% of the shares making up the Company's share capital when these purchases are made, or 5% of the Company's share capital if they are held for delivery as payment or exchange in connection with a merger, spin-off, or contribution.

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

¹ 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.

-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.

The maximum purchase price may not exceed € 120 and the total amount allocated to the authorized share buyback programme may not exceed € 1 billion.

The acquisition, sale or transfer of shares may be carried out at any time, except during a public offer for the Company's securities, within the limits authorized under applicable laws and regulations, and by any means, in particular on regulated markets, 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 programme that may be carried out by any of these means).

The authorization would be valid for eighteen months from the date of the General Meeting.

It would cancel, as of the date of the General Meeting, any unused portion of any previous delegation of power to trade in the Company's shares granted to the Board of Directors.

Twenty-first 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 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
- 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, 2022, a buyback limit of 20,386,013 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.

Resolutions submitted to the Extraordinary General Meeting

- ✓ **Twenty-second resolution: Delegation of competence to the Board of Directors to increase the share capital of the Company or of another company through the issuance of shares and/or securities granting access, immediately or in the future, to the Company's share capital, with preferential subscription rights**

Summary: The twenty-second resolution requests you to delegate to the Board of Directors the power to decide to increase the share capital, with preferential subscription rights, through one or more capital increases, by issuing Company shares (excluding preferred shares) and/or securities granting immediate or future access to the Company's share capital.

The maximum amount of the capital increases that may be carried out under this delegation of power, whether immediately or in the future, would be set at 10% of the existing share capital at the time of this General Meeting, it being specified that the overall maximum nominal amount of capital increases that may be carried out under this delegation of power and those granted under the 23th, 24th, and 25th resolutions of this General Meeting would be set at 10% of the existing share capital at the time of this General Meeting.

The maximum nominal amount of debt securities that may be issued immediately or in the future under this delegation of power would be set at € 3.5 billion.

The Board of Directors would have all the powers, with the option of subdelegation under the conditions laid down by law, to implement this delegation of powers, for the purpose, in particular, of fixing the issue price and the amount of the premium that could, if necessary, be claimed on the issue.

The Board of Directors may not, except with prior authorization by the General Meeting, make use of this delegation of authority from the filing by a third party of a public offer for the Company's securities until the end of the offer period..

The authorization would be valid for twenty-six months from the date of this General Meeting.

Twenty-second resolution (Delegation of competence to the Board of Directors to increase the share capital of the Company or of another company through the issuance of shares and/or securities granting access, immediately or in the future, to the Company's share capital, with preferential subscription rights)

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of Articles L. 225- 129 *et seq.* of the French Commercial Code, and in particular Articles L. 225-129, L. 225-129-2, L. 225-132 to L. 225-134 and L. 228-91 *et seq.* of the French Commercial Code:

1. delegates to the Board of Directors, which may subdelegate such authority as provided for by law, its competence to decide to increase the share capital with preferential subscription rights, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, either in euros or in any other currency or monetary unit established in reference to several currencies, with or without premium, against payment or free of charge, through the issuance (i) of Company's shares (excluding preferred shares), and/or (ii) securities governed by Articles L. 228-92 (paragraph 1), L. 228-93 (paragraphs 1 and 3) or L. 228-94 (paragraph 2) of the French Commercial Code granting access immediately or in the future, at any time or at an established date, through subscription, conversion, exchange, redemption, presentation of a warrant or by any other means, to the share capital of the Company or of any other company, including those that directly or indirectly own more than half of the Company's share capital and those in which the Company directly or indirectly owns more than half of the share capital (including equity securities giving right to the allocation of debt securities), it being specified that the shares may be paid-up in cash, or through the set-off of debts, or through the capitalization of reserves, profits or premiums;
2. resolves to set the following limits on the amounts of authorized capital increases in the event the Board of Directors uses this delegation of competence:
 - the maximum nominal amount of capital increases that may be carried out immediately or in the future, pursuant to this delegation, is set at 10% of the Company's share capital as at the date of this General Meeting, it being specified that the total maximum nominal amount of capital increases that may be carried out pursuant to this delegation and of those granted pursuant to the 23th, 24th and 25th resolutions of this General Meeting is set at 10% of the Company's existing share capital as at the date of this General Meeting;
 - to these ceilings shall be added, where applicable, the nominal amount of the shares to be issued to preserve, in accordance with the legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment, the rights of the holders of securities giving access to the capital or other rights giving access to the capital;
3. resolves to set the following limits on the amounts of debt securities authorized in the event of the issuance of debt securities granting access immediately or in the future to the share capital of the Company or of other companies:

- the maximum nominal amount of debt securities that may be issued immediately or in the future pursuant to this delegation is set at € 3.5 billion or the equivalent of this amount in any other currency or monetary unit established in reference to several currencies at the date of issuance;
 - where applicable, any redemption premium above par value will be added to this amount;
 - this amount is independent of the amount of debt securities that may be issued pursuant to other resolutions submitted to this General Meeting as well as debt security issues that may be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 (paragraph 3), L. 228-93 (paragraph 6) and L. 228-94 (paragraph 3) of the French Commercial Code;
4. in the event this delegation of competence is used by the Board of Directors:
- resolves that the issue(s) will be reserved in priority to shareholders that will be able to subscribe in full, in proportion to the number of shares held at the date of issuance;
 - acknowledges that the Board of Directors will be entitled to establish a reducible subscription right;
 - acknowledges that this delegation of competence automatically entails, in favor of the holders of securities issued granting access to the share capital of the Company, the waiving by the shareholders of their preferential subscription rights to the shares to which such securities would give right immediately or in the future;
 - acknowledges that, in accordance with Article L. 225-134 of the French Commercial Code, in the event the subscriptions carried out on an irreducible basis and, where applicable, on a reducible basis, failed to absorb the capital increase in its entirety, the Board of Directors may use one and/or another of the following options, under the conditions provided for by law and in the order determined by the Board:
 - freely allocate some or all of the shares or, in the case of securities granting access to the share capital, the securities whose issuance has been decided but which have not yet been subscribed for;
 - offering, on the French or foreign market, some or all of the shares to the public or, in the case of securities granting access to the share capital, the securities which have not been subscribed for;
 - in general, limiting the capital increase to the amount of subscriptions, provided that, for the issuance of shares or securities for which the primary security is a share, said amount reaches, after the two aforementioned options have been used as the case may be, three quarters of the decided amount of the capital increase;
 - resolves that issues of warrants for Company shares may also be carried out through a free allotment to the holders of outstanding shares, it being specified that any allotment rights relating to fractions of shares and the corresponding securities will be sold under the conditions provided for by the applicable laws and regulations;
5. resolves that the Board of Directors will have all powers, and may subdelegate such powers as provided for by law, to implement this delegation of competence, in particular for the purpose of:
- resolving to issue shares and/or securities granting access immediately or in the future to the share capital of the Company or of another company;
 - setting the amount of issue, the price of issue and the amount of the premium that may be requested upon issuance or, where applicable, the amount of reserves, profits or premiums that may be capitalized;
 - determining the dates and conditions of issuance, as well as the type, number and features of shares and/or securities to be created;

- for debt securities issues, deciding whether or not said securities will be subordinated (and, where applicable, their ranking, pursuant to the provisions of Article L. 228-97 of the French Commercial Code), setting their interest rate (in particular, fixed-rate, variable-rate, zero-coupon or indexed) and providing, where applicable, for mandatory or optional cases of suspension or non-payment of interest, providing for their duration (defined or undefined period), the option to reduce or increase the nominal value of the securities and the other terms and conditions of issuance (including the provision of guarantees or security interests) and amortization (including redemption through the delivery of Company assets); where applicable, said securities may entitle the Company to issue debt securities (or equivalents) as payment of interest where the Company has suspended payment or may take the form of complex bonds, within the meaning assigned by the stock market authorities (for example, due to their conditions of redemption or remuneration, or other rights such as indexing or options); modifying the aforementioned conditions, during the lifespan of the securities in question, in accordance with the applicable formalities;
 - determining the conditions applicable to the paying-up of shares;
 - establishing, where applicable, the conditions governing the exercise of rights (conversion, exchange, redemption, including through the delivery of Company assets such as treasury stock or securities already issued by the Company) attached to shares or securities granting access to the share capital and, in particular, setting the date (which may be retroactive) from which the new shares will bear rights, as well as any other terms and conditions governing the completion of the capital increase;
 - establishing the conditions under which the Company will be entitled, where applicable, to purchase or exchange securities granting access to the share capital on the market, at any time or during specific periods, for the purpose of cancelling the securities or not, in accordance with legal provisions;
 - providing for the option of suspending the exercise of the rights attached to shares or securities granting access to the share capital, in compliance with applicable legal and regulatory provisions;
 - at its sole initiative, offsetting the costs of the capital increase against the amount of the associated premiums and deducting the necessary amounts to constitute the legal reserve from this amount;
 - determining and making any adjustments intended to account for the impact of transactions in the share capital or shareholders' equity of the Company, particularly in the event of a change in the nominal amount of the shares, a capital increase through the capitalization of reserves, profits or premiums, the free allocation of shares to the shareholders, a stock split or reverse stock split, the payment of dividends, reserves, premiums or any other assets, the amortization of share capital, or any other transaction in the share capital or shareholders' equity of the Company (including in case of tender offer and/or change of control), and establishing in accordance with the legal and regulatory provisions and, where applicable, with the contractual stipulations providing for other methods of preservation, any other conditions aimed at protecting, where applicable, the rights of the holders of securities granting access to the share capital or other rights granting access to the share capital (including through cash adjustments);
 - formally acknowledging the completion of each capital increase and amending the Articles of Association accordingly;
 - in general, entering into any agreement, particularly for the purpose of completing future capital increases, taking any measures and carrying out any formalities necessary for the issuance, listing and financial servicing of securities issued pursuant to this delegation, and the exercise of rights attached thereto;
6. acknowledges that, in the event the Board of Directors uses the delegation of competence

granted in this resolution, the Board of Directors will report to the following ordinary general meeting, in accordance with applicable laws and regulations, on the use of authorizations granted in this resolution;

7. resolves that the Board of Directors may not, without the prior authorization of the General Meeting, use this delegation of competence once a tender offer for the Company's shares has been submitted by a third party and until the end of the offering period;
8. sets the period of validity of the delegation of competence granted by this resolution at twenty-six (26) months, as from the date of this General Meeting;
9. acknowledges that this delegation cancels, from the date of this General Meeting, any unused portion of any previous delegation having the same purpose, *i.e.*, any delegation granting the authority to increase the share capital of the Company or of another company through the issuance of shares and/or securities granting access immediately or in the future to the share capital, with preferential subscription rights.

✓ **Twenty-third resolution: Option to issue shares and/or securities granting access, immediately or in the future, to shares to be issued by the Company in consideration for contributions in kind consisting of shares or securities granting access to share capital**

Summary: In the 23rd resolution, it is proposed that you authorize the Board of Directors to carry out a capital increase, on one or more occasions, by issuing Company's shares (excluding preferred shares) and/or granting access, immediately or in the future, to the capital of the Company or of other companies in order to remunerate contributions in kind granted to the Company and consisting of shares or securities granting access to capital.

This resolution would allow the Company to proceed with possible external growth operations.

The maximum nominal amount of the capital increases that may be carried out pursuant to this authorization shall be set at 10% of the existing capital on the date of this General Meeting, it being specified that this amount shall be deducted from the overall ceiling provided for in paragraph 2 of the 22nd resolution.

The maximum nominal amount of debt securities that may be issued immediately or in the future pursuant to this authorization shall be set at € 1.5 billion.

The Board of Directors may not, without prior authorization by the General Meeting, use this authorization once a tender offer for the Company's shares has been submitted by a third party and until the end of the offering period.

The validity of the authorization would be set at twenty-six months from the date of this General Meeting.

Twenty-third resolution (Option to issue shares and/or securities granting access, immediately or in the future, to shares to be issued by the Company in consideration for contributions in kind consisting of shares or securities granting access to share capital)

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to extraordinary general meetings, having reviewed the report of the Board of Directors

and the special report of the Statutory Auditors, and pursuant to the provisions of Articles L. 225- 129, L. 225-129-2, L. 225-147 L. 22-10-53 and L. 228-91 *et seq.* of the French Commercial Code:

1. authorizes the Board of Directors, which may subdelegate this authorization under the conditions set by law, to carry out one or more capital increases through the issuance (i) of Company's shares (excluding preferred shares) and/or (ii) securities governed by Articles L. 228-92 (paragraph 1), L. 228-93 (paragraphs 1 and 3) or L. 228-94 (paragraph 2) of the French Commercial Code granting access immediately or in the future, at any time or at a fixed date, through subscription, conversion, exchange, redemption, presentation of a warrant or by any other means, to the share capital of the Company or of other companies, including those that directly or indirectly own more than half of the Company's share capital and those in which the Company directly or indirectly owns more than half of the share capital (including equity securities giving right to the allocation of debt securities), as consideration for contributions in kind to the Company consisting of shares or securities granting access to the share capital, where the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable;
2. resolves to set the following limits on the amounts of authorized capital increases in the event the Board of Directors uses this authorization:
 - the maximum nominal amount of capital increases that may be carried out pursuant to this authorization is set at 10% of the share capital outstanding at the date of this General Meeting, it being specified that this amount will be deducted from the limit provided for in paragraph 2 of the 22nd resolution or, as the case may be, from the limits provided for by any resolution of the same kind that may supersede such resolution during the period of validity of this authorization;
 - in any event, issues of shares and securities granting access to the share capital carried out pursuant to this authorization will not exceed the limits provided for in the regulations applicable at the date of issuance (to date, 10% of the share capital); and
 - these limits will be increased, where applicable, by the nominal amount of shares to be issued in order to maintain, in accordance with legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment, the rights of holders of securities granting access to the share capital or other rights granting access to the share capital;
3. resolves to set the following limits on the amounts of debt securities authorized in the event of the issuance of debt securities granting access immediately or in the future to the share capital of the Company or of other companies:
 - the maximum nominal amount of debt securities that may be issued immediately or in the future pursuant to this authorization is set at € 1.5 billion or the equivalent of this amount in any other currency or monetary unit established in reference to several currencies at the date of issuance;
 - where applicable, any redemption premium above par value will be added to this amount;
 - this amount is independent of the amount of debt securities that may be issued pursuant to other resolutions submitted to this General Meeting as well as debt security issues that may be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 (paragraph 3), L. 228-93 (paragraph 6) and L. 228-94 (paragraph 3) of the French Commercial Code;

4. resolves that the Board of Directors will have all powers, and may subdelegate said powers as provided for by law, to implement this authorization, in particular for the purpose of:
 - resolving to issue shares and/or securities granting access immediately or in the future, to the share capital of the Company or of another company;
 - drawing up the list of equity instruments and securities granting access to share capital transferred to the Company, approving the valuation of the contributions in kind, setting the terms for the issuance of shares and/or securities provided in consideration for the contributions in kind and, where applicable, the amount of any additional consideration to be paid, approving the allocation of special benefits, and reducing the valuation of contributions or the consideration granted for specific benefits with the approval of the parties making the contribution in kind;
 - determining the dates and conditions of the issuance and the type, number and features of the shares and/or securities provided in consideration for tenders and modifying said conditions and features in accordance with applicable formalities, during the lifespan of said securities;
 - at its sole initiative, offsetting the costs of the capital increase against the amount of the associated premiums and deducting the necessary amounts to constitute the legal reserve from this amount;
 - determining the terms and conditions under which the Company may, where applicable, purchase or exchange on the stock market, at any time or during specified periods, securities granting access to the share capital, for the purpose of cancellation or otherwise, subject to the applicable legal provisions;
 - provide for the possibility of suspending the exercise of rights attached to shares or securities giving access to the capital in accordance with the applicable legal and regulatory provisions;
 - determining and making any adjustments intended to account for the impact of transactions in the share capital or shareholders' equity of the Company, particularly in the event of a change in the nominal amount of the shares, a capital increase through the capitalization of reserves, profits or premiums, the free allocation of shares to the shareholders, a stock split or reverse stock split, the payment of dividends, reserves, premiums or any other assets, the amortization of share capital, or any other transaction in the share capital or shareholders' equity of the Company (including in case of tender offer and/or change of control), and establishing in accordance with legal and regulatory provisions and where applicable, with the contractual stipulations providing for other methods of preservation any other conditions aimed at protecting, where applicable, the rights of the holders of securities granting access to the share capital or other rights granting access to the share capital (including through cash adjustments);
 - formally acknowledging the completion of each capital increase and amending the Articles of Association accordingly;
 - in general, entering into any agreement, in particular to ensure the successful completion of the contemplated issues, taking any measures and carrying out any formalities necessary for the issuance, listing and financial servicing of securities issued pursuant to this authorization, and the exercise of rights attached thereto;
5. resolves that the Board of Directors may not, without the prior authorization of the General Meeting, use this authorization once a tender offer for the Company's shares has been

- submitted by a third party and until the end of the offering period;
6. sets the period of validity of the authorization granted by this resolution at twenty-six (26) months, as from the date of this General Meeting;
 7. acknowledges that, should the Board of Directors use the delegation granted to it in this resolution, the report of the Contribution Auditor, if one is issued in accordance with Articles L. 225-147 and L. 22-10-53 of the French Commercial Code, will be brought to its attention at the next general meeting;
 8. acknowledges that this authorization cancels, from the date of this General Meeting, any unused portion of any previous authorization having the same purpose, *i.e.*, any authorization related to the issuance of shares or securities granting access immediately or in the future to shares to be issued by the Company as consideration for contributions in kind consisting of shares or securities granting access to the share capital;
- ✓ **Twenty-fourth resolution: Delegation of competence to the Board of Directors to increase the share capital of the Company through the issuance of shares and/or securities granting access, immediately or in the future, to share capital reserved for participants in Company savings plans without preferential subscription rights**

Summary: In the 24th resolution, it is proposed that you delegate to the Board of Directors the competence to decide to increase the share capital by issuing shares in the Company as well as other equity securities giving access to the Company's capital reserved for eligible employees and retired employees of the Company who are members of company or group savings plans.

This resolution would allow the Company to involve employee and retired subscribers in its success through the development of employee share ownership.

The total nominal amount of the capital increase that may be carried out by virtue of this delegation may not exceed 1% of the share capital on the date of the Board of Directors' decision, it being specified that this amount shall be deducted from the overall ceiling provided for in paragraph 2 of the 22nd resolution.

The subscription price shall be regulated in accordance with the provisions of Articles L. 3332-18 et seq. of the French Labour Code in force on the date of the decision taken by the Board of Directors, and shall be at least equal to 70% of the Reference Price (as defined in the resolution) or 60% of the Reference Price when the lock-up period provided for by the plan is greater than or equal to ten years (it being specified that the levels of discounts mentioned in this paragraph may be modified in the event of changes in the regulations in force)

The period of validity of the delegation of authority would be set at twenty-six months from the date of the General Meeting.

Twenty-fourth resolution (Delegation of competence to the Board of Directors to increase the share capital of the Company through the issuance of shares and/or securities granting access, immediately or in the future, to share capital reserved for participants in Company savings plans without preferential subscription rights)

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to Articles L. 225-129-2, L. 225-129-6, L. 225-138-1 and L. 228-91 *et seq.* of the French Commercial Code and Articles L. 3332-18 to L.3332-24 of the French Labor Code:

1. delegates to the Board of Directors, with the option of sub-delegation under the conditions set by law, its competence to decide to increase the share capital without preferential subscription right, on one or more occasions, in France or abroad, in the proportion and at the times it deems appropriate either in euros or in any other currency or monetary unit established by reference to several currencies, with or without a premium, in return for payment or free of charge, through the issue of (i) Company's shares (excluding preferred shares) and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code giving access, immediately or in the future, at any time or on a fixed date, by subscription, conversion, exchange, reimbursement, presentation of a warrant or in any other way, to the Company's capital (including equity securities granting access to the allocation of debt securities), reserved for members of one or more employee savings plans (or any other plan to whose members articles L. 3332-1 *et seq.* of the French Labour Code or any similar law or regulation would allow a capital increase to be reserved under equivalent conditions) set up within a French or foreign company or group of companies included in the scope of consolidation or combination of the Company's accounts pursuant to Article L. 3344-1 of the French Labour Code; it being specified that this resolution may be used for the purposes of implementing leverage formulas;
2. resolves to set the following limits on the amounts of authorized capital increases in the event the Board of Directors uses this delegation of competence:
 - the total maximal nominal amount of capital increases that may be carried out pursuant to this delegation may not exceed 1% of the share capital at the date of the Board of Directors' decision, it being specified that this amount will be deducted from the limit provided for in paragraph 2 of the 22nd resolution submitted to this General Meeting and, as the case may be, from the limits provided for by any resolutions of the same kind that may supersede the said resolutions during the period of validity of this authorization;
 - these limits will be increased, where applicable, by the nominal amount of shares to be issued in order to maintain, in accordance with legal and regulatory provisions and, where applicable, with contractual stipulations providing for other cases of adjustment, the rights of holders of securities granting access to the share capital or other rights granting access to the share capital;
3. resolve that the issue price of the new shares or securities giving access to the capital shall be determined under the conditions provided for in Articles L. 3332-18 *et seq.* of the Labour Code and shall be at least equal to 70% of the Reference Price (as this term is defined below) or 60% of the Reference Price when the lock-up period provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the Labour Code is greater than or equal to ten years (it being

specified that the discount levels mentioned in this paragraph may be modified in the event of changes in the regulations in force); for the purposes of this paragraph, the Reference Price means the weighted average of the prices quoted for the Company's shares on the regulated market of Euronext Paris during the twenty trading sessions preceding the date of the decision setting the opening date of the subscription for members of a company or group savings plan (or similar plan);

4. authorizes the Board of Directors to grant, free of charge, to the beneficiaries indicated above, in addition to the shares or securities granting access to the capital, shares or securities giving access to the capital to be issued or already issued, as a substitute for all or part of the discount to the Reference Price and/or as a top-up, it being understood that the advantage resulting from this grant may not exceed the applicable legal or regulatory limits;
5. resolves to suppress the preferential subscription rights of shareholders to securities to be issued pursuant to this resolution in favor of the members of the company or Group savings plans referred to above. In the event of a free allocation to the beneficiaries indicated above of shares or securities giving access to the capital, the said shareholders also waive any right to the said shares or securities giving access to the capital, including to the part of the reserves, profits or premiums incorporated into the capital, by reason of the free allocation of the said securities made on the basis of this resolution;
6. authorizes the Board of Directors, under the conditions of this delegation, to sell shares to members of a company or group savings plan (or similar plan) as provided for in Article L.3332- 24 of the French Labour Code, it being specified that sales of shares made at a discount in favour of members of one or more employee savings plans referred to in this resolution shall be deducted up to the nominal amount of the shares thus sold from the ceilings referred to in paragraph 2 above;
7. resolves that the Board of Directors, will have all powers, and may subdelegate said powers as provided for by law, to implement this delegation of competence, in particular for the purpose of:
 - deciding the issuance of shares and/or securities granting access, immediately or in the future, to the Company's share capital or of other companies;
 - deciding the amount of the issuance, the issuance price as well as the amount of the premium that may be requested upon issuance or, if applicable, the amount of the reserves, profits or premiums that may be incorporated into the capital;
 - determining the dates and conditions of the issuance and the type, number and features of the shares and/or securities to be issued;
 - setting in accordance with the legal conditions, the list of companies whose beneficiaries, as indicated above, will be able to subscribe to the shares or securities giving access to the capital thus issued and, where applicable, benefit from the shares or securities giving access to the capital allocated free of charge;
 - deciding that subscriptions may be made directly by the beneficiaries, members of a company or group savings plan (or similar plan), or through company mutual funds or other structures or entities permitted by the applicable legal or regulatory provisions;
 - establishing the conditions, in particular the length of service, to be met by the beneficiaries of the capital increases;
 - in the event of the issue of debt securities, to determine all the characteristics and terms of these securities (in particular their fixed or indefinite duration, their subordinated or unsubordinated nature and their remuneration) and to amend, during the life of these securities, the terms and characteristics referred to above, in compliance with the applicable procedures;

- establishing, where applicable, the conditions governing the exercise of rights (conversion, exchange, redemption, including through the delivery of Company assets such as treasury stock or securities already issued by the Company) attached to shares or securities granting access to the share capital and, in particular, setting the date (which may be retroactive) from which the new shares will bear rights, as well as any other terms and conditions governing the completion of the capital increase;
- establishing the conditions under which the Company will be entitled, where applicable, to purchase or exchange securities granting access to the share capital on the market, at any time or during specific periods, for the purpose of cancelling the securities or not, in accordance with legal provisions;
- providing for the option of suspending the exercise of the rights attached to shares or securities granting access to the share capital, in compliance with applicable legal and regulatory provisions;
- setting the terms and conditions of the issues to be carried out pursuant to this delegation, and in particular the amount of the issue and to determine in particular the issue price, dates, deadlines, terms and conditions of subscription, payment, delivery and entitlement to dividends of the securities (the date of which may be retroactive), the rules of reduction applicable in the event of oversubscription; as well as the other terms and conditions of the issues, within the limits of the laws and regulations in force;
- determining and making all adjustments to take into account the impact of transactions on the Company's capital or equity, in particular in the event of a change in the par value of the share, a capital increase by capitalisation of reserves, profits or premiums, a free allocation of shares to the shareholders, a stock split or reverse stock split, the distribution of dividends, reserves or premiums or any other assets, or the amortisation of capital, or any other transaction affecting the Company's capital or equity (including in the event of a public offer and/or a change of control), and to set, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other methods of preservation, any terms and conditions to ensure the preservation of the rights of holders of securities or other rights giving access to the capital (including by means of adjustments in cash);
- in the event of a free allocation of shares or securities giving access to the capital, determining the nature, the number of shares or securities giving access to the capital to be issued, as well as their terms and characteristics, the number to be allocated to each beneficiary, and set the dates, deadlines, terms and conditions of allocation of these shares or securities giving access to the capital within the applicable legal and regulatory limits and, in particular, choosing either to substitute the allocation of these shares or securities giving access to the capital in whole or in part for the discounts to the Reference Price above-mentioned, or to deduct the equivalent value of these shares or securities from the total amount of the employer's contribution, or to combine these two possibilities;
- in the event of an issue of new shares, charging, where applicable, the sums necessary to pay up the said shares to the reserves, profits or issue premiums;
- formally acknowledging the completion of the capital increases and making the corresponding amendments to the Articles of Association;
- at its sole initiative, charging the costs of the capital increases to the amount of the

- premiums relating thereto and deduct from this amount the sums necessary to fund the legal reserve;
- generally, entering into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities useful for the issue, listing and financial servicing of the securities issued pursuant to this delegation, as well as for the exercise of the rights attached thereto or resulting from the capital increases carried out;
8. sets the period of validity of the delegation of competence granted by this resolution at twenty-six (26) months, as from the date of this General Meeting;
 9. acknowledges that this delegation cancels, from the date of this General Meeting, any unused portion of any previous delegation having the same purpose, *i.e.*, any delegation granting the authority to increase the share capital of the Company through the issuance of shares and/or securities granting access immediately or in the future to the share capital, without preferential subscription rights, reserved for members of savings plans.
- ✓ **Twenty-fifth resolution: Authorization to the Board of Directors to grant performance shares (outstanding or newly issued) to some or all Group employees and corporate officers**

Summary: The twenty-fifth resolution requests you to authorize the Board of Directors to carry out one or more allotments of performance shares, either existing or to be issued (excluding preferred shares), in favour of the beneficiaries or categories of beneficiaries determined by the Board from among the members of staff or corporate officers of the Companies or of the affiliated companies or groups.

As a reminder, share allocation plans have already been implemented under previous authorizations to the General Meeting. Given the retention objective of such compensation tools, a minimum vesting period of three years will apply to all plans implemented under this authorization. However, as an exception, the minimum vesting period may be set at one year for the compensation of staff whose professional activities have a significant impact on the risk profile, within the meaning of the CRD V regulation, in order to allow the variable compensation deferral rules applicable to this category of staff to be implemented.

Aligning interests with shareholders will result in the establishment of performance conditions based on economic aggregates and non-financial criteria reflecting Amundi's commitments as a responsible investor.

This resolution allows to set up an incentive system for certain Company executives as a complement to the savings plan that may be established by the Company pursuant to the previous resolution.

The allotments of existing or future performance shares under this authorization may not represent more than 2% of the share capital at the time of the Board's decision, it being specified that the maximum nominal amount of the capital increases that may be carried out under this authorization, whether immediately or in the future, will be deducted from the overall limit provided for in paragraph 2 of the 22nd resolution submitted to the current General Meeting.

In addition, each year, the total number of shares possibly allocated to the Company's corporate officers may not exceed 0.1% of the share capital on the date of this meeting.

The delegation of power would be valid for thirty-eight months from the date of this meeting.

This delegation of power cancels, as of the date of the General Meeting, any unused portion of any previous delegation of power having the same purpose (and thus the 26th resolution adopted by the General Meeting of 10 May 2021).

Twenty-fifth resolution (Authorization to the Board of Directors to grant performance shares (outstanding or newly issued) to some or all Group employees and corporate officers)

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to Articles L. 225-197-1 *et seq.* and L. 22-10-59 and L. 22-10-60 of the French Commercial Code:

1. authorizes the Board of Directors, which may subdelegate this authorization as permitted by law, to carry out one or more allocations of performances shares, outstanding or to be issued (excluding preferred shares), in favor of beneficiaries or categories of beneficiaries determined by the Board among the members of staff of the Company or of affiliated companies or groups, under the conditions provided for in Article L. 225-197-2 of the French Commercial Code and the corporate officers of the Company or of affiliated companies or groups and meeting the conditions referred to in Article L. 225-197-1, II, and L. 22-10-59 of the French Commercial Code, under the conditions defined hereafter;
2. resolves that the performance shares outstanding or to be issued that will be allocated pursuant to this authorization may not represent more than 2% of the share capital at the date of the Board of Directors' decision; it being specified that the maximum nominal amount of capital increases that may be conducted immediately or in the future pursuant to this authorization will be deducted from the overall limit provided for in paragraph 2 of the 22nd resolution submitted to this General Meeting or, where applicable, from any overall limit provided for by any resolution of the same kind that may supersede this resolution during the period of validity of this authorization. To these limits shall be added, where applicable, the number of shares to be issued pursuant to adjustments to be made in order to preserve the rights of the beneficiaries, in accordance with the legal and regulatory provisions and, where applicable, the stipulations of the plans providing for other methods of preservation;
3. resolves that for each fiscal year, the total number of shares outstanding or to be issued, allocated pursuant to this authorization to executive corporate officers of the Company, in respect of their functions, may not represent more than 0.1% of the share capital on the date of this meeting;
4. resolves that :
 - the free allocation of shares to their beneficiaries will become final at the end of a vesting period that may not be shorter than three years. However, by way of derogation to the above, the minimum vesting period may be set at one year for the purposes of the compensation of the employees whose professional activities have a material impact on the risk profile within the meaning of the CRD V regulation, so as to allow the implementation of the deferral rules applicable to such employees;
 - the permanently vested shares will be subject, at the end of the aforementioned vesting period, to a holding period that may not be shorter than the period required by the legal provisions applicable at the date of the decision to allocate the shares (*i.e.*, to

- date, the difference between a two-year term and the length of the vesting period to be determined by the Board of Directors); however, this mandatory holding period may be eliminated by the Board of Directors for allocated performance shares whose vesting period has been determined to be at least two years;
- it being specified that the final vesting of allocated performance shares and the option of freely transferring said shares will take place prior to the expiry of the vesting period or, where applicable, the mandatory holding period, should the beneficiaries prove to be invalid due to their classification in the second or third category provided for in Article L. 341-4 of the French Social Security Code, or in an equivalent case outside France;
5. resolves that the final allocation of performance shares allocated in favor of members of staff of the group or corporate officers of the Company will be subject in particular and in full to the achievement of performance conditions set by the Board of Directors;
 6. grants all powers to the Board of Directors to implement this authorization, in particular for the purpose of:
 - determining if the allocated performance shares are shares to be issued and/or outstanding shares and, where applicable, amending its choice prior to the final allocation of shares;
 - determining the identity of the beneficiaries, or of the category(ies) of beneficiaries, of the share allocation from among the members of staff and corporate officers of the Company or of the aforementioned companies or groups, and the number of shares allocated to each beneficiary;
 - establishing the conditions and, where applicable, the criteria for the allocation of shares, including in particular the minimum vesting period and the required holding period for each beneficiary, under the conditions provided for above, it being specified that, for performance shares granted to corporate officers, the Board of Directors shall either (a) resolve that the performance shares granted may not be transferred by the interested parties prior to the end of their office, or (b) set the quantity of allocation shares that they are required to hold in registered form until the end of their office;
 - providing for the option to temporarily suspend allocation rights;
 - duly recording the final allocation dates and the dates from which the shares will be freely transferable, in accordance with legal restrictions;
 - registering the allocation performance shares to a registered account in the account-holder's name, indicating their non-transferability and the period of non-transferability, and waiving the non-transferability of shares for any circumstance permitted by applicable regulations;
 7. resolves that the Board of Directors, which may subdelegate such powers in accordance with the law, will also be granted all powers to deduct, where applicable, in the event of new share issues, the sums necessary for the paying-up of said shares from reserves, profits or issue premiums, to duly record the completion of capital increases carried out in accordance with this authorization, to amend the Articles of Association accordingly, and in general to complete any necessary acts and formalities;
 8. resolves that the Company may, where applicable, make adjustments to the number of allocated performance shares necessary to protect the rights of beneficiaries, depending on any transactions in the share capital or shareholders' equity of the Company, including in the event of a change in the nominal value of the share, a capital increase through the capitalization of reserves, the allocation of performance shares, the issuance of new equity securities with preferential subscription rights reserved for the shareholders, a stock split or reverse stock split, the distribution of reserves, issue premiums or any other assets, the amortization of capital, a change in the distribution of profits through the creation of

preferred shares or any other transaction in the share capital or shareholders' equity (including in case of tender offer and/or change of control). It is hereby stipulated that the shares allocated in accordance with these adjustments will be deemed as having been allocated the same day as the initially allocated shares;

9. recognizes that, in the event new performance shares are allocated, this authorization will prevail, as said shares are permanently allocated over time, over capital increases through the capitalization of reserves, profits or issue premiums in favor of the beneficiaries of said shares and the associated waiver by the shareholders of their preferential subscription rights to said shares in favor of the beneficiaries of said shares;
10. acknowledges that, in the event the Board uses this authorization, it will notify each year the ordinary general meeting of the transactions carried out pursuant to the provisions set forth in Articles L. 225-197-1 to L. 225-197-3 of the French Commercial Code, in accordance with the conditions provided for in Article L. 225-197-4 of this same Code;
11. sets at thirty-eight months, as from the date of this General Meeting, the period of validity of the authorization granted by this resolution;
12. acknowledges that this authorization cancels, from the date of this General Meeting, any unused portion of any previous authorization having the same purpose, *i.e.*, any authorization granting the authority to allocate performances shares outstanding or to be issued in favor of some or all members of staff and corporate officers of the group or some of them.

✓ **Twenty-sixth resolution: Authorization to the Board of Directors to reduce the share capital through the cancellation of treasury shares**

Summary: The twenty-sixth resolution is correlated to the twenty-first resolution presented above, which authorizes the Board of Directors to purchase shares in the Company, in particular for the purpose of cancelling some or all of the redeemed shares, and asks you to authorize the Board of Directors to reduce the share capital, through one or more capital decreases, by cancelling any quantity of treasury shares at its discretion, within the limits allowed by law, it being specified that the maximum number of shares cancelled by the Company during the twenty-four month period preceding the cancellation, including the shares subject to said cancellation, may not exceed 10% of the shares comprising the Company's share capital at the time of the cancellation.

The delegation of power would be valid for twenty-six months from the date of the General Meeting.

Twenty-sixth resolution (Authorization to the Board of Directors to reduce the share capital through the cancellation of treasury shares)

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, authorizes the Board of Directors to reduce the share capital, on one or more occasions, in such proportions and at such times as it may determine, by cancelling any quantity of treasury shares deemed appropriate, within the limits authorized by law, in accordance with the provisions of Articles L. 22-10-62 *et seq.* and L. 225-210 *et seq.* of the French Commercial Code.

At each cancellation date, the maximum number of shares cancelled by the Company during the twenty-four month period preceding such cancellation, including the shares subject to such cancellation, may not exceed 10% of the shares comprising the share capital of the Company at such date, *i.e.*, for information purposes, at December 31, 2022, a limit of 20,386,013 shares; it being

specified that this limit applies to an amount of share capital that will, where applicable, be adjusted to account for transactions affecting the share capital subsequent to this General Meeting.

The General Meeting grants all powers to the Board of Directors, which may subdelegate said powers, to conduct the cancellation(s) and capital reduction(s) that may be conducted pursuant to this authorization, to deduct the difference between the purchase price of the cancelled shares and the nominal value from the premiums and available reserves of its choice, to allocate the fraction of the legal reserve available as a result of the capital decrease, to amend the Articles of Association accordingly and to complete all necessary formalities.

This authorization is granted for a period of twenty-six (26) months from the date of this General Meeting and cancels, from this date, any unused portion of any previous authorization having the same purpose, *i.e.*, any authorization related to capital decreases through the cancellation of treasury stock.

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

Summary: This last resolution requests you to grant 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 required by law.

Twenty-seventh resolution (Powers to carry out formalities)

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to extraordinary 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.

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).

Formalities to be completed before attending the General Meeting of Shareholders

Any shareholder has the right to participate in the General Meeting in accordance with applicable legal and regulatory provisions, regardless of the number of shares held, either by:

- **attending in person,**
- **voting by correspondence,**
- **being represented at the meeting:** by giving a proxy to the Chairman of the Meeting, to his spouse or partner with whom a civil solidarity pact (*pacte civil de solidarité*) has been concluded, to another shareholder, or to any person (natural or legal) of his or her choice under the conditions prescribed by Article L. 225-106 of the French Commercial Code or, alternatively, without indicating a proxy, it being specified that for any proxy given by a shareholder without indicating a proxy, the Chairman of the Meeting shall vote in favour of the adoption of the draft resolutions presented or approved by the Board of Directors and against the adoption of all other draft resolutions.

In accordance with Article R. 22-10-28 of the French Commercial Code, any shareholder is entitled to participate to the General Meeting provided that the shares held are registered in its name or in the name of the registered intermediary on its behalf (pursuant to paragraph 7 of Article L. 228-1 of the French Commercial Code), two business days before the date of the meeting, *i.e.*, on **May 10, 2023 at midnight**, Paris time, either with the Company's share registrar for registered shares, or in the bearer share accounts of an authorized intermediary.

For **registered shareholders** (pure or administered), registration in the Company's share registrar two business days before the meeting, *i.e.*, **May 10, 2023 at midnight**, Paris time, is sufficient to enable them to participate in the General Meeting.

For **bearer shareholders**, registration of the shares in the bearer share accounts of an authorized intermediary must be evidenced by a share ownership certificate issued by the intermediary under the terms provided for in Article R. 22-10-28 of the French Commercial Code, and must be appended to the form for remote votes, proxy votes or the admission card prepared in the shareholder's name or on behalf of the shareholder represented by the registered intermediary.

A share ownership certificate enabling the shareholder to prove his or her status as a shareholder two business days before the meeting must also be issued by their financial intermediary to any shareholder wishing to attend the Meeting in person and who has not received his or her admission card two business days before the meeting, *i.e.*, May 10, 2022 at midnight, Paris time.

1. Ways of participating in the General Meeting of Shareholders

A. Attending the General Meeting in person

Shareholders wishing to participate personally in the General Meeting may request an admission card in one of the following ways within the specified time limits:

i. By mail

For **registered shareholders** (pure or administered): each registered shareholder automatically receives the single form (*formulaire unique*), attached to the notice of meeting, which must be completed, specifying that the shareholder wishes to participate in the General Meeting and to obtain an admission card, then return it signed using the T envelope attached to the notice of meeting to Uptevia, Service Assemblées Générales – 12 place des Etats-Unis CS 40083, 92549 MONTROUGE CEDEX, or go directly to the special counter on the day of the General Meeting with proof of their identity.

For **bearer shareholders**: each bearer shareholder must ask the authorized intermediary who manages their

securities account to send them an admission card.

ii. By Internet

Shareholders wishing to participate personally in the General Meeting may also request an admission card by electronic means pursuant to the conditions set forth below.

Registered shareholders (pure or administered) who wish to personally participate in the General Meeting and to obtain an admission card electronically should, in order to access the dedicated and secure VOTACCESS Meeting website, log on to the OLIS Shareholder website at the following address: <https://www.investor.uptevia.com>.

“Pure” registered shareholders should log on <https://www.investor.uptevia.com> website using the login details on the single form (*formulaire unique*) sent with the notice of meeting brochure and the password they usually use to consult their account.

“Administered” registered shareholders should log on <https://www.investor.uptevia.com> website using the login details on the single form (*formulaire unique*) sent with the notice of meeting brochure and follow the on-screen instructions on the website.

Once logged in, pure or administered registered shareholders should follow the on-screen instructions on <https://www.investor.uptevia.com> website to access the VOTACCESS website where they can request their admission card.

For any connection problems, shareholders are invited to contact Uptevia, Investor Relations Department, by phone at +33 (0)1 57 78 34 44 from Monday to Friday from 8:30 a.m. to 5:30 p.m. (Paris time) or by e-mail at the following address: ct-contact@uptevia.com

Bearer shareholders who wish to personally attend the General Meeting should contact their account-holding institution to find out whether or not it is connected to the dedicated, secure VOTACCESS website and, if so, whether this access is subject to any special conditions of use.

If the shareholder's account-holding institution is connected to the VOTACCESS website, the shareholder must identify himself on the Internet portal of his account-holding institution with his usual access codes. The shareholder must then follow the on-screen instructions on the Internet portal of his account-holding institution in order to access the VOTACCESS site where he can request his admission card.

The **VOTACCESS website** will be open as from **April 21, 2023 at 10:00 a.m.** The ability to request an admission card via the Internet before the General Meeting of Shareholders will end on the day before the General Meeting of Shareholders, *i.e.*, on **May 11, 2023, at 3 p.m.** Paris time. In order to avoid any possible congestion of the VOTACCESS website, shareholders are advised not to wait until the day before the Meeting to enter their instructions.

B. Voting by proxy or by correspondence

Shareholders wishing to vote by correspondence or by proxy prior to the General Meeting should do one of the following within the specified time limits:

i. By correspondence

For **registered shareholders** (pure and administered): complete the single form (*formulaire unique*), attached to the notice of meeting received automatically by each registered shareholder, specifying that they wish to be represented or to vote by correspondence, then return the signed form using the T envelope attached to the notice of meeting or by mail to Uptevia, Service Assemblées Générales – 12 place des Etats-Unis CS 40083, 92549 MONTROUGE CEDEX.

For holders of **bearer shares**: (i) request the single form (*formulaire unique*) from the financial intermediary who manages their shares, as from the date of the General Meeting, (ii) complete the form, specifying the wish to be represented or to vote by correspondence, and then (iii) return it signed, together with a certificate of participation issued by the financial intermediary, by mail to Uptevia, Service Assemblées Générales – 12 place des Etats-Unis CS 40083, 92549 MONTROUGE CEDEX.

Single forms (*formulaires uniques*) must be received by Uptevia, duly completed and signed, no later than three days before the Meeting, *i.e.*, **May 9, 2023**, failing which they will not be taken into account.

ii. By Internet

Registered shareholders (pure or administered) who wish to vote by Internet, or to appoint or revoke a proxy online, prior to the General Meeting, should, in order to access the dedicated and secure VOTACCESS website, log on at the following address: <https://www.investor.uptevia.com>

“Pure” registered shareholders should log on <https://www.investor.uptevia.com> website using the login details on the single form (*formulaire unique*) sent with the notice of meeting brochure and the password they usually use to consult their account.

“Administered” registered shareholders should log on <https://www.investor.uptevia.com> website using the login details on the single form (*formulaire unique*) sent with the notice of meeting and follow the on-screen instructions.

Once logged in, pure or administered registered shareholders should follow the on-screen instructions on <https://www.investor.uptevia.com> website in order to access the VOTACCESS website where they will be able to vote, or appoint or revoke a proxy.

For any connection problems, shareholders are invited to contact Uptevia, Investor Relations Department, by phone at +33 (0)1 57 78 34 44 from Monday to Friday from 8:30 a.m. to 5:30 p.m. (Paris time) or by e-mail at the following address: ct-contact@uptevia.com.

Bearer shareholders wishing to vote by Internet, or to appoint or revoke a proxy online, should contact their account-holding institution before the General Meeting to find out whether or not it is connected to the dedicated, secure VOTACCESS website and, if so, whether this access is subject to any special conditions of use.

If the shareholder's account-holding institution is connected to the VOTACCESS website, the shareholder must identify himself on the Internet portal of his account-holding institution with his usual access codes. He must then follow the on-screen instructions on the Internet portal of his account-holding institution in order to access the VOTACCESS site on which he can vote, or appoint or revoke a proxy.

The **VOTACCESS website** will be open from **April 21, 2023 at 10:00 a.m.** until the day before the General Meeting of Shareholders, *i.e.*, **May 11, 2023 at 3:00 p.m.**, Paris time. In order to avoid any possible congestion of the VOTACCESS website, shareholders are advised not to wait until the day before the Meeting to enter their instructions.

The proxy and/or correspondence voting form will also be made available to shareholders on the issuer's website <https://legroupe.amundi.com/Actionnaires/Assemblees-Generales>.

In accordance with the provisions of Article R. 22-10-24 of the French Commercial Code, notification of the appointment and revocation of a proxy may also be made by electronic means, as follows:

- for **registered shareholders** (pure or administered): by sending an e-mail to the following address ct-mandataires-assemblees@uptevia.com specifying their surname, first name, address and Uptevia identifier for pure registered shareholders (information available at the top left of their securities account statement) or their identifier with their financial intermediary for administered registered shareholders, as well as the surname and first name of the appointed or revoked proxy;
- for **bearer shareholders**: by sending an e-mail to the following address ct-mandataires-assemblees@uptevia.com specifying their full name, address and bank references as well as the name and surname of the appointed or revoked proxy, together with the certificate of participation issued by the intermediary.

Only duly signed electronic notifications of appointment or revocation of proxies, completed and received no later than the day before the General Meeting, *i.e.*, **May 11, 2023, at 3:00 p.m.**, Paris time, may be taken into account. Moreover, only notifications of appointment or revocation of proxies may be sent to the

above-mentioned e-mail address, and any other request or notification relating to another subject may not be taken into account and/or processed.

C. Change of the method of participation and transfer of shares

In accordance with Article R. 22-10-28 of the French Commercial Code, the shareholder who has already cast its vote by correspondence, sent a proxy or requested an admission card or a certificate of participation may no longer choose another method of participation in the General Meeting.

A shareholder who has already cast its vote by correspondence, sent a proxy or requested an admission card or a certificate of participation may nevertheless transfer all or part of his or her shares at any time. However, if the transfer occurs before the second business day preceding the General Meeting, *i.e.*, **May 10, 2023**, at **midnight** Paris time, the Company shall invalidate or modify, as applicable, the vote by correspondence, the proxy, the admission card or the certificate of participation, and shall terminate access to the VOTACCESS platform. To this end, the authorized intermediary holding the account shall notify the Company or its agent of the transfer and send to the latter the necessary information. No transfer or other transaction carried out after May 10, 2023, at midnight Paris time, regardless of the means used, will be notified by the authorized intermediary or taken into consideration by the Company, notwithstanding any agreement to the contrary (Article R. 22-10-28 of the French Commercial Code).

2. Submission of written questions

Shareholders may submit written questions to the Company in accordance with Article R. 225-84 of the French Commercial Code. These questions should be sent to the Chairman of the Board of Directors at the following address **Amundi – Questions écrites à l'AG – GSG/CGO/LIF – 91-93 boulevard Pasteur - CS21564 - 75730 Paris cedex 15**, by registered mail with acknowledgement of receipt (or by email to the following email address: questions-ecrites-ag@amundi.com), no later than four business days before the General Meeting of Shareholders, *i.e.*, **May 8, 2023**. In order to be considered, these questions must be accompanied by a certificate of registration.

3. Requests to include items or draft resolutions in the agenda of the General Meeting

One or more shareholders representing at least the percentage of the share capital provided for by the applicable legal and regulatory provisions may request the inclusion of items or draft resolutions in the agenda under the terms provided for in Articles L. 225-105, L. 22-10-44 and R. 225-71 to R. 225-73 and R. 22-10-22 of the French Commercial Code.

Requests to include items (which must be substantiated) or draft resolutions in the agenda must be sent to the registered office, at the following address: **Amundi – Résolutions à l'AG – GSG/CGO/LIF – 91-93, boulevard Pasteur - CS21564 - 75730 Paris cedex 15** by registered mail with acknowledgement of receipt, and must be received no later than twenty-five days before the General Meeting is held. These requests must be accompanied by:

- the item to be included in the agenda as well as its justification; or
- the text of the draft resolutions, which may be accompanied by a brief explanation of the reasons for them and, if applicable, the information provided for under paragraph 5 of Article R. 225-83 of the French Commercial Code; and
- a certificate of registration proving that the authors of the request own or represent the percentage of share capital required by Article R. 225-71 of the French Commercial Code.

In addition, shareholders are reminded that items or draft resolutions on the agenda shall only be submitted at the General Meeting if the authors send a new certificate proving the registration of their shares in the same accounts by midnight, Paris time, two business days before the General Meeting, *i.e.*, **May 10, 2023**.

The list of items and draft resolutions added to the agenda will be published forthwith on the Company's website, <https://about.amundi.com/shareholders/general-meetings>, in accordance with Article R. 22-10-23 of the French Commercial Code.

4. Documents made available to shareholders

In accordance with legal and regulatory requirements, all of the documents that must be provided at the General Meeting will be made available to shareholders within the applicable timeframe at Amundi's registered office, or sent upon request sent to Uptevia.

In addition, the documents to be presented at the General Meeting as well as the other information and documents provided for in Article R. 22-10-23 of the French Commercial Code will be available on the Company's website, <https://about.amundi.com/shareholders/general-meetings>, no later than **April 21, 2023** (*i.e.*, 21 days before the General Meeting of Shareholders).

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
 Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

JE DÉSIRES ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

AMUNDI

You wish to assist at the meeting and receive your admission card: tick the box

To transfer your vote to the chairman of the Board : Tick this box

Assemblée Générale Mixte
12 Mai 2023 à 10h00

Ordinary and Extraordinary General Meeting
On May 12th, 2023 at 10:00 am

91-93 boulevard Pasteur – 75015 PARIS

Société anonyme au capital de 509 650 327,50 euros
Siège social : 91-93, Boulevard Pasteur - 75015 PARIS
314 222 902 RCS PARIS

To vote by mail : Tick this box and follow instruction

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account

Vote simple / Single vote

Vote double / Double vote

Nominatif / Registered

Porteur / Bearer

Nombre d'actions / Number of shares

Nombre de voix - Number of voting rights

To transfer your vote to the person of your choice, who will attend the meeting and represent you : Tick this box and provide the details of your representative

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". / I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, one of the boxes "No" or "Abs".

1	2	3	4	5	6	7	8	9	10	A	B
Non / No <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes <input type="checkbox"/>	<input type="checkbox"/>
Abs. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No <input type="checkbox"/>	<input type="checkbox"/>
										Abs. <input type="checkbox"/>	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	20	C	D
Non / No <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes <input type="checkbox"/>	<input type="checkbox"/>
Abs. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No <input type="checkbox"/>	<input type="checkbox"/>
										Abs. <input type="checkbox"/>	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	E	F
Non / No <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes <input type="checkbox"/>	<input type="checkbox"/>
Abs. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No <input type="checkbox"/>	<input type="checkbox"/>
										Abs. <input type="checkbox"/>	<input type="checkbox"/>
31	32	33	34	35	36	37	38	39	40	G	H
Non / No <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes <input type="checkbox"/>	<input type="checkbox"/>
Abs. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No <input type="checkbox"/>	<input type="checkbox"/>
										Abs. <input type="checkbox"/>	<input type="checkbox"/>
41	42	43	44	45	46	47	48	49	50	J	K
Non / No <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes <input type="checkbox"/>	<input type="checkbox"/>
Abs. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No <input type="checkbox"/>	<input type="checkbox"/>
										Abs. <input type="checkbox"/>	<input type="checkbox"/>

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix. / On the draft resolutions not approved, I cast my vote by shading the box of my choice.

Si des amendements ou des résolutions nouvelles étaient présentées en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante : / In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:

- Je donne pouvoir au Président de l'assemblée générale. / I appoint the Chairman of the general meeting

- Je m'abstiens. / I abstain from voting

- Je donne procuration [cf. au verso renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom

I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate to vote on my behalf

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

JE DONNE POUVOIR À : Cf. au verso (4)
pour me représenter à l'Assemblée
I HEREBY APPOINT: See reverse (4)
to represent me at the above mentioned Meeting
M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
 Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no change can be made using this proxy form). See reverse (1)

Return the form so that it is received in our services before this date

Whatever your choice, you date and sign here

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
 To be considered, this completed form must be returned no later than:

sur 1^{ère} convocation / on 1st notification **09/05/2023** sur 2^{ème} convocation / on 2nd notification

à la banque / by the bank
 à la société / by the company

Date & Signature

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'assemblée générale »
 'If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies to the President of the General Meeting'

AMUNDI

A limited company (*société anonyme*) with share capital of € 509 650 327.50
Registered office: 91-93, Boulevard Pasteur - 75015 PARIS
Paris Trade and Companies Register No. 314 222 902

DOCUMENT AND INFORMATION REQUEST FORM

(Art. R225-88 of the French Commercial Code)

I, the undersigned,

SURNAME.....

First Name

Address.....

.....

Email address.....

Holder of SHARE(S) in AMUNDI

request a copy of the documents and information concerning the Ordinary and Extraordinary General Meeting of Shareholders of May 12, 2023, as provided for by Article R. 225-83 of the French Commercial Code on commercial companies in the following format:

digital files sent to the email address provided above

paper

..... (Town), (Date)

Signature

NB: Holders of **directly registered shares** may, with a single request, have the company send them the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code for each subsequent meeting of shareholders.

**Amundi,
a trusted partner
working every day in the interest
of its clients and society**



[amundi.com](https://www.amundi.com)