

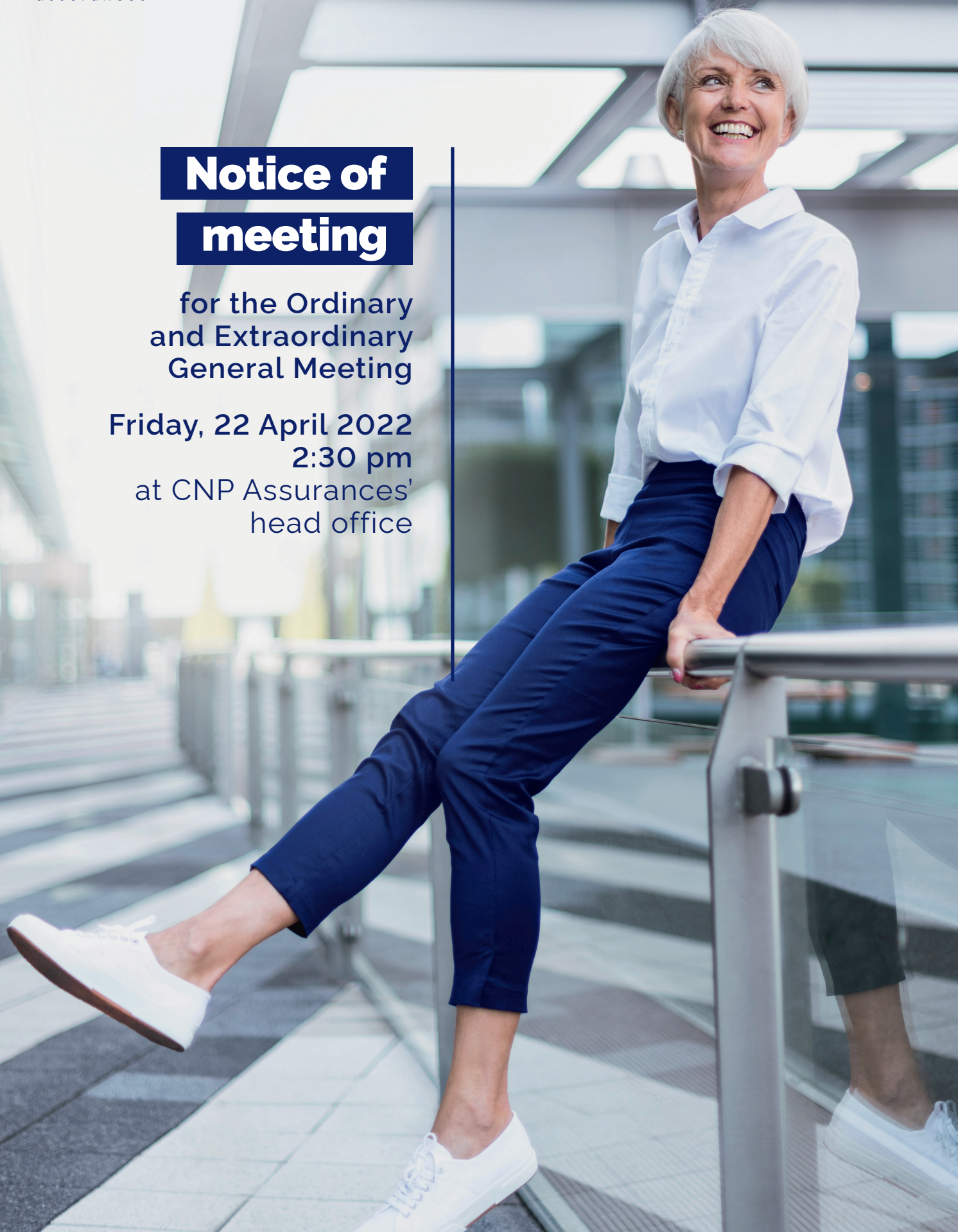


Insuring
a more
open world

Notice of meeting

for the Ordinary
and Extraordinary
General Meeting

Friday, 22 April 2022
2:30 pm
at CNP Assurances'
head office



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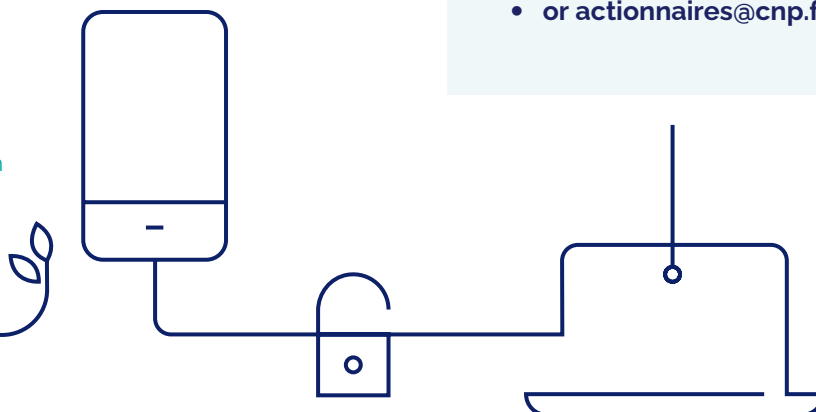
The information contained in this document is available on

www.cnp.fr

For additional information:

- **0 800 544 544** Service & appel gratuits
- or actionnaires@cnp.fr

In line with our commitment to reducing our paper use, we are switching to digital communication and have endeavoured to keep this notice of meeting as short as possible.





Message from the Chairwoman of the Board

Véronique Weill

Chairwoman of the Board
of Directors



Dear fellow shareholders,

On behalf of the Board of Directors, I am pleased to invite you to attend CNP Assurances' Annual General Meeting, which will be held **on 22 April 2022 at 2:30 pm** at the Company's head office, 4, place Raoul Dautry, 75015 Paris.

I sincerely hope that you will be able to attend this annual meeting, which offers us the opportunity to present to you the Group's businesses, results and outlook. It is also an opportunity for you to participate actively, through your vote, in the important decisions of our Company, regardless of the number of shares you hold.

In addition to essential information on CNP Assurances' governance bodies, you will find in the following pages the practical information you need to participate in the meeting, the agenda and the text of the resolutions submitted for your approval.

A specific page on the CNP Assurances website (cnp.fr) also provides information on the event.

Chief Executive Officer Stéphane Dedeyan joins me in thanking you for your confidence and your interest in CNP Assurances.

Kind regards,

Véronique Weill

Chairwoman of the Board of Directors

Our performance and impact

Key positions in our markets



No. 1

in France
for term creditor insurance⁽¹⁾

No. 2

in France
for life insurance⁽²⁾

No. 3

in Brazil
for insurance⁽³⁾

No. 6

in Europe
for insurance⁽⁴⁾

(1) Top 10 term creditor insurance providers by premium income (including inward reinsurance), Argus de l'Assurance, September 2021

(2) 2020 Key Indicators, FFA, July 2021

(3) Data published in November 2021 by SUSEP (Brazilian insurance supervisor that oversees the insurance market)

(4) Bloomberg, December 2021, size ranking based on technical reserves reported in each company's annual consolidated financial statements

In France

The personal insurance market accounted for 70% of the total insurance market in France in 2020⁽¹⁾ vs 74% in 2019.

A foremost player in life insurance⁽¹⁾

The French life insurance and endowment market is still concentrated. It is dominated by the bancassurers, with traditional and mutual insurers lagging behind. In 2020, the top five players, which include CNP Assurances, together held over 52% of the market. CNP Assurances is the second largest player with 11% of the market⁽¹⁾ (down 1.2 pts vs 2019).

In the wealth management market, the Group develops innovative offers for its many different distribution partners, including private banking institutions, high street banks, family offices, wealth management firms, brokers and independent financial advisors.

A major supplementary pensions provider⁽²⁾

Arial CNP Assurances, a joint subsidiary with AG2R La Mondiale, is France's only mono-line supplementary pensions provider, serving around 943,000 insureds and 21,000 companies, with technical reserves of €18.2 billion at 31 December 2020. As a group pensions specialist, it assists companies with their

employee benefits strategy and the funding of very long-term commitments. Arial CNP Assurances develops, distributes and manages all types of plans (PER pension savings plans, defined benefit plans, "Article 82" group life insurance plans, outsourced benefit obligation management).

Leader in term creditor insurance⁽³⁾

CNP Assurances is the leader in the increasingly fragmented term creditor insurance market. The Group partners 204 financial institutions, brokers, social economy lenders and with mutual banks, offering them both group insurance and individual insurance solutions. It provides wide ranging cover of death, temporary and permanent disability, unemployment and loss of income risks, backed by support and assistance services, to ensure that borrowers are fully protected following the

occurrence of an insured event. Digital underwriting and claim settlement processes give policyholders multi-channel access and simplify their operations. CNP Assurances is at the forefront of efforts to address the issue of inclusion and insurability of borrowers who represent an aggravated health risk, notably through its actions as a member of the AERAS Commission.

Pioneering long-term care insurance⁽⁴⁾

CNP Assurances was one of the first insurance companies to address the problem of financing long-term care. It is a leading provider of group long-term care insurance, with 9% of the market, and the fifth largest provider of individual long-term care insurance (primary and single insured risk)

(ranking unchanged vs 2019). Its range of compulsory and voluntary participation products allows insureds to anticipate their future needs in terms of financial and other support in the event of a loss of autonomy.

(1) 2020 Key Indicators, FFA, July 2021

(2) Figures for Arial CNP Assurances, excluding AG2R La Mondiale supplementary pension plans

(3) Top 10 term creditor insurance providers by premium income (including inward reinsurance), Argus de l'Assurance, September 2021

(4) Death/disability insurance policies in 2020, FFA, October 2021

Service-led differentiation

The Group pays close attention to the personal assistance services included in its offers, both for partners and for insureds, that are provided through its dedicated subsidiaries.

Filassistance International, a member of the Assurance sub-group, has developed an array of personal assistance services delivered through a network of 10,000 service providers who draw on the best that digital technologies and one-to-one interactions have to offer. More than eight million insureds have access to assistance services under their policy.

Lyfe is CNP Assurances' digital platform providing advice and assistance on health, well-being and healthy ageing issues. It expands the social protection offered to the members and employees of its mutual insurance partners, brokers and companies. Its offer – prevention, wellness coaching, help for carers, 24/7 teleconsultation, access to health networks in less than 72 hours – helps insureds to obtain the care they need and to prepare for retirement.

In Europe

The CNP Assurances Group is active in 16 countries⁽¹⁾ and is Europe's sixth largest insurer⁽²⁾.

With UniCredit in Italy⁽³⁾

In Italy, CNP Assurances' second largest European market, the partnership with UniCredit through the subsidiary CNP UniCredit Vita runs until 2024. It covers central and southern Italy, Sardinia and Sicily with a full range of personal insurance

products. In 2021, following the acquisition of Aviva's life insurance business in Italy, CNP Assurances became Italy's fifth largest life insurer, doubling its market share to almost 6%.

With Santander Consumer Finance in eleven European countries

Santander Consumer Finance distributes CNP Assurances' term creditor insurance offer in 11 European countries.

Germany accounts for more than half of premium income, with the other half coming mainly from Spain, Poland, Italy and the Scandinavian countries.

Open model distribution to drive growth

CNP Cyprus Insurance Holdings is operating in a growing local insurance market⁽⁴⁾. The non-life market expanded by 4% compared to the twelve months ended September 2020. CNP Asfaltiki is the market leader in this segment, maintaining its 13.7% market share at the end of September 2021 thanks to a

4% increase in premium income led by the auto business. The Cypriot life insurance market grew 10% in the twelve months to September 2021. CNP Cyprialife is the second largest life insurer with a 24% market share at the end of September 2021 (unchanged from September 2020) and premium income up 5%.

In Latin America

CNP Assurances' main distribution partner in Brazil is Caixa Econômica Federal (CEF), the country's second-biggest state-owned bank. Caixa Econômica Federal plays a major social and economic role, with a deep network of branches serving the local population throughout the country.

Latin America, a growing market

The renewal of CNP Assurances' agreements with its historical partner, Caixa Econômica Federal, led to the launch of two new subsidiaries in 2021: Caixa Consórcios and Caixa Vida e Previdência. The latter alone accounts for 80% of CNP Assurances' business in Brazil.

The non-exclusive distribution agreement for endowment and dental insurance products signed with Correios, the Brazilian post office, also opens up new growth prospects.

Brazil is CNP Assurances' second largest market. It is also the home market for Youse, the Group's first fully digital insurance company.

Within the framework of its partnerships with CEF, Caixa Vida e Previdência offers individual and group products in the areas of pensions, term creditor insurance for consumer loans and death/disability insurance. Caixa Consórcios is developing its *consórcios*⁽⁵⁾ business. CNP Seguros Holding Brasil is continuing to manage its major portfolio of homebuyer term creditor insurance policies on a run-off basis, following the exclusion of this business from the new partnership agreements with CEF.

(1) Austria, Belgium, Cyprus, Denmark, Finland, Germany, Greece, Ireland, Italy, Luxembourg, the Netherlands, Norway, Poland, Portugal, Spain and Sweden

(2) Source: Bloomberg, end-November 2021, size ranking based on technical reserves reported in each company's annual consolidated financial statements

(3) Source: Italian national association of insurance companies (ANIA), December 2021

(4) Source: documents presented to the two subsidiaries' Boards of Directors and Insurance Association of Cyprus (IAC) for market data covering the twelve months ended September 2021

(5) Consórcio is a unique product allowing groups of homebuyers to pool their savings and lend money to each other over set time-periods so they can each borrow at below-market rates

In step with emerging needs⁽¹⁾

Caixa Vida e Previdência (CVP) offers insurance products for both companies and individuals, focusing on Brazil's emerging middle class. Particularly active in its markets, the subsidiary was Brazil's third largest insurer as of end-November 2021, with 11.9% of the market, the second largest pension provider with 23% of the market (versus 22.2% in 2020) and the second largest term creditor insurance provider for consumer loans with 14.8% of the market (versus 5.4% in 2020). It is also the sixth largest death/disability insurance provider, with 5.7% of the market, down slightly from 6.9% in 2020.

CNP Seguros Holding Brasil continues to lead the homebuyer segment of the term creditor insurance market with a 52.7% share at the end of November 2021 (compared with 57.5% in 2020).

In a highly concentrated market, CNP Assurances' overall market share rose by 14 points in twelve months to around 13.5% at end-November 2021 from 12.1% in 2020, led by strong growth in the pensions business.

Leading the way in fully digital insurance distribution

CNP Seguros Holding Brasil's 100%-digital insurance platform, Youse, is the direct channel for auto insurance, comprehensive home-owner insurance and death/disability insurance. As of end-2021, Youse had signed up more than 185,400 customers and had a portfolio of around 268,600 live policies.

⁽¹⁾ Insurance market data by class taken from the databases of Brazil's insurance supervisor, SUSEP, November 2021: <http://www2.susep.gov.br/menuestatistica/SES/principal.aspx>

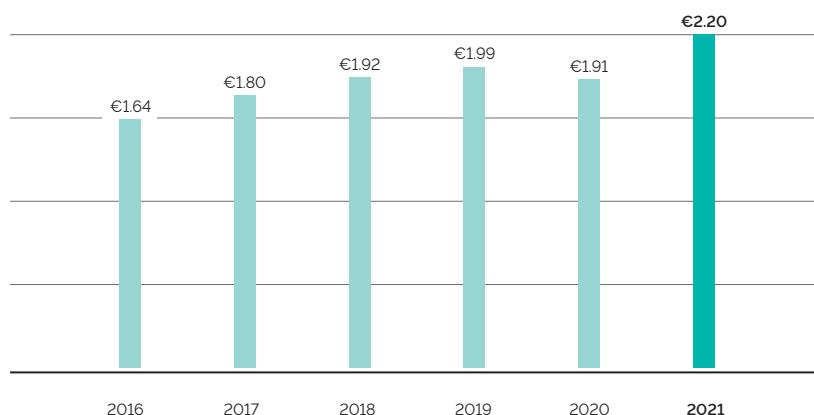
A profitable trajectory

CNP Assurances benefits from a strong marketing dynamic in all regions and a very robust capital base, with an SCR⁽¹⁾ coverage ratio of 217%. The shift in the business mix towards unit-linked products continued, with unit-linked sales accounting for 51.3% of premium income.

Basic earnings exceeded the record high reached in 2019.

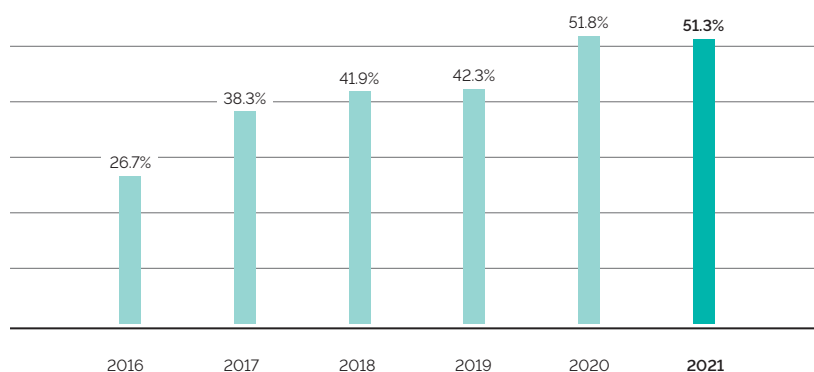
BASIC EARNINGS PER SHARE

(in €/share)



The transformation of savings/pensions technical reserves into unit-linked liabilities is accelerating rapidly in France. The contribution of unit-linked contracts to total new money remained very high during the year.

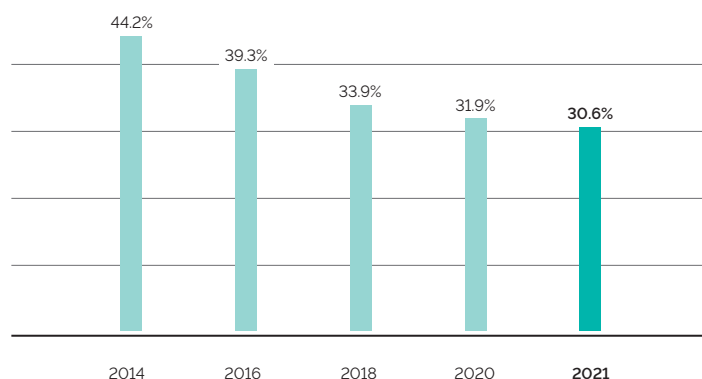
UNIT-LINKED CONTRIBUTION TO TOTAL NEW MONEY



2021 also saw a high volume of PACTE transfers, which rose sharply to €6.3 billion.

Cost/income ratio has been kept under control, particularly in France.

COST/INCOME RATIO⁽²⁾ IN FRANCE



(1) Solvency capital requirement (SCR)

(2) The cost/income ratio is an indicator of operating efficiency. It corresponds to administrative costs divided by net insurance revenue. A decrease in the ratio reflects an improvement in operating efficiency

Recognised performance

The main financial and ESG rating agencies have praised CNP Assurances' performance.

CREDIT RATINGS ATTESTING TO CNP ASSURANCES' FINANCIAL STRENGTH:

Fitch Ratings

Financial Strength Rating
(December 2021)

A+

Stable outlook

Standard & Poor's

Financial Strength Rating
(November 2021)

A+

Stable outlook

Moody's

Financial Strength Rating
(March 2021)

A1

Stable outlook

ESG⁽¹⁾ RATINGS RECOGNISING THE QUALITY OF CNP ASSURANCES' CSR STRATEGIES:

MSCI

(December 2021)

AAA

**Best insurance
industry rating**

ISS ESG

(October 2021)

B-

**Best insurance
industry rating**

V.E

(April 2021)

59/100

**6 out of 51 insurers
in Europe**

(1) Environmental, social and governance criteria

Overview of CNP Assurances' governance

Composition of the Board of Directors as at 16 February 2022

17
Directors

9

directors recommended by La Banque Postale

Yves Brassart
Bertrand Cousin⁽¹⁾
Sonia de Demandolx⁽²⁾
Nicolas Eyt
François Gérondé⁽¹⁾
Philippe Heim⁽¹⁾
La Banque Postale, represented by Perrine Kaltwasser
Christiane Marcellier⁽²⁾
Philippe Wahl⁽¹⁾

1

director recommended by BCPE

Laurent Mignon⁽¹⁾

2

directors representing employees

Laurence Guitard
Chahan Kazandjian

5

independent directors⁽³⁾

Véronique Weill
Amélie Breitburd⁽¹⁾
Marcia Campbell
Stéphane Pallez
Rose-Marie Van Lerberghe

Other participants in Board Meetings:

Stéphane Dedeyan, Chief Executive Officer,
Xavier Larnaudie-Eiffel, Deputy Chief Executive Officer and second person effectively responsible for running CNP Assurances,
Thomas Béhar, Chief Financial Officer, member of the Executive Committee,
Marie Grison, Group General Secretary, member of the Executive Committee,
Corinne Foy, Secretary of the Board and **Ali Saou**, Economic and Social Committee representative.

Statutory Auditors:

Frédéric Trouillard-Mignen of PricewaterhouseCoopers Audit and **Jean-Claude Pauly** of Mazars

Directors' profile

Overview of the Board of Directors



53.33%

Proportion of women directors⁽⁴⁾



33.33%

Proportion of independent directors⁽⁴⁾



58

Average age

⁽¹⁾ Directors whose appointment is subject to ratification or who are proposed for re-election at the Annual General Meeting of 22 April 2022

⁽²⁾ Directors proposed by La Banque Postale who are neither employees nor corporate officers

⁽³⁾ According to the AFEP-MEDEF Corporate Governance Code

⁽⁴⁾ The two employee representative directors are not included for the purpose of calculating percentages, in accordance with Article 9.3 of the AFEP-MEDEF Corporate Governance Code and Article L.225-27-1 of the French Commercial Code

Overview of the Board of Directors

PROVISIONAL SITUATION AS AT THE CLOSE OF THE 2022 ANNUAL GENERAL MEETING

	PERSONAL INFORMATION			EXPERIENCE	POSITION ON THE BOARD				MEMBERSHIP OF BOARD COMMITTEES				
	Age	Nationality	Gender	Number of directorships of listed companies	Independence	First appointed	Current term expires	Years served on the Board	Audit and Risk Committee	Remuneration and Nominations Committee	Strategy Committee	Follow-up Committee on the Implementation of the BPCE and La Banque Postale Partnerships	Special Committee
EXECUTIVE DIRECTOR													
Véronique Weill	62	FR	F	3	Yes	2020	2025	1.72	•	♦		♦	♦
Directors													
Philippe Wahl	66	FR	M	1	No	1999	2026	14.99	•				
Philippe Heim	54	FR	M	1	No	2020	2026	1.57	•	•			
Yves Brassart	61	FR	M	1	No	2020	2025	2.13			•		
Bertrand Cousin	57	FR	M	1	No	2022	2026	0.18					
Sonia de Demandolx	45	FR	F	1	No	2020	2024	2.13					
Nicolas Eyt	45	FR	M	1	No	2021	2025	1.13	•		•		
François Gérondé	53	FR	M	1	No	2020	2026	2.13					
Christiane Marcellier	65	FR	F	2	No	2020	2024	2.13					
(La Banque Postale) Perrine Kaltwasser	41	FR	F	1	No	2019	2025	2.57	•				
Laurent Mignon	58	FR	M	3	No	2018	2026	3.94	•				
Amélie Breitburd	53	FR	F	1	Yes	2021	2026	0.33	•		•	•	•
Marcia Campbell	63	UK	F	1	Yes	2011	2024	11.16	•	•	•	•	•
Stéphane Pallez	62	FR	F	3	Yes	2011	2024	11.05	♦		•	•	•
Rose-Marie Van Lerberghe	75	FR	F	3	Yes	2013	2025	8.57	♦			•	•
Directors representing employees													
Laurence Guitard	61	FR	F	1	No	2016	2025	5.98	•				•
Chahan Kazandjian	54	FR	M	1	No	2021	2025	1.02					•

♦ Chainwoman • Member

Activities of the Board of Directors in 2021

Board of Directors



14

Number of meetings



91%

Attendance rate



2h

Average duration of each meeting

The main matters discussed by the Board of Directors in 2021 were as follows:

- the Group's operations, particularly in light of the ongoing Covid pandemic and changes in the interest rate environment, which notably led to reviews of solvency capital, as well as an analysis of the measures taken by the Company to adapt to the situation and the speed with which they are being implemented;
- the Group's business and operating procedures, with decisions taken about the Group's structure (acquisition of minority interests in MFPrévoyance, disposal of L'Age d'Or Expansion, and the creation of a supplementary occupational pension fund);
- the external growth transaction carried out in Italy involving the acquisition of Aviva's life insurance business;
- the purchase of life insurance portfolios from the Allianz group;
- the authorisation of related-party transactions concerning the Group's business and/or its investments (with the La Banque Postale, BPCE and Caisse des Dépôts groups);
- matters that affect the Group's performance such as human resources, information systems security and outsourcing (numerous discussions);
- the technical procedures required under Solvency II (review of the own risk and solvency assessment (ORSA) process and approval of reports⁽¹⁾ and adjustments to the written policies⁽²⁾ designed to guarantee the sound, prudent and efficient management of the business);
- the Company's responses to questions and information requests from France's banking and insurance supervisor (ACPR), and the French Anti-Corruption Agency (AFA), in connection with their controls;
- the Group's corporate social responsibility (CSR) strategy and challenges.

On this last point, the Board and its committees worked on various sustainability issues throughout the year:

- approval of the CNP Assurances' corporate mission to be specified in the Articles of Association, subject to approval at the 16 April 2021 Annual General Meeting (January and February 2021);
- follow-up of the CNP Assurances Group's CSR risks and challenges (February 2021);
- integration of ESG criteria into the Group's risk appetite framework (July 2021);
- compliance and business ethics issues: personal data protection, anti-corruption, anti-money laundering and combating the financing of terrorism, anti-fraud (April and September 2021);
- approval of the Group tax policy (September 2021);
- social issues such as gender diversity (September 2021), quality of life at work (September and October 2021), and the Human Resources planning agreement (September 2021);
- cybersecurity issues (directors' training in November 2021 and a status review in January 2022);
- update of the Board of Directors' internal rules to specify the role of the director given the task of closely monitoring the Group's CSR practices (November 2021);
- monitoring of the responsible investment policy (December 2021);
- approval of the targets and KPIs that will enable CNP Assurances' corporate mission to be implemented at the operational level (January 2022);
- integration of sustainability criteria in the Group's remuneration policy (February 2022).

(1) SFCR reports, RSR reports, report on the procedures for the preparation and verification of financial information, report on internal control over the system to combat money laundering and the financing of terrorism, recovery plan

(2) The main policies concern (i) risk management (including underwriting, reserving, asset/liability management, investment, operational risk management, reinsurance and other risk mitigation policies); (ii) internal control; (iii) internal audit; (iv) outsourcing; (v) reporting; (vi) ORSA; (vii) measurement of assets and liabilities; (viii) capital management; (ix) fit and proper requirements; (x) remuneration and (xi) business continuity

Biographical details of the corporate officers

Chairwoman of the Board



VÉRONIQUE WEILL

MAIN FUNCTION: CHAIRWOMAN OF THE BOARD OF DIRECTORS OF CNP ASSURANCES

Age: 62 | **Nationality:** French

Education: *Institut d'études politiques de Paris*, degree in literature from Sorbonne University

Business address: CNP Assurances, 4, place Raoul Dautry, 75015 Paris, France

Number of CNP Assurances shares: 500

Membership of Committees of the Board of Directors: Remuneration and Nominations Committee (member); Strategy Committee (Chairwoman); Follow-up Committee on the Implementation of the BPCE and La Banque Postale Partnerships (Chairwoman); Special Committee (Chairwoman)

First elected to the Board of Directors: 31 July 2020

Current term expires: 2025

Attendance rate at Board meetings: Board of Directors: 100%; Remuneration and Nominations Committee: 100%; Strategy Committee: 100%; Follow-up Committee on the Implementation of the BPCE and La Banque Postale Partnerships: 100%; Special Committee: 100%

PROFESSIONAL EXPERIENCE

Véronique Weill began her career with Arthur Andersen Audit in Paris. Between 1985 and 2006, she held various executive positions with J.P. Morgan Chase Bank in New York, including Global Head of Operations for Investment Banking and Global Head of Technology and Operations for Asset Management and Private Banking.

She joined AXA in June 2006 as Chief Executive Officer of AXA Business Services and Head of Operational Excellence. Before her departure in 2017, she also held executive supervisory positions in the global asset management business and was Group Chief Operating Officer and member of the Management Committee of the AXA group.

From September 2017 to December 2020, Véronique Weill was General Manager of Publicis group in charge of resources, IT, real estate, insurance and mergers & acquisitions.

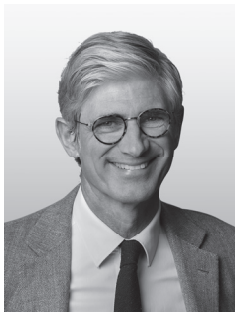
OTHER DIRECTORSHIPS AND FUNCTIONS

- Caixa Seguros Holding Brasil (Brazil), Director
- Holding XS1 (Brazil), Director
- Fondation Gustave Roussy (non-profit), member of the Roussy Supervisory Board, co-Chair of the Campaign Committee
- Rothschild & Co (listed SA), member of the Supervisory Board
- Salesforce (United States), member of the European Advisory Board
- Valeo (listed SA), Director and member of the Audit & Risk Committee, the Governance, Appointment & CSR Committee and the Compensation Committee
- Director of: Translate Plus – Publicis group (United Kingdom), BBH Holdings Ltd (United Kingdom), Prodigious UK (United Kingdom), Fondation George Besse and Musée du Louvre

OTHER DIRECTORSHIPS AND FUNCTIONS HELD FROM 2016 TO 2020 AND WHICH HAVE EXPIRED

- AXA Group, Chief Customer Officer
- AXA Global Asset Management, Managing Director
- AXA Research Fund, member of the scientific board
- Chairwoman of the Board of Directors of: AXA Assicurazioni S.p.A. (Italy), AXA Aurora Vida, SA de Seguros y Reaseguros (Spain), AXA Pensiones SA, AXA Seguros Generales SA de Seguros y Reaseguros (Spain), AXA Vida SA de Seguros y Reaseguros (Spain), AXA Global Direct SA (France) and AXA Banque Europe (Belgium)
- Director of: AXA Assistance SA (Italy), AXA MPS Assicurazioni Danni S.p.A. (Italy) and AXA MPS Assicurazioni Vita S.p.A. (Italy)

Chief Executive Officer



STÉPHANE DEDEYAN

MAIN FUNCTION: CHIEF EXECUTIVE OFFICER OF CNP ASSURANCES

Age: 56 | **Nationality:** French

Education: HEC (1988), Institut des Actuaires Français (1994), INSEAD – AVIRA programme (Singapore 2015)

Business address: CNP Assurances, 4, place Raoul Dautry, 75015 Paris, France

Solvency II-related expertise: Insurance and financial markets Insurance undertaking; Governance system of an insurance undertaking; Financial and actuarial analysis; Experience of legal and regulatory systems of an insurance undertaking

First elected to the Board of Directors: 16 April 2021

Current term expires: 2025

PROFESSIONAL EXPERIENCE

Stéphane Dedeyan started his career as a consultant at Eurosept before moving on to AT Kearney.

In 1996, he joined Athéna Assurances where he was in charge of building the captive brokerage centre, CARENE, which was transferred to AGF/Allianz when Athéna was acquired.

He joined Generali in 1999 as Occupational Risk Inspector at Generali Proximité, where he was successively appointed as Head of Businesses and Partnerships, Sales Director and then Deputy CEO.

In 2006, he became Chief Executive Officer of Generali Patrimoine and a member of the Executive Committee of Generali France. He gradually expanded his duties to savings in general, and digital, marketing and distribution for all of Generali's business in France.

From January 2014 to December 2017, he was Deputy CEO of Generali France, in charge of all its insurance business.

At the same time, from 2011 to 2017, he chaired the Personal Insurance Committee of FFA (*Fédération française de l'assurance*).

In the course of 2018, he advised start-ups and investment funds on their growth strategy. In October 2018, he joined the VYV Group, where he was appointed Chief Executive Officer in February 2019.

He was appointed as Chief Executive Officer of CNP Assurances by the Board of Directors at its meeting of 16 February 2021 and took office after the Annual General Meeting on 16 April 2021.

OTHER DIRECTORSHIPS AND FUNCTIONS

- La Banque Postale (SA), member of the Executive Committee
- Arian CNP Assurances (SA), Chairman of the Board of Directors
- BPE (SA), member and Vice-Chairman of the Supervisory Board, member of the Remuneration and Nominations Committee
- CNP Seguros Holding Brasil (Brazil), Director
- Holding XS1 (Brazil), Director
- XS5 Administradora de Consórcios (Brazil), Vice-Chairman of the Board of Directors
- La Poste Silver (SAS), member of the Strategy and Investments Committee
- VYV Invest (SAS), Chief Executive Officer (*term expired March 2021*)
- EGAS (SAS), Chief Executive Officer (*term expired in February 2021*)
- Groupe VYV (SCI), Manager (*term expired February 2021*)
- VYV Services (SAS), Chief Executive Officer (*term expired February 2021*)
- HM VYV Innovation (SAS), member of the Management Committee (*term expired February 2021*)
- MGEN International Benefits SAS (SAS), Chief Executive Officer (*term expired January 2021*)
- TBNO Invest (SAS), Chairman (*term expired February 2021*)

OTHER DIRECTORSHIPS AND FUNCTIONS HELD FROM 2016 TO 2020 AND WHICH HAVE EXPIRED

- Cofifo (SAS), Chairman, member of the Executive Committee (*term expired October 2017*)
- Personal Insurance Committee of FFA (*Fédération française de l'assurance*) (non-profit), Chairman (*term expired December 2017*)
- L'Équité (SA), Director (*term expired September 2017*)
- Generali France (SA), Deputy Chief Operating Officer (*term expired September 2017*)
- Generali IARD (SA), permanent representative of Generali France, Director, Deputy Chief Executive Officer (*term expired September 2017*)
- Generali Vie (SA), Director, Deputy Chief Executive Officer (*term expired September 2017*)
- Generali France Assurances (SA), Chairman and Chief Executive Officer (*term expired June 2017*)
- Europ Assistance Holding, permanent representative of Generali IARD, Director (*term expired June 2017*)

Directors



YVES BRASSART

MAIN FUNCTION: DEPUTY CHIEF EXECUTIVE OFFICER OF LA POSTE, RESPONSIBLE FOR FINANCE AND DEVELOPMENT

Age: 61 | **Nationality:** French

Education: *Institut d'études politiques, École nationale supérieure des postes et télécommunications, EDHEC*

Business address: La Poste, 9, rue du Colonel Pierre-Avia, 75015 Paris, France

Number of CNP Assurances shares: 200

Membership of Committees of the Board of Directors: Strategy Committee (member)

First elected to the Board of Directors: 4 March 2020

Current term expires: 2025

Attendance rate at Board meetings: Board of Directors: 93%; Strategy Committee: 100%

PROFESSIONAL EXPERIENCE

Yves Brassart began his career with Le Groupe La Poste in 1987, holding positions in marketing and sales until 1990. He was then Marketing and Sales Director for post/parcels from 1991 to 1993. In 1994, he was Chief Financial Officer of Le Groupe La Poste for the west of France.

From 1999 to 2006, he was Chief Financial Officer of Le Groupe La Poste for financial services and Chief Financial Officer of the consumer network from 2001 to 2003.

He was Chief Financial Officer of La Banque Postale from 2006 to 2011, and Director of Finance and Strategy of La Banque Postale from 2011 to 2014. From September 2012, also headed up the Financial Operations Department. He was also a member of the Board of Directors of La Banque Postale from 2013 to 2014.

Since April 2014, he has been Deputy Chief Executive Officer and Chief Financial Officer of Le Groupe La Poste and since September 2015, he has been Deputy Chief Executive Officer responsible for finance and development.

OTHER DIRECTORSHIPS AND FUNCTIONS

- GeoPost (SA), Director, member of the Audit and Accounts Committee and the Strategy Committee
- La Banque Postale (SA), Vice-Chairman of the Supervisory Board, member of the Accounts Committee, member of the Risk Committee, Chairman of the Strategy Committee
- La Poste (SA), member of the Executive Committee
- La Poste Silver (SAS), member of the Strategy Committee
- Poste Immo (SAS), Director, member of the Audit Committee, Chairman of the Strategy Committee
- La Poste Telecom (SAS), member of the Strategy Committee
- La Poste Ventures (SASU), representing La Poste, sole partner
- Siparex Associés (SA), permanent representative of La Poste, non-voting director
- Siparex Proximité Innovation (SAS), permanent representative of La Poste, member of the Supervisory Board

OTHER DIRECTORSHIPS AND FUNCTIONS HELD FROM 2016 TO 2020 AND WHICH HAVE EXPIRED

- La Poste Intrapreneuriat (SAS), Chairman
- LP7 (SAS), Chairman
- LP5 (SAS), Chairman
- Oh My Keys (SAS), Chairman
- LP6 (SAS), Chairman
- LP2 (SAS), Chairman
- Xange Capital (SA), Chairman of the Supervisory Board



AMÉLIE BREITBURD

MAIN FUNCTION: CHIEF EXECUTIVE OFFICER, LLOYD'S EUROPE

Age: 53 | **Nationality:** French

Education: ESSEC, *Institut des Actuaire Français*

Business address: CNP Assurances, 4, place Raoul Dautry, 75015 Paris, France

Membership of Committees of the Board of Directors: Audit and Risk Committee (member); Strategy Committee (member); Follow-up Committee on the Implementation of the BPCE and La Banque Postale Partnerships (member); Special Committee (member)

First elected to the Board of Directors: 22 December 2021⁽¹⁾

Current term expires: 2022⁽²⁾

PROFESSIONAL EXPERIENCE

Amélie Breitburd began her career in 1992 with BDO Audit and Consulting. In 1996, she moved to AGF, now Allianz France, within the International Strategic Internal Audit Department before she was recruited by KPMG in 1998. In 2004, she joined AXA within the Group Controlling and Strategic Planning department, that she would go on to head, before being nominated regional CFO for Asia between 2015 and 2018, based out of Hong Kong, and for UK & Ireland between 2018 and 2020, based out of London. She was appointed as CEO of Lloyd's Insurance Company (Lloyd's Europe) based in Brussels in 2021.

OTHER DIRECTORSHIPS AND FUNCTIONS

- Lloyd's Dubai, Managing Director
- AXA Tianping, Director, Chairman of the Investment Committee (*term expired 2021*)

OTHER DIRECTORSHIPS AND FUNCTIONS HELD FROM 2016 TO 2020 AND WHICH HAVE EXPIRED

- AXA Business Services, Director (*term expired 2019*)
- AXA Bharti Mife, Director (*term expired 2018*)
- AXA Bharti GI, Director (*term expired 2018*)
- AXA Ireland, Director (*term expired 2020*)
- AXA Insurance, AXA PPP, Chief Financial Officer (*term expired 2020*)

⁽¹⁾ Ratification of the cooptation proposed at the Annual General Meeting of 22 April 2022

⁽²⁾ Re-election until 2026 proposed at the Annual General Meeting of 22 April 2022



MARCIA CAMPBELL

MAIN FUNCTION: COMPANY DIRECTOR

Age: 63 | **Nationality:** British

Education: Degree in French, Business and History of Art from the University of Edinburgh, MBA from the Open University

Business address: CNP Assurances, 4, place Raoul Dautry, 75015 Paris, France

Number of CNP Assurances shares: 750

Membership of Committees of the Board of Directors: Audit and Risk Committee (member); Remuneration and Nominations Committee (member); Strategy Committee (member); Follow-up Committee on the Implementation of the BPCE and La Banque Postale Partnerships (member); Special Committee (member)

First elected to the Board of Directors: 22 February 2011

Current term expires: 2024

Attendance rate at Board meetings: Board of Directors: 93%; Audit and Risk Committee: 86%; Strategy Committee: 100%; Follow-up Committee on the Implementation of the BPCE and La Banque Postale Partnerships: 100%; Special Committee: 100%

PROFESSIONAL EXPERIENCE

Marcia Campbell began her career in 1982 working as a consultant for Proudfoot Plc International Management consultants and became Chief Executive Officer for the UK in 1988. In 1990, she joined Standard Life Plc, where she held a number of senior positions including Director of Sales Development (1990-1993), Director of Customer Services (1993-1996), General Advisor and Director of Business Services (1996-2004) and Director of Operations and Chief Executive Officer for Asia-Pacific (2004-2010).

She was Director of Operations at Ignis Asset Management, a subsidiary of Phoenix Group plc, between 2010 and March 2012. She then chaired the Scottish Government's Advisory Committee for Environmental Strategy until 2014.

Marcia Campbell is a director of several companies outside France.

OTHER DIRECTORSHIPS AND FUNCTIONS

- Aviva (UK and Ireland), member of the Independent Governance Committee
- Canada Life (Great-West Life Group) (Canada), Director
- Canada Life Limited (Great-West Life Group) (Canada), Director, Chair of the Risk Committee and member of the Audit Committee
- Charles Stanley Group Plc (UK public limited company), Director, Chair of the Risk Committee and member of the Audit Committee
- Murray International Trust Plc (UK public limited company), Chair of the Audit and Risk Committee (*term expired April 2021*)
- Marsh UK and Ireland (Marsh and McLennan Companies) (United States), Director (*term expired August 2021*)

OTHER DIRECTORSHIPS AND FUNCTIONS HELD FROM 2016 TO 2020 AND WHICH HAVE EXPIRED

- Sainsbury's Bank (UK), Director, member of the Audit and Risk Committee (*term expired September 2019*)
- Woodford Investment Management, Chair (*term expired October 2019*)



BERTRAND COUSIN

MAIN FUNCTION: MEMBER OF THE EXECUTIVE BOARD OF LA BANQUE POSTALE AS HEAD OF CORPORATE AND INVESTMENT BANKING

Age: 57 | **Nationality:** French

Education: *Institut d'études politiques de Paris* (economics and finance graduate), law degree from Nancy II University, professional training diploma in agriculture (BPA) from Beaune CFPPA

Business address: La Banque Postale, 115, rue de Sèvres, 75275 Paris Cedex 06, France

First elected to the Board of Directors: 16 February 2022⁽¹⁾

Current term expires: 2022⁽²⁾

PROFESSIONAL EXPERIENCE

Bertrand Cousin began his career at Crédit Lyonnais where he held various positions: credit analyst (New York - USA) from 1987 to 1989, then banker in charge of international clients (Geneva - Switzerland) from 1989 to 1993, head of mining industry financing from 1993 to 1995 and director of Crédit Lyonnais' American transport group in Paris from 1995 to 2002.

From 1995 to 2002, he was director of aeronautics and defence at Crédit Agricole.

He was then appointed Head of Corporate Banking for France and Belgium and member of the Paris Management Committee at JP Morgan from 2008 to 2016. From 2017 until 2020, he was Head of Commercial Banking for Europe and a member of the Management Committee.

Since 1 April 2021, member of the Executive Board and Head of Corporate and Investment Banking.

OTHER DIRECTORSHIPS AND FUNCTIONS

- La Banque Postale Asset Management (SA), member of the Supervisory Board
- La Banque Postale Asset Management Holding, Director, member of the Yellow Committee
- Ostrum Asset Management (SA), Director, member of the Remuneration and Nominations Committee
- La Banque Postale Leasing & Factoring (SA), Chairman of the Supervisory Board, the Nominations Committee and the Remuneration Committee
- L'Envol Le Campus de La Banque Postale (non-profit organisation), Director
- Fondation La Poste, Director

OTHER DIRECTORSHIPS AND FUNCTIONS HELD FROM 2016 TO 2020 AND WHICH HAVE EXPIRED

- Association Frateli, member of the Board (*term expired December 2017*)

⁽¹⁾ Ratification of the cooptation proposed at the Annual General Meeting of 22 April 2022

⁽²⁾ Re-election until 2026 proposed at the Annual General Meeting of 22 April 2022



SONIA DE DEMANDOLX

MAIN FUNCTION: MANAGING PARTNER

Age: 45 | **Nationality:** French

Education: ESCP Business School, law degree from Paris X University

Business address: Demandolx Furtado Ltda, Rua Leopoldo Couto de Magalhães Junior, 1098 São Paulo, SP 04542 001, Brazil

Number of CNP Assurances shares: 200

First elected to the Board of Directors: 4 March 2020

Current term expires: 2024

Attendance rate at Board meetings: Board of Directors: 100%

PROFESSIONAL EXPERIENCE

From 1999 to 2004, Sonia de Demandolx worked as a senior banker in mergers and acquisitions at Lazard in Paris. She then joined the executive search firm Russell Reynolds Associates as a consultant specialising in the financial services and corporate board sectors. Appointed Managing Director-Partner in 2010, she joined in 2011 the São Paulo office of Russell Reynolds Associates, responsible for French clients in the region. After gaining ten years' experience in Brazil, in 2014 she founded Demandolx Furtado, an executive search and assessment firm in Brazil, of which she is a managing partner.

During her career between France and Brazil, she has led several recruitment and assessment projects for board members and executives in various sectors such as financial services, retail, consumer goods, energy and industry.

OTHER DIRECTORSHIPS AND FUNCTIONS

- Holding XS1 (Brazil), Director

OTHER DIRECTORSHIPS AND FUNCTIONS HELD FROM 2016 TO 2020 AND WHICH HAVE EXPIRED

None



NICOLAS EYT

MAIN FUNCTION: DIRECTOR OF INTERNATIONAL DEVELOPMENT AND COORDINATION OF STRATEGIC INSURANCE PROJECTS, LA BANQUE POSTALE

Age: 45 | **Nationality:** French

Education: INSEEC Bordeaux, DESS post-graduate degree from Paris IX Dauphine University

Business address: La Banque Postale, 115, rue de Sèvres, 75275 Paris Cedex 06, France

Number of CNP Assurances shares: 300

Membership of Committees of the Board of Directors: Audit and Risk Committee (member); Strategy Committee (member)

First elected to the Board of Directors: 4 March 2021

Current term expires: 2025

Attendance rate at Board meetings: Board of Directors: 100%; Strategy Committee: 100%

PROFESSIONAL EXPERIENCE

Nicolas Eyt began his career in 2001 in consulting and audit with Arthur Andersen and then Ernst & Young. In 2003, he joined the Finance department of Sogecap, the life insurance subsidiary of Société Générale. From 2006 to 2010, he served as Operations Director for the International Life Insurance business unit, before becoming Chief Financial Officer in 2010 of Société Générale's newly formed Insurance Division. In 2014, he was named Deputy Director then Director, Strategy & Business Development, in the International Retail Banking & Specialised Financial Services Division.

He has been Director of International Development and Coordination of Strategic Insurance Projects at La Banque Postale since 1 March 2021.

OTHER DIRECTORSHIPS AND FUNCTIONS

- La Banque Postale IARD (SA), Chairman of the Board of Directors

OTHER DIRECTORSHIPS AND FUNCTIONS HELD FROM 2016 TO 2020 AND WHICH HAVE EXPIRED

None



FRANÇOIS GÉRONDE

MAIN FUNCTION: CHIEF FINANCIAL OFFICER, LA BANQUE POSTALE

Age: 53 | **Nationality:** French

Education: École polytechnique

Business address: La Banque Postale, 115, rue de Sèvres, 75275 Paris Cedex 06, France

Number of CNP Assurances shares: 200

First elected to the Board of Directors: 4 March 2020

Current term expires: 2022⁽¹⁾

Attendance rate at Board meetings: Board of Directors: 79%

PROFESSIONAL EXPERIENCE

François Gérondé began his career in 1993 at the Société Générale group where he held various positions in the interest rates and equities markets in France and Japan.

In 1997, he joined Westdeutsche Landesbank as Deputy Director of the Trading Room.

In 2000, he took over responsibility for risk measurement and monitoring methodologies at Crédit Agricole SA in the Central Banking Risk Department.

In 2002, he joined the Le Groupe La Poste's Efiposte as a financial engineer before becoming Director of Risk Control in 2004.

From 2006, when La Banque Postale was created, to 2011, François Gérondé was Director of Market and Counterparty Risks. From 2009, in his capacity as Deputy to the Risk Director, he was responsible for the Operational Risk Department. In 2011, he was appointed Chief Risk Director of the La Banque Postale group. In January 2018, he took over the management of ongoing auditing and joined the Executive Committee of La Banque Postale.

Since 1 October 2019, François Gérondé has been Chief Financial Officer and member of the Executive Committee of La Banque Postale.

OTHER DIRECTORSHIPS AND FUNCTIONS

- Fonds de Garantie des Dépôts et de Résolution (guarantee fund), permanent representative of La Banque Postale, member of the Supervisory Board, member of the Audit Committee
- La Banque Postale Asset Management (SA), member of the Supervisory Board, Chairman of the Audit and Risk Committee
- La Banque Postale Asset Management Holding (SA), permanent representative of La Banque Postale, Director and member of the Yellow Committee
- La Banque Postale Assurances IARD (SA), member of the Board of Directors, member of the Audit and Risk Committee, member of the Finance Committee
- La Banque Postale Assurance Santé (SA), permanent representative of La Banque Postale, Director, member of the Audit and Risk Committee
- La Banque Postale Prévoyance (SA), Director and Chairman of the Audit and Risks Committee

OTHER DIRECTORSHIPS AND FUNCTIONS HELD FROM 2016 TO 2020 AND WHICH HAVE EXPIRED

- Suffren Ré (SA), permanent representative of SF2, Director
- La Banque Postale Home Loan SFH (SA), Chairman of the Board of Directors
- Sèvres LBP 1 (SA), permanent representative of SF2, Director
- Sèvres LBP 2 (SA), permanent representative of SF2, Director
- SF2 (SA), Director, Chief Executive Officer

⁽¹⁾ Re-election until 2026 proposed at the Annual General Meeting of 22 April 2022



LAURENCE GUITARD

DIRECTOR REPRESENTING EMPLOYEES

MAIN FUNCTION: CUSTOMER RELATIONSHIP MANAGER AT CNP ASSURANCES' BPCE BU

Age: 61 | **Nationality:** French

Education: *École Nationale d'Assurance* (school of insurance), French National Commission for Data Processing and Liberties

Business address: CNP Assurances, 4, place Raoul Dautry, 75015 Paris, France

Membership of Committees of the Board of Directors: Remuneration and Nominations Committee (member); Special Committee (member)

First elected to the Board of Directors: 28 April 2016

Current term expires: 2025

Attendance rate at Board meetings: Board of Directors: 93%;

Remuneration and Nominations Committee: 100%; Special Committee: 100%

PROFESSIONAL EXPERIENCE

Laurence Guitard began her career in 1982 with Alfred Herlicq & Fils, a construction company. In 1988, she joined France Télécom where she was responsible for operational tasks, reporting to the Direct Marketing Director.

She then acquired experience in the property sector, as a researcher with Rocval & Savills, a firm of property consultants (1989 to 1993) and as assistant to the Chairman of Cofradim, a property developer (1997 to 2000).

In 2001, she took up a position with Solving International, a strategy consulting firm, as assistant to the Deputy Chief Executive Officer responsible for the Insurance group.

In 2004, she joined the headquarters of Banque CIC (Bordelaise CIC) as assistant to the Director, Financial Engineering and Financial Operations.

Laurence Guitard joined the CNP Assurances Group in 2005, as assistant to the Deputy Chief Executive Officer responsible for Innovation, Property Management, Legal Affairs and Information Systems.

Since 2011, she has been responsible for data protection projects at CNP Assurances.

Since January 2020, she has been a customer relationship manager in the BPCE business unit at CNP Assurances in Angers.

OTHER DIRECTORSHIPS AND FUNCTIONS

None

OTHER DIRECTORSHIPS AND FUNCTIONS HELD FROM 2016 TO 2020 AND WHICH HAVE EXPIRED

None



PHILIPPE HEIM

MAIN FUNCTIONS: CHAIRMAN OF THE MANAGEMENT BOARD OF LA BANQUE POSTALE, AND DEPUTY CHIEF EXECUTIVE AND DIRECTOR OF FINANCIAL SERVICES AT LA POSTE

Age: 54 | **Nationality:** French

Education: ESCP Europe business school, degree in moral and political philosophy from Sorbonne University, *Institut d'études politiques de Paris*, *École nationale d'administration*

Business address: La Banque Postale, 115, rue de Sèvres, 75275 Paris Cedex 06, France

Membership of Committees of the Board of Directors: Strategy Committee (member); Remuneration and Nominations Committee (member)

First elected to the Board of Directors: 24 September 2020

Current term expires: 2022⁽¹⁾

Attendance rate at Board meetings: Board of Directors: 100%;
Remuneration and Nominations Committee: 100%; Strategy Committee: 75%

PROFESSIONAL EXPERIENCE

Philippe Heim began his career in 1997 as a civil servant with the French Ministry of the Economy and Finance, where he held several positions before transferring to the French Embassy in Singapore as Economic Advisor. In 2003, he was named Technical Advisor to Francis Mer, who at the time was French Minister of the Economy, Finance and Industry. The following year, he became Budget Advisor to Nicolas Sarkozy, who had replaced Francis Mer as Minister of the Economy, Finance and Industry, and in 2004 he was promoted to the position of Deputy Chief of Staff then Chief of Staff for Jean-François Copé, Budget Minister and Government Spokesperson.

In 2007, he joined Société Générale as Senior Banker in charge of Global Relations, responsible for strategic client relationships at SG CIB, and in 2009 he became Director, Strategy and M&A, in the group's strategy and finance departments.

In 2013, he was promoted to the position of group Chief Financial Officer and member of the Executive Committee.

From May 2018 to August 2020, Philippe Heim served as Deputy Chief Executive Officer in charge of International Retail Banking activities, Financial Services and Insurance.

Since 1 September 2020, he has been Chairman of the Executive Board of La Banque Postale, and Executive Vice-President of Le Groupe La Poste.

OTHER DIRECTORSHIPS AND FUNCTIONS

- BPE (SA), Chairman of the Supervisory Board and of the Remuneration and Nominations Committee
- CRSF Métropole (SCI), permanent representative of La Banque Postale, legal manager
- CRSF DOM (SCI), permanent representative of La Banque Postale, legal manager
- La Banque Postale Asset Management (SA), Chairman of the supervisory board, member of the remuneration and nominations committee
- La Banque Postale Asset Management Holding (SA), Chairman of the Board of Directors
- L'Envol, Le Campus de La Banque Postale (non-profit organisation), Vice-Chairman of the Board of Directors
- Ma French Bank (SA), Chairman of the Board of Directors
- SCI Tertiaire Saint Romain (SCI), permanent representative of La Banque Postale, legal manager

OTHER DIRECTORSHIPS AND FUNCTIONS HELD FROM 2016 TO 2020 AND WHICH HAVE EXPIRED

- ALD Automotive, Chairman of the Board of Directors (*term expired August 2020*)
- Inter Europe Conseil, Director, Chief Executive Officer (*term expired April 2019*)
- SG Marocaine de Banque, member of the Supervisory Board (*term expired June 2019*)
- BRD (Romania), director (*term expired November 2019*)
- Rosbank (Russian Federation), Director (*term expired August 2020*)
- Société Générale, Deputy Chief Operating Officer (*term expired August 2020*)
- SOGECAP, Chairman of the Board of Directors (*term expired August 2020*)

(1) Re-election until 2026 proposed at the Annual General Meeting of 22 April 2022



PERRINE KALTWASSER, PERMANENT REPRESENTATIVE OF LA BANQUE POSTALE

MAIN FUNCTION: DEPUTY MANAGING DIRECTOR IN CHARGE OF RISKS, COMPLIANCE AND SUPERVISION OF THE LA BANQUE POSTALE CONGLOMERATE

Age: 41 | **Nationality:** French

Education: *École polytechnique, ENSAE*

Business address: La Banque Postale, 115, rue de Sèvres, 75275 Paris Cedex 06, France

Number of CNP Assurances shares: 200

Membership of committees of the Board of Directors of CNP Assurances: Audit and Risk Committee (member)

Permanent representative of Sopassure: from 26 September 2019 to 17 November 2020

Permanent representative of La Banque Postale: since 18 September 2020

First election of La Banque Postale to the Board of Directors: 18 November 2020

Current term of La Banque Postale expires: 2025

Attendance rate at Board meetings: Board of Directors: 100%; Audit and Risk Committee: 100%

PROFESSIONAL EXPERIENCE

Perrine Kaltwasser became an insurance auditor in 2004. The same year she joined the financial services unit attached to the French embassy in the United States. In 2005, she took up a position with the French insurance supervisor (Autorité de Contrôle des Assurances et des Mutuelles) before moving to EIOPA in 2009, first as a member of the Solvency II team responsible for issues concerning the control of insurance groups and then as project manager for the fifth Solvency II impact study. She also participated in negotiating level 2 texts at the European Commission.

She joined the French banking and insurance supervisor (Autorité de Contrôle Prudentiel et de Résolution) in September 2011 as unit manager in the Mutual Banks and Insurers and Investment Firms Control department, then moved to the ECB in April 2014 as Division Manager in the Microprudential Supervision department.

In December 2018, she became Director of Capital Management and Conglomerate at La Banque Postale and Deputy Director of Balance Sheet Management.

She served as Group Chief Risk Officer at La Banque Postale from February 2020 and on 2 November 2021 was appointed Deputy Managing Director in charge of risks, compliance and supervision of the conglomerate.

She has been permanent representative of La Banque Postale since November 2020; prior to that, she was permanent representative of Sopassure.

OTHER DIRECTORSHIPS AND FUNCTIONS

None

OTHER DIRECTORSHIPS AND FUNCTIONS HELD FROM 2016 TO 2020 AND WHICH HAVE EXPIRED

None



CHAHAN KAZANDJIAN

DIRECTOR REPRESENTING EMPLOYEES

MAIN FUNCTION: SALES TRAINING MANAGER, BU LBP, CNP DEVELOPMENT
DEPARTMENT, PEDAGOGICAL ENGINEERING

Age: 54 | **Nationality:** French

Education: *Institut d'études politiques de Paris* (economics and finance graduate), DEA (Master 2) in Business Strategy from ESCP Business School/Paris II Assas

Business address: CNP Assurances, 4, place Raoul Dautry, 75015 Paris, France

Membership of Committees of the Board of Directors: Special Committee (member)

First elected to the Board of Directors: 16 April 2021

Current term expires: 2025

Attendance rate at Board meetings: Board of Directors: 100%; Special Committee: 100%

PROFESSIONAL EXPERIENCE

Chahan Kazandjian began his career in hospital management in January 1994 (after passing the EDH hospital director entrance exam in 1993), at the Centre Hospitalier de Rambouillet, as assistant to the head of finance, customer relations and communications.

After resuming his studies (post-graduate degree in Business Strategy), in 1996, he joined the MSD Chibret laboratory and oversaw the hospital and clinic sales administration sector in France. In 1997, he joined the IT systems integration consulting company, Mag Info, as a sales representative. After working in a marketing and communications consulting agency specialising in the seniors market, he joined Kurt Salmon in 2000, a consulting firm specialised in setting up ERP and CRM solutions.

He then moved into training and worked from 2002 to 2006 in the French national education system teaching marketing, sales and management to students studying for a vocational certificate in those fields.

In October 2006, he joined CNP Assurances as sales training manager, first in the sales development department, and then from 2014 within the LBP business unit – Development Department, Pedagogical Engineering.

OTHER DIRECTORSHIPS AND FUNCTIONS

None

OTHER DIRECTORSHIPS AND FUNCTIONS HELD FROM 2016 TO 2020 AND WHICH HAVE EXPIRED

None



CHRISTIANE MARCELLIER

MAIN FUNCTION: CHIEF EXECUTIVE OFFICER OF JD4C CONSEIL

Age: 65 | **Nationality:** French

Education: Paris IX Dauphine University

Business address: JD4C Conseil, 11, rue Lalo, 75116 Paris, France

Number of CNP Assurances shares: 200

First elected to the Board of Directors: 4 March 2020

Current term expires: 2024

Attendance rate at Board meetings: Board of Directors: 100%

PROFESSIONAL EXPERIENCE

Christiane Marcellier began her career as a financial analyst specialising in banking, insurance, holding companies and real estate. At the same time, she managed the research departments of European stock exchange companies. Over 15 years, she acquired proven expertise in listed companies (vice-presidency of the SFAF (French Financial Analysts Association)) and a thorough understanding of FIG sectors, which led her to successively join the Strategy Department of Paribas in 1997, then in 2000 that of CNCE, which became BPCE. In this capacity, she took part in the strategic negotiations of the Caisse d'Epargne group, particularly in relation to the insurance business and the creation of Sopassure, of which she is a Director. In 2004, Christiane Marcellier was appointed head of the insurance business unit for the Caisse d'Epargne group, which comprises seven insurance companies (including CNP Assurances), and in this capacity was a member of the Executive Committee of the French Federation of Insurance (Fédération française de l'assurance – FFA, formerly FFSA).

Having played a significant role in the development of ABN AMRO in southern Europe, Christiane Marcellier created JD4C Conseil in 2008, a consulting and investment company in transformation projects with a technological component.

From 2001 to 2018, she was successively client, consultant, and Director of the Financière CEP brokerage group, becoming Chairwoman of the Board of Directors in 2016.

OTHER DIRECTORSHIPS AND FUNCTIONS

- Navya (listed company), Vice Chairman and independent member of the Supervisory Board, member of the Audit Committee
- Ostrum Asset Management (SA), Director, member and Chair of the Compliance, Risk and Internal Control Committee, member of the Audit Committee
- BPE (SA), independent director, member of the Risk Committee, member of the Audit Committee and member of the Remuneration and Nominations Committee

OTHER DIRECTORSHIPS AND FUNCTIONS HELD FROM 2016 TO 2020 AND WHICH HAVE EXPIRED

- La Banque Postale Asset Management (SA), Director (*term expired June 2020*), member of the Strategy Committee, member of the Audit Committee and Chair of the Remuneration and Nominations Committee (*term expired June 2020*)
- Financière CEP (SA), Chairwoman of the Executive Board and Chairwoman of the group's subsidiaries (*term expired 2018*)



LAURENT MIGNON

MAIN FUNCTION: CHAIRMAN OF THE MANAGEMENT BOARD OF BPCE

Age: 58 | **Nationality:** French

Education: HEC, Stanford Executive Program

Business address: BPCE, 50, avenue Pierre-Mendès France 75013 Paris, France

Membership of Committees of the Board of Directors: Remuneration and Nominations Committee (member)

First elected to the Board of Directors: 15 May 2018

Current term expires: 2022⁽¹⁾

Attendance rate at Board meetings: Board of Directors: 79%;

Remuneration and Nominations Committee: 71%

PROFESSIONAL EXPERIENCE

After graduating from HEC and following the Stanford Executive Program, Laurent Mignon spent more than ten years with Banque Indosuez, where he held various positions in the trading and investment banking areas. In 1996, he moved to London to take up a position with Schroders Bank, before joining AGF in 1997 as Chief Financial Officer and, from 1998, member of the Executive Committee. He became head of Investments, Banque AGF, AGF Asset Management and AGF Immobilier in 2002, head of Life Insurance, Financial Services and Credit Insurance in 2003 and Chief Executive Officer and Chairman of the Executive Committee in 2006. In September 2007, he moved to Oddo & Cie as Managing Partner.

He was Chief Executive Officer of Natixis between 2009 and 2018, becoming a member of the BPCE Management Board in 2013. Since 1 June 2018, Laurent Mignon has been Chairman of the Management Board of BPCE.

OTHER DIRECTORSHIPS AND FUNCTIONS

- Arkema (listed SA), Director
- AROP (Association pour le Rayonnement de l'Opéra National de Paris), Director
- CE Holding Promotion (SAS), Chairman
- FIMALAC (listed company), censor
- Natixis (listed company), Chairman of the Board of Directors and member of the Strategy Committee
- ODDO BHF (SCA), censor

OTHER DIRECTORSHIPS AND FUNCTIONS HELD FROM 2016 TO 2020 AND WHICH HAVE EXPIRED

- Sopassure (SA), Director (*term expired 2 January 2020*)
- Crédit Foncier de France (CFF) (SA), Chairman of the Board of Directors (*term expired 31 July 2019*)
- Coface (SA), Chairman of the Board of Directors (*term expired 15 June 2018*)
- Lazard Ltd (listed SA), Director (*term expired 19 April 2016*)
- Natixis (listed SA), Chief Executive Officer (*term expired 31 May 2018*)
- Natixis Assurances (SA), Chairman of the Board of Directors (*term expired 7 June 2018*)
- Natixis Investment Managers (SA), Chairman of the Board of Directors (*term expired 28 May 2018*)
- Peter J. Solomon Company LLC, Director (*term expired 30 May 2018*)

⁽¹⁾ Re-election until 2026 proposed at the Annual General Meeting of 22 April 2022



STÉPHANE PALLEZ

**MAIN FUNCTION: CHAIR AND CHIEF EXECUTIVE OFFICER,
LA FRANÇAISE DES JEUX (LISTED COMPANY)**

Age: 62 | **Nationality:** French

Education: *Institut d'études politiques de Paris, École nationale d'administration*

Business address: La Française des Jeux, 3-7, quai du Point-du-Jour 92560 Boulogne-Billancourt Cedex, France

Number of CNP Assurances shares: 200

Membership of Committees of the Board of Directors: Audit and Risk Committee (Chair); Strategy Committee (member); Follow-up Committee on the Implementation of the BPCE and La Banque Postale Partnerships (member); Special Committee (member)

First elected to the Board of Directors: 5 April 2011

Current term expires: 2024

Attendance rate at Board meetings: Board of Directors: 86%; Audit and Risk Committee: 100%;

Strategy Committee: 100%; Follow-up Committee on the Implementation of the BPCE and LBP Partnerships: 0%;

Special Committee: 100%

PROFESSIONAL EXPERIENCE

Stéphanie Pallez began her career in 1984 and served as a Technical Advisor on industrial matters in the Office of the Minister for the Economy and Finance between 1991 and 1993. She spent time at the Directorate General of the Treasury as Deputy Director of Insurance between 1995 and 1998, and Deputy Director in charge of State Investments between 1998 and 2000. She was appointed head of European and International Affairs at the Treasury department in 2000 and in this capacity served as Chair of the Club de Paris and a Director of the European Investment Bank (EIB). In April 2004, Stéphanie Pallez was appointed as Deputy Chief Financial Officer at France Télécom Orange, with responsibility for financing and treasury strategy, cash management, tax, internal audit, risk management, internal control, fraud prevention, and financial reporting.

Between 2011 and January 2015, she was Chairman and Chief Executive Officer of Caisse Centrale de Réassurance.

Stéphanie Pallez has been Chairman of the Board and Chief Executive Officer of La Française des Jeux since November 2014.

OTHER DIRECTORSHIPS AND FUNCTIONS

- Conservatoire National Supérieur de Musique et de Danse de Paris (CNSMODP), Chairwoman of the Board of Directors
- Eurazeo (listed SA), member of the supervisory board, audit committee and CSR committee
- RAISESHERPAS Endowment fund, Director

OTHER DIRECTORSHIPS AND FUNCTIONS HELD FROM 2016 TO 2020 AND WHICH HAVE EXPIRED

- ENGIE (formerly GDF-Suez) (listed SA), representative of the French State, Director (*term expired 18 May 2018*)



ROSE-MARIE VAN LERBERGHE

MAIN FUNCTION: COMPANY DIRECTOR

Age: 75 | **Nationality:** French

Education: *Institut d'études politiques de Paris, École nationale d'administration, INSEAD, École normale supérieure*, history graduate and philosophy professor

Business address: 33, rue Frémicourt, 75015 Paris, France

Number of CNP Assurances shares: 200

Membership of Committees of the Board of Directors: Remuneration and Nominations Committee (Chair); Follow-up Committee on the Implementation of the BPCE and La Banque Postale Partnerships (member); Special Committee (member)

First elected to the Board of Directors: 25 September 2013

Current term expires: 2025

Attendance rate at Board meetings: Board of Directors: 100%;

Remuneration and Nominations Committee: 100%;

Follow-up Committee on the Implementation of the BPCE and LBP Partnerships: 100%;

Special Committee: 100%

PROFESSIONAL EXPERIENCE

Rose-Marie Van Lerberghe worked as Inspector General of Social Affairs and Deputy Director for the Defence and Promotion of Employment in the Employment department of the French Ministry of Labour.

In 1986, she joined BSN-Danone, where she held various management positions including Chief Executive Officer of two subsidiaries, Les Verreries de Masnières, with 800 employees and €92 million in revenues (1990-1992), and L'Alsacienne, with 1,000 employees and €185 million in revenues. She then served as Human Resources Director of the Danone group from 1993 to 1996.

In 1996, she returned to the public sector, as General Delegate for Employment and Vocational Training at the French Ministry of Labour and Social Affairs.

She then became Chief Executive of the Paris public hospitals authority (Assistance Publique - Hôpitaux de Paris). Between 2006 and December 2011, she served as Chair of the Management Board of the Korian Group.

She was Chairwoman of the Board of Directors of Institut Pasteur (Foundation) between 2013 and 2016 and a senior advisor at BPI Group between 2015 and 2018.

OTHER DIRECTORSHIPS AND FUNCTIONS

- Bouygues (listed SA), Director
- Fondation Paris Université, Chairwoman
- Groupe Hospitalier Paris Saint Joseph (private healthcare institution), Director
- Klépierre (listed company), Vice Chair of the Supervisory Board
- Orchestre des Champs Élysées, Chairwoman of the Board of Directors
- La Française des Jeux (listed company), Chairwoman of the Fit and Proper Review Committee

OTHER DIRECTORSHIPS AND FUNCTIONS HELD FROM 2016 TO 2020 AND WHICH HAVE EXPIRED

- Air France (listed SA), Director (*term expired 2016*)
- BPI Group, senior advisor (*term expired 2018*)
- Casino (listed SA), Director (*term expired 2016*)
- Conseil Supérieur de la Magistrature, member (*term expired 2016*)
- Institut Pasteur (Foundation), Chair of the Board of Directors (*term expired October in 2016*)



PHILIPPE WAHL

MAIN FUNCTION: CHAIRMAN AND CHIEF EXECUTIVE OFFICER OF LA POSTE

Age: 66 | **Nationality:** French

Education: *Institut d'études politiques de Paris*, postgraduate degree in monetary and financial economics, *École Nationale d'Administration*

Business address: La Poste, 9, rue du Colonel Pierre-Avia, 75015 Paris, France

Number of CNP Assurances shares: 200

Membership of Committees of the Board of Directors: Remuneration and Nominations Committee (member)

First elected to the Board of Directors: October 1999

Current term expires: 2022⁽¹⁾

Attendance rate at Board meetings: Board of Directors: 64%;
Remuneration and Nominations Committee: 86%

PROFESSIONAL EXPERIENCE

Philippe Wahl began his career in 1984 as Auditor and Master of Petitions (*maître des requêtes*) at the Conseil d'État. In 1986 he was advisor to the President of the French Securities and Exchange Commission (AMF, formerly Commission des opérations de Bourse), and in 1989 he joined the office of Prime Minister Michel Rocard as technical advisor responsible for economic, financial and tax affairs. In 1991, he served as advisor to the Chairman of Compagnie Bancaire, before being appointed member of the Steering Committee in 1992 and Deputy Chief Executive Officer in 1994. In 1997, he took responsibility for specialised financial services at Paribas and became a member of the bank's Executive Committee. In 1999, Philippe Wahl was appointed Chief Executive Officer of Caisse Nationale des Caisses d'Épargne (CNCE).

As such, he was appointed Chairman of Sopassure, Chairman of the Board of Directors of Ecureuil Assurances IARD and member of the Supervisory Board of CDC IXIS and CNP Assurances. He was appointed Chief Executive Officer of the Havas group in 2005, and became Vice-Chairman of the Bolloré group in 2006. In January 2007, Mr Wahl joined Royal Bank of Scotland (RBS) as Managing Director for France. In March 2008, he was appointed as an advisor to the RBS Global Banking and Markets Board in London. In December 2008, he became Chief Executive Officer of RBS for France, Belgium and Luxembourg.

From January 2011 to September 2013, he was Chairman of the Management Board of La Banque Postale and Deputy Chief Executive Officer of Le Groupe La Poste.

Philippe Wahl has been Chairman and Chief Executive Officer of La Poste since September 2013.

OTHER DIRECTORSHIPS AND FUNCTIONS

- Géopost (SA), representative of La Poste, Director
- Institut Montaigne (non-profit organisation), member of the Steering Committee
- La Banque Postale (SA), Chairman of the Supervisory Board, member of the Nominations Committee and member of the Remuneration Committee.
- La Poste Silver (SASU), member of the Strategy Committee
- L'Envol le Campus de La Banque Postale (non-profit organisation), Director
- Poste Immo (SA), representative of La Poste, Director

OTHER DIRECTORSHIPS AND FUNCTIONS HELD FROM 2016 TO 2020 AND WHICH HAVE EXPIRED

- Sopassure (SA), Director (*term expired 2 January 2020*)

⁽¹⁾ Re-election until 2026 proposed at the Annual General Meeting of 22 April 2022

Remuneration of corporate officers

The remuneration packages of CNP Assurances' Chairwoman of the Board of Directors and Chief Executive Officer are decided by the Board of Directors and the General Meeting, according to a decision process that complies with the recommendations of the AFEP-MEDEF Corporate Governance Code and Article L.22-10-8 of the French Commercial Code.

Remuneration of the Chairwoman of the Board of Directors and the Chief Executive Officer

In compliance with the Solvency II governance system in force at CNP Assurances, the Board of Directors has approved a remuneration policy that formally embodies a set of remuneration principles applicable to the Company's employees, risk-takers and corporate officers.⁽¹⁾

The specific policies applicable to the Chairwoman of the Board of Directors and the Chief Executive Officer are part of this broad policy and are decided by the Board of Directors.

These policies are aligned with the Company's corporate interests because the remuneration provided for therein is closely linked to the work the officers perform and their active

involvement. The remuneration amounts are also very reasonable compared with executive remuneration at most listed companies included in the SBF 120 index.

The remuneration policies applicable to the Chairwoman of the Board of Directors and the Chief Executive Officer:

- contribute to the Company's sustainability by setting objectives for the Chief Executive Officer concerning CNP Assurances' long-term development;
- are consistent with the Group's strategy as they set objectives that are aligned with the Group's strategic objectives.

Remuneration policy applicable to the Chief Executive Officer

Principles

The Chief Executive Officer receives a fixed salary and a variable bonus. If a Chief Executive Officer is appointed in the latter part of the year, the decision may be made not to award him or her any variable compensation for that year, due to the limited period between his or her appointment and the year-end, which makes it difficult to determine qualitative and quantitative objectives for the period concerned.

He or she may participate in the benefit plan open to all employees and covering death/disability insurance and medical insurance, and may also be given the use of a company car.

Where applicable, the Board of Directors reserves the right to decide on an additional allocation of remuneration. The Board of Directors will give reasons for any such allocation to the Chief Executive Officer.

In the event of exceptional circumstances not taken into account or not reflected in the parameters, criteria or benchmarks initially provided for and in this policy for annual variable remuneration, the Board of Directors, on the recommendation of the Remuneration and Nominations Committee, may decide to adapt and adjust these parameters, criteria or benchmarks, in particular upwards or downwards, to take into account the impact of these circumstances.

In such a case, the Board of Directors will ensure that the purpose of such adjustments (i) is to reasonably restore the balance or objective originally sought, adjusted for the expected impact of the event on the period concerned and (ii) remains in line with the Company's interest, strategy and prospects. The justification and explanation of the adjustments decided upon will be disclosed.

⁽¹⁾ Person whose activities have an impact on the Company's risk profile, including the persons who effectively run the business and the holders of the four key functions

In order to ensure that the Chief Executive Officer's remuneration is aligned with the Company's strategic objectives and with the objective of sound and efficient risk management, the variable component is:

Flexible	Application of this principle may result in no variable bonus being paid for a given year.
Deferred	Payment of 40% of the variable bonus for a given year, as decided the following year, is deferred over three years, with 20% paid the first year, 10% the second year and 10% the third year.
Conditional and modulated	<p>The variable bonus may be "adjusted downwards based on current and future risks, taking into account the Company's risk profile and cost of capital."</p> <p>The Chief Executive Officer's variable bonus is subject to:</p> <ul style="list-style-type: none"> • performance conditions (quantitative and qualitative targets). In addition, in line with the principle applicable to all risk-takers, if the Group reports an attributable net loss, payment of half of the portion of the deferred bonus that should have been paid the following year is postponed by one year. Then, if the attributable net profit reported the following year does not fully offset the loss, the postponed deferred bonus payment is forfeited; • compliance with internal and external rules and ethical standards. The Chief Executive Officer would forfeit all or part of his deferred remuneration in the event of any disciplinary sanction, equivalent measure or formal action resulting from his failure to comply with the internal rules (procedural rules, ethical or professional standards) or external rules that apply to him.

Rules adopted by the Board of Directors

Each year, the Board of Directors sets the Chief Executive Officer's salary and bonus based on the level of achievement of qualitative and quantifiable objectives set by the Board.

His or her salary is capped at €450,000 and his or her variable bonus for 2021 and 2022 is capped at €150,000.

Details of the policy adopted by the Board of Directors and the resulting remuneration paid or awarded to the Chief Executive Officer are presented below. Payment of his 2021 variable bonus is subject to shareholder approval at the 2022 Annual General Meeting.

Remuneration policy applicable to the Chairwoman of the Board of Directors

Principles

The remuneration of the Chairwoman of the Board of Directors consists of a fixed payment. He or she may participate in the benefit plan open to all employees and covering death/disability insurance and medical insurance, and may also be given the use of a company car.

Rules adopted by the Board of Directors

Each year, the Board of Directors decides on the remuneration to be paid to the Chairman/Chairwoman. After remaining unchanged at €250,000 between 2012 and 2015, the remuneration amount was increased to €280,000 in 2016 and then to €350,000 in 2020, and will remain unchanged at €350,000 for 2021 and 2022.

The Chairwoman does not receive any remuneration for participating in meetings of the Board and the committees of the Board.

Remuneration policy applicable to the members of the Board of Directors

Principles

The remuneration allocated to each director is based on the total amount awarded to the Board at the Annual General Meeting.

Since 2015, this amount has been set at €830,000 per year (resolution adopted by the Annual General Meeting of 28 April 2016). At the General Meeting of 22 April 2022, the shareholders will be asked to increase this amount in respect of 2022 and subsequent years.

The amount allocated to individual directors is based on their attendance rate at meetings, with the chair of each meeting of a Committee of the Board receiving double the amount allocated to the other members.

Rules adopted by the Board of Directors

In 2021, the allocated amounts were as follows:

- €3,800 for each meeting of the Board of Directors and €3,050 for each meeting of a Committee of the Board (where applicable) attended by the director;
- €3,050 for each meeting of a Board Committee chaired by the director.

The Board of Directors' Meeting of 18 December 2007 decided to pay directors as follows: the first payment is for meetings of the Board and the Committees held during the first half of the year and is made at the end of the first half; the second payment is for meetings held during the second half of the year and is made at the beginning of the following year.

Gross remuneration of the Chairman/Chairwoman of the Board

(in euros)

	2020				2021	
	Payable ⁽¹⁾		Paid ⁽²⁾		Payable ⁽¹⁾	Paid ⁽²⁾
Jean-Paul Faugère, Chairman of the Board of Directors until 15 July 2020	Jean-Paul Faugère	Véronique Weill	Jean-Paul Faugère	Véronique Weill	Véronique Weill	Véronique Weill
Salary	151,159	147,101	151,159	147,101	350,000	350,000
Annual variable bonus	None	None	None	None	None	None
Special bonus	None	None	None	None	None	None
Remuneration allocated to directors	None	None	None	None	None	None
Benefits in kind	-	-	-	-	-	-
Sub-total	151,159	147,101	151,159	147,101	350,000	350,000
TOTAL	298,260		298,260		350,000	350,000

(1) The "Payable" columns indicate the remuneration awarded to the Chairman/Chairwoman for the duties performed in each year concerned, regardless of the payment date

(2) The "Paid" columns indicate the total remuneration paid to the Chairman/Chairwoman for the duties performed in each of those years

Gross remuneration of the Chief Executive Officer

(in euros)

	2020		2021			
	Payable ⁽¹⁾	Paid ⁽²⁾	Payable ⁽¹⁾		Paid ⁽²⁾	
Antoine Lissowski, Chief Executive Officer until 16 April 2021						
Stéphane Dedeyan, Chief Executive Officer since 16 April 2021	Antoine Lissowski	Antoine Lissowski	Antoine Lissowski	Stéphane Dedeyan	Antoine Lissowski	Stéphane Dedeyan
Salary	400,000	400,000	116,667	319,643	116,667	319,643
Annual variable bonus ⁽³⁾	40,000	30,000	14,583	104,125	42,140	-
Exceptional remuneration ⁽⁴⁾	0	0	None	60,000	None	None
Remuneration allocated to directors	0	0	None	None	None	None
Benefits in kind ⁽⁵⁾	-	-	-	8,698	-	8,698
Sub-total	440,000	430,000	131,250	492,466	158,807	328,341
TOTAL	440,000	430,000	623,716		487,148	

(1) The "Payable" columns indicate the remuneration awarded to the Chief Executive Officer for the duties performed in each year concerned, regardless of the payment date. Antoine Lissowski's 2020 bonus of €40,000 was paid after deducting the €16,693 in remuneration he received from CNP Seguros Holding Brasil in 2020 in his capacity as member of its Board during that year

(2) The "Paid" columns indicate the total remuneration paid to the Chief Executive Officer for the duties performed in each of those years

(3) Payment of Antoine Lissowski's 2021 variable bonus is subject to shareholder approval at the 2022 Annual General Meeting

(4) In accordance with Article L.22-10-8 III, paragraph 2 of the French Commercial Code and in view of the exceptional circumstances relating to the simplified takeover bid announced by La Banque Postale

(5) This amount relates to the senior executive loss of employment insurance policy which will cover Stéphane Dedeyan as from 2022

Significant events in 2021

The following review of selected significant events of the year provides insight into CNP Assurances' choices and performance. The presentation by topic is followed by a chronological list of press releases and source publications.

Governance

On 16 February 2021, the Board of Directors appointed **Stéphane Dedeyan** as Chief Executive Officer of CNP Assurances. He took over from Antoine Lissowski, who was taking retirement upon expiry of his appointment, at the close of Annual General Meeting on 16 April 2021.

One of the major projects led by Antoine Lissowski was the integration of CNP Assurances in La Banque Postale.

On 4 March 2020, as part of the project to create a major state-owned financial group, La Banque Postale acquired a 62.13% stake in CNP Assurances, alongside BPCE (16.11%) and individual and institutional investors (21.76%).

On 28 October 2021, La Banque Postale announced its intention to buy out Groupe BPCE's interest in CNP Assurances and then file with the AMF a simplified tender offer for the CNP Assurances' shares held by minority shareholders, to be followed by a squeeze-out procedure. CNP Assurances' Board of Directors decided to set up a special committee to monitor the progress of the tender offer and appointed an independent expert, Ledouble, to assess the offer's financial terms.

On 16 December 2021, La Banque Postale increased its ownership of CNP Assurances to 78.9% by buying out Groupe BPCE's 16.1% interest.

The 2021 results provide early confirmation of the integrated bancassurance model's success. Unit-linked sales by the La Banque Postale network in 2021 amounted to €2,243 million (up 85.9% versus 2020), and accounted for 29.3% of total new money generated by the network. The target for PACTE transfers was met, with transfers of €3.2 billion recorded during the year.

The transfer to CNP Assurances of more than 20,000 Allianz France savings contracts distributed and managed by La Banque Postale deepened CNP Assurances' integration in La Banque Postale and confirmed its position as the expanded Group's sole insurer. CNP Assurances' change of ownership was approved by France's banking and insurance supervisor (ACPR) on 19 November 2021 and published in the Official Journal on 30 November 2021.

Buyout of MF Prévoyance minority interests

On 1 July 2021, CNP Assurances bought out the minority interests in MF Prévoyance for €30.1 million. The transaction did not result in a change of control of this subsidiary, which had been 65%-owned by CNP Assurances directly and indirectly since 2010, and 51% directly owned.

Development of international growth drivers

CNP Assurances is pursuing its growth strategy.

In Europe, an agreement to acquire Aviva's Italian life insurance businesses was signed in March 2021 and the deal was completed in December at a price of €543 million financed by equity. The transaction has enabled CNP UniCredit Vita to double its share of the life insurance market and become Italy's fifth largest life insurer. The partnership with CNP Santander will be extended from January 2022 to include Portugal, raising the total number of countries covered in the Europe excluding France region to 12.

In Brazil, the **Caixa Vida e Previdência**, joint venture created in application of the renewed distribution agreements with Caixa Econômica Federal, began operations on 1 January 2021. The joint venture has a 25-year exclusive agreement for the distribution of life and consumer credit life insurance and private pension plan products.

The new 20-year exclusive agreement for the distribution of **consórcio**⁽¹⁾ contracts in the Caixa Econômica Federal network was given the green light by the Brazilian Central Bank (BACEN) in July, allowing the new joint venture Administradora de Consórcios to begin operations.

Recognised financial strength

CNP Assurances' strong market position, its long-term exclusive distribution agreements with major banking partners, its integration in La Banque Postale and its consistent earnings performance have been praised by the rating agencies. **Moody's** has affirmed CNP Assurances' financial strength rating of A1: Stable outlook, and **Fitch Ratings** has affirmed its rating of A+: Stable outlook, while **S&P Global Ratings** has upgraded its rating to A+: Stable outlook.

The success of CNP Assurances' subordinated notes issues attests to the confidence of the financial markets. In March, the US\$700 million Restricted Tier 1 perpetual notes issue was placed with around 200 investors worldwide based on an order book totalling US\$2.7 billion. The notes were swapped into euros under a 10-year swap. In October, the €500 million Tier 2 subordinated notes issue due 12 October 2053 was placed with 55 investors based on a total order book of €0.9 billion.

(1) This unique product allows groups of homebuyers to pool their savings and lend money to each other over set time-periods so they can each borrow at below-market rates

Product innovations

CNP Assurances has been leveraging its innovation capabilities to fulfil its commitment to building a very high value-added customer and partner experience model. **The new term creditor insurance offer** launched in the BPCE network at the beginning of 2021 refreshes the insurance solution available to homebuyers. The expanded cover and increased number of options have proved very popular, as evidenced by the 230,000 new insurance applications received since it was introduced. In April, CNP Assurances launched the **"CNP Relance et Climat"** funds in an exclusive partnership with the Tikehau Capital fund. The unit-linked funds offer holders of life

insurance policies a unique opportunity to invest in private equity and to give meaning to their savings by helping French companies to bounce back from the Covid-19 crisis or by contributing to the energy transition. **Préfon received the PER TOP Bronze 2021** award in the "Best SRI contract" category for its Préfon-Retraite pension savings contract. This award recognises the quality of the responsible investment approach of CNP Assurances and its historical partner Préfon. **The Olo extranet**, built with and for CNP Assurances' broker partners, supports their business development by making it easier to put offers together and fulfil the brokers' duty of advice.

Supporting the real economy and government stimulus measures

CNP Assurances is seizing the opportunity of the post-Covid economic rebound to demonstrate its usefulness to the real economy. It is one of the 18 insurers that have geared up to help French SMEs and mid-caps to recover from the crisis and create jobs, through the **"Relance" government-backed stimulus loans**, and one of the 20 investors behind the €1.7 billion "Obligations Relance" fund that will invest in bounce-back bonds issued by French SMEs and mid-caps to finance their growth and transformation.

As a major investor in infrastructure assets in France, CNP Assurances has joined the consortium set up to acquire the **new Suez**. The consortium vehicle, in which Meridiam and GIP each hold 40% and Caisse des Dépôts and CNP Assurances together hold 20%, will support the development of water

distribution and waste management networks for the benefit of the environment and society. Caisse des Dépôts and CNP Assurances have also increased their joint stake in **GRTgaz**, a major player in gas transportation in Europe, to 39%. This infrastructure is essential to help France maintain a balanced energy mix as it pursues its net-zero emissions trajectory.

By acquiring a stake in **Orange Concessions**, alongside Orange, Banque des Territoires and EDF Invest, CNP Assurances will be able to offer policyholders recurring long-term returns. The investment also gives concrete expression to its commitment to act for an inclusive society by making fibre broadband available throughout France.

Climate and biodiversity strategy

CNP Assurances' pioneering commitment to the climate has gone up a notch.

To achieve its aim of making its investment portfolio carbon neutral by 2050, the Group has set ambitious new climate targets for 2025. After thermal coal, CNP Assurances is now turning its attention to non-conventional oil and gas, by electing not to make any new investments in these sectors. The Group also pays close attention to the environmental and social impacts of the companies in its portfolio, as evidenced by the results of its shareholder engagement policy. CNP Assurances is one of the first institutional investors to publish the biodiversity footprint of its investment portfolio, starting in 2021. By signing the Finance for Biodiversity Pledge, it has set new and challenging targets for the protection of biodiversity.

To alert governments to the urgent need for action, in June CNP Assurances joined 456 other investors in signing the "Global Investor Statement to Governments on the Climate Crisis" ahead of the G7 Conference and COP26. To promote a socially acceptable transition to low-carbon economies, it is a founding member of the first global coalition of engagement to support the just transition - Investors for a Just Transition. This demanding CSR policy has been recognised by MSCI and ISS-ESG, which awarded CNP Assurances the highest insurance industry ESG rating in 2021 and prior years.

Subsequent events

On 21 January 2022, the first Tier 3 subordinated notes issue of the year, in the amount of €500 million and with a seven-year maturity, was placed with over 90 investors. The issue was more than 2.2 times subscribed, with a total order book of €1.1 billion, testifying once again to the confidence of French (29%), European (64%) and international (7%) investors.

Agenda of the Ordinary and Extraordinary Annual General Meeting of 22 April 2022

Board of Directors' Management Report, Corporate Governance Report, Report on the Proposed Resolutions, Statutory Auditors' Reports

Ordinary resolutions

1. Approval of the financial statements of the Company for the year ended 31 December 2021
2. Approval of the consolidated financial statements for the year ended 31 December 2021
3. Appropriation of 2021 profit and setting of the dividend
4. Approval of undertakings to indemnify directors of CNP Assurances who are corporate officers of the Group's Brazilian companies
5. Approval of the agreement to sell L'Âge d'Or Expansion (subsidiary of CNP Assurances) to La Poste Silver (subsidiary of La Poste)
6. Approval of shareholders' agreements with Caisse des Dépôts in connection with the joint acquisition of a stake in the share capital of a new company to be created by Suez ("New Suez")
7. Approval of the agreement to acquire from Allianz Vie and Génération Vie portfolios of insurance policies sold by the La Banque Postale network in the period to 2019
8. Approval of agreements with La Banque Postale related to the acquisition from Allianz Vie and Génération Vie of portfolios of insurance policies sold by the La Banque Postale network in the period to 2019
9. Approval of the addenda to the partnership agreements with La Banque Postale and BPE concerning term creditor insurance
10. Approval of the addendum to the partnership agreement with La Banque Postale Prévoyance concerning term creditor insurance
11. Approval of an addendum to a shareholders' agreement with Caisse des Dépôts in connection with the acquisition of an additional stake in GRTgaz
12. Approval of an agreement concerning an investment in a residential property fund set up by CDC Habitat (a subsidiary of Caisse des Dépôts)
13. Approval of the addendum to a reinsurance treaty with Arial CNP Assurances (ACA) covering the planned transfer of the contract with EDF from ACA to CNP Assurances
14. Management mandate and ORT services agreement with Ostrum AM
15. Other related party agreements governed by Articles L.225-38 *et seq.* of the French Commercial Code
16. Approval of the remuneration policy applicable to the Chairwoman of the Board of Directors
17. Approval of the remuneration policy applicable to the Chief Executive Officer
18. Approval of the remuneration policy applicable to the members of the Board of Directors
19. Approval of the remuneration paid or awarded to the Chairwoman of the Board of Directors, the Chief Executive Officer and the members of the Board of Directors for the year ended 31 December 2021, and the components of their remuneration
20. Approval of the components of the remuneration and benefits paid or awarded to Véronique Weill, Chairwoman of the Board of Directors, for the year ended 31 December 2021
21. Approval of the components of the remuneration and benefits paid or awarded for the year ended 31 December 2021 to Antoine Lissowski, Chief Executive Officer until 16 April 2021
22. Approval of the fixed and variable components of the remuneration and benefits paid or awarded for the year ended 31 December 2021 to Stéphane Dedeyan, Chief Executive Officer since 16 April 2021
23. Increase in the total directors' fees awarded to the Board of Directors
24. Ratification of the appointment of Jean-François Lequoy as director to replace Jean-Yves Forel
25. Ratification of the appointment of Amélie Breitburd as director to replace Jean-François Lequoy

- 26. Re-election as director of Amélie Breitburd
- 27. Ratification of the appointment of Bertrand Cousin as director to replace Tony Blanco
- 28. Re-election as director of Bertrand Cousin
- 29. Re-election as director of François Géronde
- 30. Re-election as director of Philippe Heim
- 31. Re-election as director of Laurent Mignon
- 32. Re-election as a director of Philippe Wahl
- 33. Re-appointment as Statutory Auditor of Mazars
- 34. Appointment as Statutory Auditor of KPMG SA
- 35. Authorisation for the Board of Directors to implement a share buyback programme, except when a takeover bid for the Company is in progress

Extraordinary resolutions

- 36. Renewal of the 26-month delegation of competence to the Board of Directors to increase the share capital by up to €137,324,000 (excluding premiums) by issuing ordinary shares with pre-emptive subscription rights for existing shareholders
- 37. Renewal of the twenty-six month delegation of competence to the Board of Directors to issue deeply-subordinated contingent convertible bonds without pre-emptive subscription rights for existing shareholders, through a public offer governed by Article L.411-2-1 of the French Monetary and Financial Code, representing share rights not exceeding 10% of the capital
- 38. Renewal of the twenty-six month delegation of competence to the Board of Directors to issue shares representing up to 3% of the capital to members of a Company ("PEE") and/or Group employee share ownership plan ("PEG") without pre-emptive subscription rights for existing shareholders

Ordinary resolution

- 39. Powers to carry out formalities

Board of Directors' report on the proposed resolutions and texts of the resolutions

Proposed resolutions

Resolutions 1 and 2 - Approval of the financial statements of the Company and the Group

The purpose of these resolutions is to approve the financial statements of the Company and the Group for the year ended 31 December 2021.

The financial statements of the Company show net profit of €1,191 million.

The financial statements of the Group show net profit attributable to owners of the parent of €1,552 million.

The financial statements of the Company and the Group and the reports referred to in these resolutions are available on the CNP Assurances website.

FIRST RESOLUTION

Approval of the financial statements of the Company for the year ended 31 December 2021

Having considered:

- the reports of the Board of Directors of CNP Assurances, consisting of the management report, the report on corporate governance, the report of the Board of Directors on the proposed resolutions outlining their purpose;
- the financial statements of the Company (comprising the income statement, balance sheet and notes) for the year ended 31 December 2021; and
- the Statutory Auditors' report on the Company's financial statements,

the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, approves the Company's financial statements for the year ended 31 December 2021 as presented, showing net profit of €1,191,372,508.57, as well as the transactions reflected in these financial statements or referred to in these reports.

The General Meeting also approves the reversal of €725,149 from the policyholder guarantee fund reserve set up in application of Articles L.423-1 *et seq.* of the French Insurance Code (*Code des assurances*) and the allocation of this amount to discretionary reserves.

SECOND RESOLUTION

Approval of the consolidated financial statements for the year ended 31 December 2021

Having considered the Board of Directors' report on the management of the Group included in the management report, the consolidated financial statements for the year ended 31 December 2021, the Board of Directors' report on the proposed resolutions and the Statutory Auditors' report on the consolidated financial statements, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, approves the consolidated financial statements for the year ended 31 December 2021 as presented, which show net profit attributable to owners of the parent of €1,552,021,237.39, as well as the transactions reflected in these consolidated financial statements or referred to in these reports.

Resolution 3 – Appropriation of 2021 profit and setting of the dividend

The purpose of this resolution is to appropriate the €5,270 million in profit available for distribution, comprising 2021 profit of €1,191 million and retained earnings of €4,078 million brought forward from the prior year, and to set the dividend and its payment date.

The Board of Directors recommends paying out a total of €687 million in dividends and allocating the balance of €4,583 million to retained earnings. Based on the 686,618,477 shares outstanding, the dividend per share would amount to €1.

The dividend would be paid in cash as from 29 April 2022 and the shares would trade ex-dividend from 27 April 2022.

THIRD RESOLUTION

Appropriation of 2021 profit and setting of the dividend

Having considered the Board of Directors' management report and report on the proposed resolutions, and noted that profit available for distribution amounts to €5,269,704,752.50, including net profit for the year of €1,191,372,508.57 and retained earnings brought forward from the prior year of €4,078,332,243.93, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, resolves:

- to pay a total dividend of €686,618,477; and
- to appropriate the balance of €4,583,086,275.50 to retained earnings.

The dividend paid on each share with rights to the 2021 dividend will amount to €1. In the event of a change in the number of shares with rights to the 2021 dividend compared to the 686,618,477 shares outstanding as of 31 December 2021, the total dividend will be adjusted accordingly, as provided for in Article L.225-210-4 of the French Commercial Code, and the amount appropriated to retained earnings will be determined on the basis of the dividends actually payable.

The shares will trade ex-dividend on Euronext Paris as from 27 April 2022 and the dividend will be paid as from 29 April 2022.

The General Meeting authorises the Chief Executive Officer, or any person duly authorised to act on his behalf, to charge or credit the necessary amounts to retained earnings as provided for above.

Private shareholders resident in France for tax purposes within the meaning of Article 4-B of the French Tax Code (*Code général des impôts*) are subject to 12.8% withholding tax on their French source dividends (which is not in discharge of other tax liability), in application of Article 117 quater of the French Tax Code, unless they make a general election in their tax return to pay income tax on investment income at the graduated rate in accordance with Article 200 A-2 of the French Tax Code. Private shareholders who elect to pay income tax on their dividends at the graduated rate are entitled to the 40% relief provided for Article 158-3-2 of the General Tax Code.

The withholding tax is qualified as an instalment paid on the income tax due the following year.

In accordance with Article 243 bis of the French Tax Code, the General Meeting notes that the following dividends were paid in respect of the previous three financial years:

Financial year	Shares outstanding	Dividend per share
2018	686,618,477	€0.89
2019	686,618,477	-
2020	686,618,477	€1.57

In accordance with the disclosure requirements set out in Article 243 bis of the French Tax Code, the General Meeting notes that the dividends for the financial years ended 31 December 2018 and 2020 were eligible for the 40% tax relief available for private shareholders resident in France for tax purposes pursuant to Article 158-3-2 of said Code.

Resolutions 4 to 15 - Related-party agreements

The purpose of the 4th to 14th resolutions is to seek shareholder approval of related-party agreements governed by Articles L.225-38 *et seq.* of the French Commercial Code that the Company was authorised to sign by the Board of Directors during the year ended 31 December 2021 and in early 2022.

The agreements are presented in the Statutory Auditors' special report on related-party agreements available on the CNP Assurances website.

These agreements relate closely to:

- CNP Assurances' large-scale investments with Caisse des Dépôts in leading companies, operating primarily in the housing, energy transmission, water and waste treatment sectors;
- the signature and amendment of agreements with partners (Groupe BPCE, La Banque Postale group, Arial CNP Assurances).

The 15th resolution concerns related party agreements authorised in prior years that remained in force in 2021.

These agreements were reviewed by the Board of Directors at its meeting on 16 February 2022 to assess whether they should remain in force in 2022.

Renewal of shareholder approval of these agreements is not being sought but they are presented in the Statutory Auditors' special report submitted to shareholders for approval.

This report is available in French and English on the CNP Assurances web site.

FOURTH RESOLUTION

Approval of undertakings to indemnify directors of CNP Assurances who are corporate officers of the Group's Brazilian companies

Having considered the Board of Directors' report on the proposed resolutions and the Statutory Auditors' special report on related-party agreements, which describes the undertakings to indemnify directors of CNP Assurances who are corporate officers of the Group's Brazilian companies, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, approves the terms and conditions of these undertakings to make the necessary arrangements to indemnify directors of CNP Assurances who are corporate officers of the Group's Brazilian companies.

FIFTH RESOLUTION

Approval of the agreement to sell L'Âge d'Or Expansion (subsidiary of CNP Assurances) to La Poste Silver (subsidiary of La Poste)

Having considered the Board of Directors' report on the proposed resolutions and the Statutory Auditors' special report on related-party agreements, which describes the agreement between CNP Assurances and La Poste Silver, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, approves this agreement concerning the sale to La Poste Silver of all the shares making up the capital of L'Âge d'Or Expansion, a wholly-owned subsidiary of CNP Assurances.

SIXTH RESOLUTION

Approval of the shareholders' agreements with Caisse des Dépôts in connection with the joint acquisition of a stake in the capital of a new company to be created by Suez ("New Suez")

Having considered the Board of Directors' report on the proposed resolutions and the Statutory Auditors' special report on related-party agreements, which describes the agreements entered into between Caisse des Dépôts and CNP Assurances, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, approves these agreements concerning an investment in New Suez.

SEVENTH RESOLUTION

Approval of the agreement to acquire from Allianz Vie and Génération Vie portfolios of insurance policies sold by the La Banque Postale network in the period to 2019

Having considered the Board of Directors' report on the proposed resolutions and the Statutory Auditors' special report on related-party agreements, which describes the agreement entered into by CNP Assurances with Allianz Vie and Génération Vie, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, approves the agreement concerning the acquisition from Allianz Vie and Génération Vie of portfolios of insurance policies sold by the La Banque Postale network in the period to 2019.

EIGHTH RESOLUTION**Approval of agreements with La Banque Postale related to the acquisition from Allianz Vie and Génération Vie of portfolios of contracts sold by the La Banque Postale network in the period to 2019**

Having considered the Board of Directors' report on the proposed resolutions and the Statutory Auditors' special report on related-party agreements, which describes the agreements entered into between La Banque Postale and CNP Assurances, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, approves the agreement concerning the distribution, custody and trading of the assets transferred to CNP Assurances in conjunction with its acquisition from Allianz Vie and Génération Vie of the two portfolios of contracts sold by the La Banque Postale network in the period to 2019.

NINTH RESOLUTION**Approval of the addenda to the partnership agreements with La Banque Postale and BPE concerning term creditor insurance**

Having considered the Board of Directors' report on the proposed resolutions and the Statutory Auditors' special report on related-party agreements, which describes the addenda to the insurance distribution agreement and the financial agreement establishing the terms and conditions of CNP Assurances' partnership with La Banque Postale and BPE, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, approves these addenda amending the agreements related to the distribution of homebuyer term creditor insurance in order to expand their scope to include two homebuyer term creditor insurance contracts sold by La Banque Postale since 2018.

TENTH RESOLUTION**Approval of the addendum to the partnership agreement with La Banque Postale Prévoyance concerning term creditor insurance**

Having considered the Board of Directors' report on the proposed resolutions and the Statutory Auditors' special report on related-party agreements, which describes an addendum to the reinsurance treaty between La Banque Postale and CNP Assurances, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, approves this addendum expanding the scope of the reinsurance treaty to include a new insurance contract.

ELEVENTH RESOLUTION**Approval of the addendum to a shareholders' agreement with Caisse des Dépôts in connection with the acquisition of an additional stake in GRTgaz**

Having considered the Board of Directors' report on the proposed resolutions and the Statutory Auditors' special report on related-party agreements, which describes the addendum to the shareholders' agreement between Caisse des Dépôts and CNP Assurances, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, approves the addendum which concerns the acquisition of an additional stake in GRTgaz.

TWELFTH RESOLUTION**Approval of an agreement concerning an investment in a residential property fund set up by CDC Habitat (a subsidiary of Caisse des Dépôts)**

Having considered the Board of Directors' report on the proposed resolutions and the Statutory Auditors' special report on related-party agreements, which describes the agreements entered into between CDC Habitat, a subsidiary of Caisse des Dépôts, and CNP Assurances, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, approves these agreements which concern an investment in a residential property fund.

THIRTEENTH RESOLUTION**Approval of the addendum to a reinsurance treaty with Arial CNP Assurances (ACA) covering the planned transfer of the contract with EDF from ACA to CNP Assurances**

Having considered the Board of Directors' report on the proposed resolutions and the Statutory Auditors' special report on related-party agreements, which describes the addendum to the new business reinsurance treaty between ACA and CNP Assurances, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, approves the addendum which adjusts the reinsurance arrangements for the EDF contract in preparation for the planned creation of FRPS supplementary pension funds.

FOURTEENTH RESOLUTION

Approval of a management mandate and ORT services agreement with Ostrum AM

Having considered the Board of Directors' report on the proposed resolutions and the Statutory Auditors' special report on related-party agreements, which describes the management mandate between Ostrum AM and CNP Assurances, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, approves this management mandate covering the portfolios managed under the partnership agreement between CNP Assurances and Groupe BPCE and portfolios not concerned by the partnership agreement, together with an agreement for the provision of order reception and transmission (ORT) services and ancillary services.

FIFTEENTH RESOLUTION

Other related-party agreements governed by Articles L.225-38 *et seq.* of the French Commercial Code

Having considered the Board of Directors' report on the proposed resolutions and the Statutory Auditors' report on related-party agreements, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, notes the conclusions of the Statutory Auditors' report concerning agreements approved by shareholders in prior years that remained in effect during the year ended 31 December 2021 and were reviewed by the Board of Directors at its meeting on 16 February 2022 in accordance with Article L.225-40-1 of the French Commercial Code.

Resolutions 16 to 22 - Remuneration policy and remuneration of the Chairwoman of the Board, the Chief Executive Officer and the members of the Board of Directors

The purpose of these resolutions is to comply with the obligation for the Ordinary General Meeting to approve:

- the remuneration policy applicable to the Chairwoman of the Board of Directors, the Chief Executive Officer and the members of the Board of Directors (Article L.22-10-8 of the French Commercial Code);
- the remuneration paid and awarded to the Chairwoman of the Board of Directors, the Chief Executive Officer and the members of the Board of Directors and the components thereof (Article L.22-10-34-I of the French Commercial Code);
- the components of the remuneration and benefits paid or awarded to the Chairwoman of the Board of Directors and the Chief Executive Officer (Article L.22-10-34-II of the French Commercial Code).

The resolutions on the remuneration policy concern the components of fixed and variable remuneration and the decision-making process followed to determine, revise and implement the policy.

The resolutions on the remuneration paid and awarded to the Chairwoman of the Board of Directors, the Chief Executive Officer and the members of the Board of Directors concern the fixed remuneration and the benefits in kind paid or awarded for the year ended 31 December 2021 and the variable or special remuneration due for the year ended 31 December 2021.

Payment of variable and special remuneration is subject to approval by the Ordinary General Meeting of the components of the remuneration of the person concerned.

The remuneration policies applicable to the Chairwoman of the Board, the Chief Executive Officer and the members of the Board of Directors and the components of their remuneration packages are presented in the corporate governance report, which is available on the CNP Assurances website.

SIXTEENTH RESOLUTION

Approval of the remuneration policy applicable to the Chairwoman of the Board of Directors

Having considered the Board of Directors' report on the proposed resolutions and the corporate governance report, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings and with Article L.22-10-8 of the French Commercial Code, approves the Board of Directors' remuneration policy applicable to the Chairwoman of the Board of Directors, which describes the components of her remuneration and explains the decision-making process followed to determine, revise and implement the policy, as described in the "Remuneration of corporate officers" section of the corporate governance report presented in the Universal Registration Document.

SEVENTEENTH RESOLUTION

Approval of the remuneration policy applicable to the Chief Executive Officer

Having considered the Board of Directors' report on the proposed resolutions and the corporate governance report, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings and with Article L.22-10-8 of the French Commercial Code, approves the Board of Directors' remuneration policy applicable to the Chief Executive Officer, which describes the components of his fixed and variable remuneration and explains the decision-making process followed to determine, revise and implement the policy, as described in the "Remuneration of corporate officers" section of the corporate governance report presented in the Universal Registration Document.

EIGHTEENTH RESOLUTION**Approval of the remuneration policy applicable to the members of the Board of Directors**

Having considered the Board of Directors' report on the proposed resolutions and the corporate governance report, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings and with Article L.22-10-8 of the French Commercial Code, approves the Board of Directors' remuneration policy applicable to the members of the Board of Directors, which describes the components of their remuneration and explains the decision-making process followed to determine, revise and implement the policy, as described in the "Remuneration of corporate officers" section of the corporate governance report presented in the Universal Registration Document.

NINETEENTH RESOLUTION**Approval of the remuneration paid or awarded to the Chairwoman of the Board of Directors, the Chief Executive Officer and the members of the Board of Directors for the year ended 31 December 2021, and the components of their remuneration**

Having considered the Board of Directors' report on the proposed resolutions and the corporate governance report, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings and with Article L.22-10-34-I of the French Commercial Code, approves the remuneration paid or awarded to the Chairwoman of the Board of Directors, the Chief Executive Officer and the members of the Board of Directors for the year ended 31 December 2021, as well as the components thereof, as described in the "Remuneration of corporate officers" section of the corporate governance report presented in the Universal Registration Document.

TWENTIETH RESOLUTION**Approval of the components of the remuneration and benefits paid or awarded to Véronique Weill, Chairwoman of the Board of Directors, for the year ended 31 December 2021**

Having considered the Board of Directors' report on the proposed resolutions and in accordance with Article L.22-10-34-II of the French Commercial Code, the General

Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, approves the total remuneration and benefits paid or awarded to Véronique Weill in her capacity as Chairwoman of the Board of Directors of CNP Assurances, for the year ended 31 December 2021, as described in the "Remuneration of corporate officers" section of the corporate governance report presented in the Universal Registration Document.

TWENTY-FIRST RESOLUTION**Approval of the components of the remuneration and benefits paid or awarded for the year ended 31 December 2021 to Antoine Lissowski, Chief Executive Officer until 16 April 2021**

Having considered the Board of Directors' report on the proposed resolutions and the corporate governance report, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings and with Article L.22-10-34-II of the French Commercial Code, approves the components of the total remuneration and benefits paid or awarded to Antoine Lissowski for the year ended 31 December 2021 in his capacity as Chief Executive Officer until 16 April 2021, as described in the "Remuneration of corporate officers" section of the corporate governance report presented in the Universal Registration Document.

TWENTY-SECOND RESOLUTION**Approval of the fixed and variable components of the remuneration and benefits paid or awarded for the year ended 31 December 2021 to Stéphane Dedeyan, Chief Executive Officer since 16 April 2021**

Having considered the Board of Directors' report on the proposed resolutions and the corporate governance report, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings and in accordance with Article L.22-10-34-II of the French Commercial Code, approves the components of the total remuneration and benefits paid or awarded to Stéphane Dedeyan for the year ended 31 December 2021 in his capacity as Chief Executive Officer of CNP Assurances since 16 April 2021, as described in the "Remuneration of corporate officers" section of the corporate governance report presented in the Universal Registration Document.

Resolution 23 – Increase in the total directors' fees awarded to the Board of Directors

The purpose of this resolution is to seek shareholder approval of an increase in the maximum total fees payable each year to the Board of Directors. The previous resolution to this effect was adopted by shareholders at the Annual General Meeting of 28 April 2016.

The greater workload of the Board and its committees (taking into account, in particular, the meetings related to the creation of the special committee announced on 28 October 2021) has led to an increase in the number of meetings (in all, 39 meetings were held in 2021, compared to 25 in 2020, an increase of 56%). For this reason, the Board proposes raising the total annual fees to be allocated among the directors. The fees are allocated in strict compliance with the principles set out in the Board's internal rules, according to a scale based on directors' attendance rates at meetings of the Board of Directors and its specialised committees, taking into account whether they chair a committee or are simple members.

The Board of Directors is asking shareholders to set the maximum total fees awarded to the Board of Directors for 2022 at €1,500,000 (compared with €830,000 currently). In percentage terms, the increase would be approximately 81%. If this resolution is adopted, the maximum fees awarded to the Board of Directors will remain unchanged in future years until a new resolution is adopted by the Annual General Meeting.

TWENTY-THIRD RESOLUTION

Increase in the total directors' fees awarded to the Board of Directors

Having considered the report of the Board of Directors, the Ordinary General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings,

resolves to set at €1,500,000 the maximum annual fees awarded to the Board of Directors for 2022. These maximum fees awarded to the Board of Directors will remain unchanged in future years until a new resolution is adopted by the Annual General Meeting.

Resolutions 24 to 34 – Ratification of the appointment and re-election of directors, re-appointment/appointment of the Statutory Auditors

These concern the membership of CNP Assurances' Board of Directors, which has 17 members.

1. Membership of the Board of Directors

Nine directors recommended by La Banque Postale	Yves Brassart Bertrand Cousin Sonia de Demandolx Nicolas Eyt François Gérode Philippe Heim La Banque Postale, represented by Perrine Kaltwasser Christiane Marcellier Philippe Wahl
One director recommended by BPCE	Laurent Mignon
Two directors representing employees	Laurence Guitard Chahan Kazandjian
Five independent directors	Véronique Weill, Chairwoman of the Board of Directors Amélie Breitburd Marcia Campbell Stéphane Pallez Rose-Marie Van Lerberghe

2. Ratification of the appointment of directors

Ratification of the appointment of:

- Jean-François Lequoy (director from 18 November to 16 December 2021, candidate recommended by BPCE);
- Amélie Breitburd (director appointed to the Board on 22 December 2021);
- Bertrand Cousin (director appointed to the Board on 16 February 2022).

Shareholders are informed that Jean-François Lequoy, member of the Executive Board of BPCE in charge of finance and strategy, stepped down from CNP Assurances' Board following the sale by BPCE of its shares in CNP Assurances. Laurent Mignon did not step down at the same time due to the interest expressed by the Board of Directors in continuing to have a representative of BPCE on the Board.

The Board of Directors, assisted by the Remuneration and Nominations Committee chaired by Rose-Marie Van Lerberghe (who qualifies as an independent director based on the criteria in the AFEP-MEDEF Code), reviewed the professional experience of the directors who are individuals, based on the recommendations in the AFEP-MEDEF Corporate Governance Code and CNP Assurances' Fit and Proper policy drawn up in application of the European Solvency II directive.

3. Re-election of directors

Shareholders are asked to re-elect six directors. The directors concerned are Amélie Breitburd, Bertrand Cousin, François Gérode, Philippe Heim, Laurent Mignon and Philippe Wahl. They would be re-elected for the statutory four-year term.

Information about each individual director is provided in the notice of meeting.

Subject to the resolutions ratifying or re-electing directors being adopted at the Ordinary General Meeting, among the members of the Board of Directors taken into account for the application of the calculation rules specified in the AFEP-MEDEF Corporate Governance Code and the French Commercial Code:

- five directors will be considered as independent based on the criteria in the AFEP-MEDEF Corporate Governance Code, representing 33.33% of the Board of Directors. This is greater than the 33% recommended in the Code;
- more than half of the Board members will be women (53.33%).

All of the directors will have the expertise and experience required to guarantee the quality of the Board of Directors as a whole.

The directors whose appointment is to be ratified have the qualifications, experience and knowledge needed to serve as directors of an insurance undertaking (including knowledge of the insurance markets, the financial markets, CNP Assurances' strategy and business model, its governance system, financial and actuarial analysis techniques, the legal and regulatory requirements applicable to insurance undertakings, socially responsible investment strategies, the ESG issues affecting the insurance business, human resources management issues, information systems issues and international business practices).

Their credentials are presented in detail in the notice of meeting for the Annual General Meeting.

4. Proposals for the re-appointment and appointment of auditors

The Board of Directors, on the recommendation of its Audit and Risk Committee, is proposing to the General Meeting of Shareholders:

- to re-appoint Mazars as Statutory Auditor;
- to appoint KPMG SA as Statutory Auditor.

The two firms would be appointed for a period of six years expiring at the close of the Annual General Meeting to be called in 2028 to approve the 2027 financial statements.

In accordance with Article L.823-1 of the French Commercial Code, the Board of Directors is not proposing to re-appoint or appoint substitute auditors.

TWENTY-FOURTH RESOLUTION

Ratification of the appointment of Jean-François Lequoy as director to replace Jean-Yves Forel

Having considered the report of the Board of Directors on the proposed resolutions, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, ratifies the appointment of Jean-François Lequoy as director to fill the seat left vacant by the resignation of Jean-Yves Forel, for the remainder of his predecessor's term of office expiring at the close of the Annual General Meeting to be called in 2022 to approve the 2021 financial statements.

TWENTY-FIFTH RESOLUTION

Ratification of the appointment of Amélie Breitburd as director to replace Jean-François Lequoy

Having considered the report of the Board of Directors on the proposed resolutions, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, ratifies the appointment of Amélie Breitburd as director to fill the seat left vacant by the resignation of Jean-François Lequoy, for the remainder of her predecessor's term of office expiring at the close of the Annual General Meeting to be called in 2022 to approve the 2021 financial statements.

TWENTY-SIXTH RESOLUTION

Re-election as director of Amélie Breitburd

Having considered the report of the Board of Directors on the proposed resolutions and the corporate governance report, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, resolves to re-elect Amélie Breitburd as director for the statutory term of four years expiring at the close of the Annual General Meeting to be called in 2026 to approve the 2025 financial statements.

TWENTY-SEVENTH RESOLUTION

Ratification of the appointment of Bertrand Cousin as director to replace Tony Blanco

Having considered the report of the Board of Directors on the proposed resolutions, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, ratifies the appointment of Bertrand Cousin as director to fill the seat left vacant by the resignation of Tony Blanco, for the remainder of his predecessor's term of office expiring at the close of the Annual General Meeting to be called in 2022 to approve the 2021 financial statements.

TWENTY-EIGHTH RESOLUTION

Re-election as director of Bertrand Cousin

Having considered the report of the Board of Directors on the proposed resolutions and the corporate governance report, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, resolves to re-elect Bertrand Cousin as director for the statutory term of four years expiring at the close of the Annual General Meeting to be called in 2026 to approve the 2025 financial statements.

TWENTY-NINTH RESOLUTION

Re-election as director of François Gérode

Having considered the report of the Board of Directors on the proposed resolutions and the corporate governance report, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, resolves to re-elect François Gérode as director for the statutory term of four years expiring at the close of the Annual General Meeting to be called in 2026 to approve the 2025 financial statements.

THIRTIETH RESOLUTION**Re-election as director of Philippe Heim**

Having considered the report of the Board of Directors on the proposed resolutions and the corporate governance report, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, resolves to re-elect Philippe Heim as director for the statutory term of four years expiring at the close of the Annual General Meeting to be called in 2026 to approve the 2025 financial statements.

THIRTY-FIRST RESOLUTION**Re-election as director of Laurent Mignon**

Having considered the report of the Board of Directors on the proposed resolutions and the corporate governance report, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, resolves to re-elect Laurent Mignon as director for the statutory term of four years expiring at the close of the Annual General Meeting to be called in 2026 to approve the 2025 financial statements.

THIRTY-SECOND RESOLUTION**Re-election as director of Philippe Wahl**

Having considered the report of the Board of Directors on the proposed resolutions and the corporate governance report, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, resolves to re-elect Philippe Wahl as director for the statutory term of four years expiring at the close of the Annual General Meeting to be called in 2026 to approve the 2025 financial statements.

THIRTY-THIRD RESOLUTION**Re-appointment as Statutory Auditor of Mazars**

Having noted that the appointments of Mazars as Statutory Auditor and Franck Boyer as substitute Statutory Auditor expire at the close of this meeting, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, resolves to re-appoint Mazars as Statutory Auditor for a period of six years expiring at the close of the Annual General Meeting to be called in 2028 to approve the 2027 financial statements, and not to re-appoint Franck Boyer as substitute Statutory Auditor, in accordance with Article L.823-1 of the French Commercial Code.

THIRTY-FOURTH RESOLUTION**Appointment as Statutory Auditor of KPMG SA**

Having noted that the appointments of PricewaterhouseCoopers Audit as Statutory Auditor and Xavier Crépon as substitute Statutory Auditor expire at the close of this meeting, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, resolves to replace PricewaterhouseCoopers Audit and appoint KPMG SA as Statutory Auditor for a period of six years expiring at the close of the Annual General Meeting to be called in 2028 to approve the 2027 financial statements, and not to appoint a substitute statutory auditor, in accordance with Article L.823-1 of the French Commercial Code.

Resolution 35 - Authorisation for the Board of Directors to implement a share buyback programme

Details of the share buybacks carried out in 2021 pursuant to the authorisation given at the Annual General Meeting of 16 April 2021 are set out in the management report available on the CNP Assurances website.

The purpose of this resolution is to renew the authorisation given to the Board of Directors (which may delegate this authorisation), to buy back CNP Assurances shares, directly or through an intermediary. The shares could be bought back for market-making purposes, for delivery in connection with acquisitions, mergers, demergers or asset contributions initiated by CNP Assurances, for allocation to CNP Assurances employees, for allocation upon exercise of rights attached to securities convertible, redeemable, exchangeable or otherwise exercisable for CNP Assurances shares, or for cancellation in order to reduce the capital.

In accordance with AMF regulations, execution of the liquidity contract has been suspended since 28 October 2021, the date of the press release announcing La Banque Postale's proposed simplified tender offer for CNP Assurances shares. The resumption of transactions under the liquidity contract in 2022, pursuant to this resolution, would be linked to the proposed simplified tender offer.

THIRTY-FIFTH RESOLUTION

Authorisation for the Board of Directors to implement a share buyback programme, except when a takeover bid for the Company is in progress

Having considered the Board of Directors' report on the proposed resolutions and (i) Articles L.22-10-62 and L.225-210 of the French Commercial Code, (ii) the General Regulations of the Autorité des Marchés Financiers (AMF), particularly Articles 241-1 to 241-7 concerning the market practices allowed by the AMF, (iii) Articles 5 and 13 of the European Market Abuse Regulation (EU) 596/2014 dated 16 April 2014, and (iv) the European Commission Delegated Regulation (EU) 2016/1052, the General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, resolves:

1. to cancel, with immediate effect, the unused portion of the authorisation for the same purpose given in the 27th resolution of the Annual General Meeting of 16 April 2021;
2. to adopt the programme described below and, for this purpose, resolves:
 - to authorise the Board of Directors (which may delegate this authorisation in accordance with Articles L.22-10-62 *et seq.* and L.225-209-2 *et seq.* of the French Commercial Code) to buy back CNP Assurances shares representing up to 10% of the capital as of the date of this Annual General Meeting, or up to 5% of the capital for shares bought back for the purpose of being held and delivered at a future date in payment or exchange for shares of another company in a merger, demerger or asset contribution,
 - that the shares may be bought back for the following purposes:
 - to maintain a liquid market in the Company's shares, under a liquidity contract entered into with an independent investment services firm, in accordance with the AMF decision 2021-01 dated 21 June 2021 "AMF updates the accepted market practice on liquidity contracts",
 - to subsequently deliver shares in payment or exchange for shares of another company in connection with an acquisition, merger, demerger or asset contribution initiated by the Company,
 - to grant or sell shares to eligible employees of the Company or related companies in the CNP Assurances group, on the basis and by the method provided for by law, including under a share grant plan within the scope of Articles L.225-197-1 *et seq.* of the French Commercial Code, or under a share-based profit-sharing plan, a Company ("PEE") and/or Group employee share ownership plan ("PEG"),
 - to allocate shares upon exercise of rights attached to securities convertible, redeemable, exchangeable or otherwise exercisable for CNP Assurances shares,
 - for cancellation in accordance with the law, provided that an authorisation to reduce the share capital is given in an extraordinary resolution of the General Meeting,

 - that the maximum purchase price per share shall not exceed €25, excluding transaction costs,
 - that the Board of Directors may adjust the above maximum purchase price in the case of an increase in the shares' par value or a bonus share issue paid up by capitalising additional paid-in capital, reserves or profit, a share split or reverse share split, a capital reduction, a distribution of reserves or other assets or any other corporate action, to take into account the effect of said action on the value of the shares,
 - that the maximum amount invested in the share buyback programme shall not exceed €1.717 billion,
 - that the shares may be bought back on one or several occasions by any method, subject to compliance with the rules set out in the AMF's position/recommendation DOC-2017-04. The buyback programme may be carried out in whole or in part through on-market transactions or block trades and, where applicable, through off-market transactions or the use of options or derivatives other than written puts, in the periods that the Board of Directors considers appropriate subject to the limits set in the applicable securities regulations; the shares bought back pursuant to this authorisation may be retained, sold, transferred or exchanged in accordance with the applicable regulations, by all methods including through block trades, at any time,

- to give full powers to the Board of Directors (which may delegate such powers) to complete these transactions, to set their terms and conditions, and in particular to:
 - enter into, amend and/or extend the term of any liquidity contract,
 - place all buy and sell orders on- or off-market,
 - adjust the buyback price of the shares in order to take into account the impact of the above-mentioned transactions on the share price,
 - enter into any and all agreements, in particular with a view to keeping registers of share purchases and sales,
 - prepare all documents and make all disclosures and filings with the AMF and any other organisation,
 - carry out any and all publication and other formalities, and
- generally, do whatever is necessary to use this authorisation,
- that this authorisation shall be given for a period ending at the Annual General Meeting to be called to approve the financial statements for the year ending 31 December 2022 or for 18 months, whichever is shorter,
- that this authorisation will be suspended from the date when a takeover bid for the Company is announced, pursuant to AMF regulations, or from the date when a takeover bid for the Company is filed, until the close of the offer period.

In accordance with Article L.225-211-2 of the French Commercial Code, the Board of Directors will report to the Annual General Meeting on transactions carried out pursuant to this authorisation.

Resolutions 36 to 38 - Authorisations to issue shares and share equivalents

In resolutions 36 to 38, the Board of Directors is asking shareholders to renew the twenty-six month delegations of competence to issue ordinary shares and/or securities with rights to ordinary shares.

The purpose of all of these financial authorisations is to give CNP Assurances the flexibility and responsiveness needed to take up opportunities to raise equity capital, depending on financial market conditions and the Group's financing needs.

If shareholders adopt the 37th resolution, the Board of Directors will have greater flexibility to finance the Group's development under the Solvency II prudential regime, by selecting the most appropriate financing method between Tier 1, Tier 2 and Tier 3 capital depending on market conditions.

These new delegations of competence would replace the unused portion of the delegations of competence for the same general purpose approved by shareholders at the Annual General Meeting of 17 April 2020.

The maximum aggregate amount by which the capital could be increased, immediately or on a deferred basis, under the 36th to 38th resolutions (described in more detail below) would be capped at the amounts reflected in the table below:

	Maximum aggregate capital increase (excluding premiums) over the next 26 months (in euros)	Maximum aggregate capital increase as a percentage of share capital ⁽¹⁾ over the next 26 months
Blanket ceiling on share issues carried out under the 36 th to 38 th resolutions	137.324 million	20% ⁽²⁾
Issuance of shares with pre-emptive subscription rights (36 th resolution)	137.324 million ⁽³⁾	20% ⁽²⁾⁽³⁾
Issuance of deeply-subordinated contingent convertible bonds without pre-emptive subscription rights for existing shareholders, through a public offer governed by Article L.411-2-1 of the French Monetary and Financial Code (37 th resolution)	68.661 million ⁽²⁾⁽³⁾⁽⁴⁾	10% ⁽³⁾⁽⁴⁾
Issuance of shares to members of a Company or Group employee share ownership plan (38 th resolution)	20.598 million ⁽²⁾⁽³⁾	3% ⁽³⁾

(1) Calculated based on share capital at 31 December 2021 (€686,618,477)

(2) Indicative amount

(3) Ceiling or percentage deducted from the blanket ceiling on share issues of €137.324 million excluding premiums

(4) Ceiling assessed over the 12-month period preceding the issue date

The aggregate par value of debt securities with rights to shares issued under the 37th resolution is capped at €1.5 billion.

These ceilings do not take into account any additional shares that may be issued to protect the rights of holders of securities with rights to shares or other share rights pursuant to the law or any contractual stipulations covering other cases where an adjustment is required.

The Board of Directors may sub-delegate its powers under these resolutions, subject to limits to be set by the Board of Directors.

Should the shareholders adopt these resolutions, the Board of Directors will prepare a report to shareholders after each issue, describing its final terms, in accordance with legal and regulatory requirements. This report, together with the Statutory Auditors' report, will be made available to shareholders at the Company's head office and presented to shareholders at the next General Meeting.

Renewal of the delegation of competence to the Board of Directors to increase the share capital by up to €137.324 million (excluding premiums) by issuing ordinary shares with pre-emptive subscription rights for existing shareholders (36th resolution)

The purpose of the 36th resolution is to give a twenty-six month delegation of competence to the Board of Directors to issue ordinary shares on one or several occasions, with pre-emptive subscription rights for existing shareholders. The aggregate par value of the issues (excluding premiums) would be capped at €137.324 million or the equivalent in any other currency or monetary unit determined by reference to a basket of currencies. This is a blanket ceiling that applies to all of the financial authorisations given in the 36th to 38th resolutions.

Shareholders would have a pre-emptive right to subscribe for the shares pro rata to their existing interests, in accordance with the applicable laws and regulations, and the Board of Directors could also offer shareholders the right to subscribe for shares not taken up by other shareholders. If the issue was oversubscribed, this second pre-emptive right would also be exercisable pro rata to shareholders' existing interests.

The subscription price of the shares issued pursuant to this authorisation would be decided by the Board of Directors and announced to shareholders in the Board of Directors' additional report issued when the authorisation was used.

The twenty-six month delegation of competence could not be used by the Board of Directors from the date when a takeover bid for the Company is announced, pursuant to AMF regulations, or from the date when a takeover bid for the Company is filed, until the close of the offer period, unless specifically authorised in advance by the shareholders in General Meeting.

Renewal of the twenty-six month delegation of competence to the Board of Directors to issue deeply-subordinated contingent convertible bonds without pre-emptive subscription rights for existing shareholders, through a public offer governed by Article L.411-2-1 of the French Monetary and Financial Code, representing share rights not exceeding 10% of the share capital (37th resolution)

The purpose of the 37th resolution is to enable CNP Assurances to increase its own funds by giving the Board of Directors a delegation of competence to issue, without pre-emptive subscription rights, deeply-subordinated contingent convertible bonds potentially convertible into new CNP Assurances shares, through an offer to the public governed by Article L.411-2-1 of the French Monetary and Financial Code (previously referred to as a "private placement"). The bonds would qualify as Tier 1 capital under Solvency II ("Tier 1 subordinated bonds").

The aggregate par value of shares issued pursuant to the 37th resolution would be capped at 10% of the share capital per 12-month period and the amount of the issue(s) would be deducted from the blanket ceiling of €137.324 million set in the 36th resolution or from the ceiling set in any similar resolution that may be adopted in the future.

The aggregate nominal amount of debt securities issued under the 37th resolution would be capped at €1.5 billion or the ceiling set in any similar resolution that may be adopted in the future.

The Tier 1 subordinated bonds would be converted automatically into CNP Assurances ordinary shares in the event of a sharp fall in the Group's solvency capital to below the minimum level set in the prudential regulations, i.e., if (i) CNP Assurances' eligible own funds fall to below certain levels specified in the issue contract, which may not exceed the minimum amounts provided for in the laws and regulations in force when this delegation of competence is used (i.e., as of the date of this Annual General Meeting, (a) 75% of the Solvency Capital Requirement (SCR) or (b) 100% of the Minimum Capital Requirement MCR), or (ii) its eligible own funds continuously represent less than the SCR throughout the period specified in the laws and regulations in force when this delegation of competence is used (as of the date of this Annual General Meeting, three months from the date when the breach is first observed).

For information, at 31 December 2021, the Group's consolidated SCR coverage ratio was 217%.

The features of the Tier 1 subordinated bonds will permit their inclusion in CNP Assurances' basic own funds (Tier 1 capital).

If shareholders adopt this resolution, the Board of Directors will have greater flexibility to finance the Group's development under the Solvency II prudential regime, by selecting the most appropriate financing method between Tier 1, Tier 2 and Tier 3 capital depending on market conditions.

This type of bond is not suitable for all investors. For this reason, the Board of Directors believes that, in this specific case, shareholders should not be given a pre-emptive subscription right and that the bonds should be placed through offers to the public governed by Article L.411-2-1 of the French Monetary and Financial Code (previously referred to as "private placements"). The Tier 1 subordinated bonds would be issued to a closed group of investors, as defined in Article L.411-2-1 of the French Monetary and Financial Code, or to qualified investors, as defined in Article 2, point e) of Regulation (EU) 2017/1129 dated 14 June 2017, as amended.

The issue price of the shares to be issued upon conversion of the Tier 1 subordinated bonds would not be less than (i) the volume-weighted average price of CNP Assurances shares on Euronext Paris for the last trading session before the Tier 1 subordinated bonds' pricing date, (ii) the volume-weighted average price of CNP Assurances shares on Euronext Paris as determined during the trading session when the issue price of the Tier 1 subordinated bonds is set, or (iii) the share price on Euronext Paris as determined during the trading session when the issue price of the Tier 1 subordinated bonds is set (with the choice between these three methods made at the Board of Directors' discretion), less a discount of 0% to 30% in each case.

The option of granting a discount of up to 30% is designed to facilitate the placement of the bonds depending on market conditions, in accordance with observed market practices in this area.

The twenty-six month delegation of competence cannot be used by the Board of Directors from the date when a takeover bid for the Company is announced, pursuant to AMF regulations, or from the date when a takeover bid for the Company is filed, until the close of the offer period, unless specifically authorised in advance by the shareholders in General Meeting.

Renewal of the delegation of competence to the Board of Directors to issue shares representing up to 3% of the capital to members of a Company ("PEE") and/or Group employee share ownership plan ("PEG") without pre-emptive subscription rights for existing shareholders (38th resolution)

By law, the above resolutions delegating competence to issue shares must be accompanied by a proposed resolution enabling the Board of Directors to carry out an employee rights issue without pre-emptive subscription rights for existing shareholders.

In line with this requirement, the 38th resolution concerns a delegation of competence to the Board of Directors to issue at its sole discretion, on one or several occasions, shares or securities convertible, redeemable, exchangeable or otherwise exercisable for shares reserved for members of (i) a Company share ownership plan ("PEE") or (ii) a Group share ownership plan ("PEG") open to employees of CNP Assurances and related companies within the meaning of Article L.225-180 of the French Commercial Code.

As of 31 December 2021, employees held 0.23% of the Company's share capital, directly and indirectly (versus 0.24% at end-2020).

The total number of shares issued under this delegation of competence would be capped at 3% of the total shares outstanding on the date the issue is decided by the Board of Directors.

The aggregate par value of shares issued pursuant to this resolution would be deducted from the blanket ceiling of €137.324 million set in the 36th resolution or from the ceiling set in any similar resolution that may be adopted in the future.

THIRTY-SIXTH RESOLUTION

Renewal of the twenty-six month delegation of competence to the Board of Directors to increase the share capital by up to €137,324,000 (excluding premiums) by issuing ordinary shares with pre-emptive subscription rights for existing shareholders

Having considered the Board of Directors' report on the proposed resolutions, the the General Meeting, deliberating in accordance with the quorum and majority requirements for Extraordinary Meetings resolves, in accordance with Articles L.225-129 *et seq.* of the French Commercial Code, particularly Article L.225-129-2:

1. to cancel, with immediate effect, the unused portion of the authorisation given at the Annual General Meeting of 17 April 2020 in the 24th resolution;
2. to delegate its competence to the Board of Directors (which may sub-delegate these powers as provided for by law) to decide to issue ordinary shares of the Company, on one or more occasions, for the amounts and in the periods it considers appropriate, in France or

in other countries, in euros or in foreign currency or in a monetary unit determined by reference to a basket of currencies, with pre-emptive subscription rights for existing shareholders;

3. that the Board of Directors shall not use this delegation of competence from the date when a takeover bid for the Company is announced, pursuant to AMF regulations, or from the date when a takeover bid for the Company is filed, until the close of the offer period, unless specifically authorised in advance by shareholders in General Meeting;
4. that the aggregate amount by which the Company's share capital may be increased through share issues carried out pursuant to this delegation of competence and any and all issues carried out under the 37th and 38th resolutions of this meeting shall not exceed €137,324,000;
5. that shareholders shall have a pre-emptive right to subscribe to the issues in accordance with the law pro rata to their existing holdings. The Board of Directors may also give shareholders the right to subscribe for shares not taken up by other shareholders, provided that if the issue is oversubscribed said right shall also be exercisable pro rata to their existing holdings;

6. that, if the total issue is not taken up by shareholders exercising their pre-emptive rights as described above, the Board of Directors may take all or some of the following courses of action, in the order of its choice: limit the issue to the amount of the subscriptions received, provided that at least three-quarters of the planned issue has been taken up, and/or freely allocate all or some of the unsubscribed shares, and/or offer all of some of the unsubscribed shares to the public on the French market and/or a foreign market;
7. that the Board of Directors shall have all necessary powers (which may be sub-delegated as provided for by law) to implement this resolution, in particular by entering into any underwriting or other agreement to this end, and to carry out one or several issues for the amounts and on the dates of its choice, in France and/or in other countries – or, if appropriate, postpone an issue – and set the characteristics, amount, terms and conditions of the share issue:
 - in particular, the Board of Directors shall set the issue price, the method by which it is to be paid up, the cum rights date, which may be retroactive, and the terms and

conditions of exercise of any rights attached to the shares,

- the Board of Directors shall also place on record the resulting capital increase(s), make any necessary adjustments in order to take into account the impact of the issue(s) on the Company's share capital, amend the Articles of Association to reflect the new capital, carry out all publication and other formalities, allow the share issuance costs to be charged against the related premium and generally do everything that may be necessary,
 - the issue price of the ordinary shares shall be set by the Board of Directors, provided that the amount received by the Company for each new share is at least equal to its par value;
8. that the Board of Directors may sub-delegate its powers under this resolution, subject to limits to be set by the Board, as allowed under the applicable laws and regulations.

This delegation of competence is granted to the Board of Directors for a period of 26 months as from the date of this General Meeting.

THIRTY-SEVENTH RESOLUTION

Renewal of the twenty-six month delegation of competence to the Board of Directors to issue deeply-subordinated convertible bonds without pre-emptive subscription rights for existing shareholders, through an offer to the public governed by Article L.411-2-1, of the French Monetary and Financial Code, representing share rights not exceeding 10% of the share capital

Having considered the Board of Directors' report on the proposed resolutions and the Statutory Auditors' report on this resolution, the General Meeting, deliberating in accordance with the quorum and majority requirements for Extraordinary Meetings and in accordance with the applicable laws and regulations, including Articles 87 *et seq.* of directive 2009/138/EC of the European Parliament and of the Council dated 25 November 2009 on the taking-up and pursuit of the business of Insurance and Reinsurance (Solvency II), as amended, and the related enabling and transposition legislation, and Articles L.225-129-2, L.225-135, L.225-136, L.22-10-51 and L.22-10-52, as well as Articles L.228-91 to L.228-93 of the French Commercial Code and Article L.411-2 of the French Monetary and Financial Code, resolves:

1. to cancel, with immediate effect, the unused portion of the authorisation given at the Annual General Meeting of 17 April 2020 in the 25th resolution;
2. to delegate its competence to the Board of Directors (which may sub-delegate these powers as provided for by law) to increase the Company's capital, on one or more occasions, for the amounts and in the periods it considers appropriate, by issuing in France or in other countries, through offers to the public meeting the

criteria in Article L.411-2-1 of the French Monetary and Financial Code, deeply-subordinated contingent convertible bonds that will be converted *ipso jure* into ordinary shares of the Company, subject to certain conditions, if (i) CNP Assurances' eligible own funds fall to below certain thresholds specified in the issue contract, which may not exceed the minimum amounts provided for in the laws and regulations in force when this delegation of competence is used (i.e., currently (a) 75% of the Solvency Capital Requirement (SCR) or (b) 100% of the Minimum Capital Requirement (MCR)), or (ii) eligible own funds continuously represent less than the SCR throughout the period specified in the laws and regulations in force when this delegation of competence is used (currently three months from the date when the breach is first observed); that ordinary shares issued on conversion of the deeply-subordinated contingent convertible bonds will be denominated in euros; that the deeply-subordinated contingent convertible bonds may be denominated in euros, in foreign currency or in a monetary unit determined by reference to a basket of currencies;

3. that, in adopting this resolution, shareholders shall automatically waive their pre-emptive right to subscribe for any and all ordinary shares that may be issued upon conversion of the deeply-subordinated contingent convertible bonds issued pursuant to this resolution;
4. that the Board of Directors shall not use this delegation of competence from the date when a takeover bid for the Company is announced, pursuant to AMF regulations, or from the date when a takeover bid for the Company is filed, until the close of the offer period, unless specifically authorised in advance by shareholders in General Meeting;

5. that the aggregate par value of shares issued in any twelve-month period upon conversion of deeply-subordinated contingent convertible bonds shall not exceed 10% of the Company's share capital (as determined on the date this delegation of competence is used), and that this ceiling will be:
 - deducted from the aggregate ceiling specified in the 36th resolution or the ceiling set in any similar resolution that may replace the 36th resolution during the period of validity of this resolution,
 - increased if necessary by the aggregate par value of any additional shares to be issued to protect the rights of holders of securities with rights to the Company's shares pursuant to the law or any contractual stipulations;
6. to authorise the Board of Directors to set the issue price of the shares to be issued upon conversion of deeply-subordinated contingent convertible bonds, provided that:
 - the issue price of the shares shall be at least equal to (i) the volume-weighted average price of CNP Assurances shares on Euronext Paris for the last trading session before the deeply-subordinated contingent convertible bonds' pricing date, or (ii) the volume-weighted average price of CNP Assurances shares on Euronext Paris as determined during the trading session when the issue price of the deeply-subordinated contingent convertible bonds is set, or (iii) the share price on Euronext Paris as determined during the trading session when the issue price of the deeply-subordinated contingent convertible bonds is set (with the choice between these three methods made at the Board of Directors' discretion), less a discount of 0% to 30% in each case,
 - the aggregate nominal amount of debt securities issued under this resolution shall not exceed €1,500,000,000 (or the equivalent in foreign currency or in a monetary unit determined by reference to a basket of currencies) or the ceiling set in any similar resolution that may be adopted in the future;
7. that the Board of Directors shall have all necessary powers (which may be sub-delegated as provided for by law) to implement this resolution under the conditions set by law and within the above-specified limits, and accordingly to:
 - decide to carry out the above issues for the amounts and on the dates of its choice, in France and/or in other countries, and, if necessary, postpone any issues,
 - decide the terms of the issue contract and determine, within the above limits, the timing and terms of the above issues, the number and characteristics of the deeply-subordinated contingent convertible bonds to be issued, their interest rate (which may be fixed or variable, zero coupon or indexed), their life, the method by which they are to be paid up and the conditions governing their conversion into new shares of the Company,
 - set the method of protecting the rights of holders of securities with rights to shares of CNP Assurances in accordance with the applicable laws and regulations,
 - decide whether and on what terms the deeply-subordinated contingent convertible bonds may be bought back or called early, whether and on what terms the Company may allow existing shareholders to acquire the ordinary shares to which the deeply-subordinated contingent convertible bonds carry rights, under the conditions provided for in the issue contract, if applicable pro rata to their interest in the Company's capital on the date when the bonds are converted,
 - at its sole discretion, after each share issue, charge the share issuance costs against the related premium and, where applicable, deduct from the premium any amounts required to increase statutory reserves to the extent necessary,
 - place on record each capital increase and amend the Articles of Association to reflect the new capital,
 - enter into any and all underwriting and other agreements, carry out any and all publication and filing formalities, and take any and all measures, complete any and all formalities and request any and all authorisations that are useful for the issue, listing and servicing of the securities issued under this delegation of competence and complete the issues.

This delegation of competence is granted to the Board of Directors for a period of 26 months as from the date of this General Meeting.

THIRTY-EIGHTH RESOLUTION

Renewal of the twenty-six month delegation of competence to the Board of Directors to issue shares representing up to 3% of the capital to members of a Company ("PEE") and/or Group employee share ownership plan ("PEG") without pre-emptive subscription rights for existing shareholders

Having considered the Board of Directors' report on the proposed resolutions and the Statutory Auditors' report on this resolution, the General Meeting, deliberating in accordance with the quorum and majority requirements for Extraordinary Meetings, resolves to cancel, with immediate effect, the unused portion of the authorisation given at the Annual General Meeting of 17 April 2020 in the 26th resolution and, in accordance with Articles L.225-129-2, L.225-129-6 and L.225-138-1 of the French Commercial Code and L.3332-18 *et seq.* of the French Labour Code:

1. to delegate its competence to the Board of Directors (which may sub-delegate these powers as provided for by law) to issue shares or securities convertible, redeemable, exchangeable or otherwise exercisable for shares, at its sole discretion, on one or more occasions, for subscription by members of a Company employee share ownership plan ("PEE") or Group employee share ownership plan ("PEG");
2. that the Board of Directors shall not use this delegation of competence from the date when a takeover bid for the Company is announced, pursuant to AMF regulations, or from the date when a takeover bid for the Company is filed, until the close of the offer period, unless specifically authorised in advance by shareholders in General Meeting;
3. that the total number of shares issued under this resolution and pursuant to this delegation of competence shall not, under any circumstances, exceed 3% of the number of shares making up the share capital on the date the issue is decided by the Board of Directors, and that the aggregate par value of shares issued under this resolution will be:
 - deducted from the aggregate ceiling specified in the 36th resolution or the ceiling set in any similar resolution that may replace the 36th resolution during the period of validity of this resolution,
 - increased if necessary by the aggregate par value of any additional shares to be issued to protect the rights of holders of securities with rights to the Company's shares pursuant to the law or any contractual stipulations;
4. that, in adopting this resolution, shareholders shall automatically waive their pre-emptive right to subscribe for the ordinary shares or other securities issued under this resolution, as well as any shares to be issued on a deferred basis upon conversion, redemption, exchange or exercise of said other securities, in favour of the members of a Company employee share ownership plan ("PEE") or Group employee share ownership plan ("PEG");
5. that, pursuant to Article L.3332-21 of the French Labour Code, the Board of Directors may grant shares or securities convertible, redeemable, exchangeable or otherwise exercisable for shares as a matching contribution or in place of the discount, if any, provided that their pecuniary value (as measured at the subscription price) does not exceed the maximum discount allowed by Article L.3332-11 of the French Labour Code;
6. that the characteristics of the securities convertible, redeemable, exchangeable or otherwise exercisable for shares will be determined by the Board of Directors in accordance with the applicable regulations;
7. that the Board of Directors shall have full powers, within the limits specified above, to set the terms and conditions of the capital increase(s), and in particular to:
 - decide on the companies whose employees will be eligible to participate in the rights issue, within the limit set by Article L.225-180 of the French Commercial Code,
 - set the subscription price for the new shares, which shall not be lower than 70% of the average of the opening prices quoted for the Company's shares on Euronext Paris over the 20 trading days preceding the date of the Board of Directors' decision setting the opening date of the subscription period,
 - decide that the shares or other securities may be subscribed directly or through a corporate mutual fund (*FCPE* or *SICAV*) governed by Article L.214-7 of the French Monetary and Financial Code,
 - decide how the new shares or other securities will be paid up and set the cum rights date, which may be retroactive,
 - take all necessary measures to complete the capital increase(s), carry out all necessary formalities relating to the capital increase(s), amend the Articles of Association to reflect the new capital, and generally do whatever else is necessary,
 - at its sole discretion, after each increase, charge the share issuance costs against the related premium and deduct from the premium the amount required to increase statutory reserves to the extent necessary,
 - enter into any and all agreements and carry out any and all transactions and formalities, either directly or through a duly authorised representative,
 - prepare any and all reports describing the final terms and conditions of the rights issue in accordance with the law,
 - place on record that this delegation of competence is granted in order to comply with Article L.225-129-6 of the French Commercial Code.

This delegation of competence is granted to the Board of Directors for a period of 26 months as from the date of this General Meeting.

THIRTY-NINTH RESOLUTION

Powers to carry out formalities

The General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Meetings, gives full powers to the bearer of a copy of or an extract from the minutes of these decisions in order to carry out all the formalities required by applicable law and regulations.

Participating in the General Meeting

Due to the current health situation, the arrangements for calling and holding the Annual General Meeting may have to be changed to comply with the regulations in force on the meeting date.

Shareholders are invited to regularly consult the General Meeting page on the Company's website, which will be updated if necessary to specify the final terms and conditions of participation in this Annual General Meeting depending on the latest health and/or legal requirements.

How to participate in the General Meeting

To participate in the General Meeting, you have several options:

- Request an admission card to participate in person;
- Vote by post;
- Give proxy to the Chair of the Meeting to vote on your behalf;
- Give proxy to another person or company of your choice.

You can notify CNP Assurances of your choice either by filling in and returning the proxy/postal voting form or online via the VOTACCESS secure platform.

You plan to attend the General Meeting in person

- Tick box **A** to request an admission card;
- Return the signed and dated form to Caceis Corporate Trust, if you hold registered shares, or to your bank or broker, if you hold bearer shares.

The admission card will then be sent to you by post or held for you at the General Meeting's welcome desk if there is not enough time to send it by post.

You will be asked to present the admission card and proof of your identity at the door of the Meeting.

You do not plan to attend the General Meeting in person

CHOOSE ONE OF THE FOLLOWING THREE OPTIONS:

To vote by post

- 1 Tick the corresponding box.
- 2 Proposed resolutions supported by the Board of Directors are presented on pages 36 to 54.
 - **to vote for a resolution**, leave blank the box corresponding to the resolution's number.
 - **to vote against a resolution**, shade in the box corresponding to the resolution's number.
 - **to abstain from voting on a resolution**, shade in the box corresponding to the resolution's number.
- 3 To vote in favour of any proposed resolutions that are not supported by the Board of Directors⁽¹⁾, shade in the box corresponding to your vote.

To give proxy to the Chair of the Meeting

Tick the corresponding box. 4

To give proxy to a named person

Tick the corresponding box and enter the last name and first name of the person (or the name of the company) to whom you are giving proxy. 5

(1) Any resolutions not supported by the Board of Directors result from requests by eligible shareholders (i.e., shareholders fulfilling the legal conditions specified in Articles R.225-71 and R.225-73 of the French Commercial Code) to have items and proposed resolutions added to the agenda, sent to CNP Assurances' headquarters by registered letter with return receipt requested or by email to cnp-ag@cnp.fr, no later than 25 days before the meeting and no more than 20 days after the date of publication in the BALO (French legal gazette) of the notice of the meeting

Proxy/postal voting form

You wish to attend the General Meeting in person: tick A.

You wish to vote by post: tick here and follow the instructions.

OR

You wish to give proxy to the Chair of the General Meeting: tick here.

OR

You wish to give proxy to a named person: tick here and write the particulars of that person.

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

A JE DÉSIRE 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



Siège social/Headquarters
4, place Raoul Dautry – 75716 Paris Cedex 15
Société Anonyme au capital de 695 619 477 €
341 737 062 R.C.S. Paris
Entreprise régie par le code des assurances

ASSEMBLÉE GÉNÉRALE ORDINAIRE ET EXTRAORDINAIRE DES ACTIONNAIRES
VENDREDI 22 AVRIL 2022, À 14 HEURES 30
Au siège social de la société : 4, place Raoul Dautry – 75015 PARIS
ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING
On APRIL 22, 2022 at 2.30 p.m.
Headquarters – 4, place Raoul Dautry – 75015 PARIS

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

Identifiant - Account	Nominatif Registered	Vote simple Single vote
Nombre d'actions Number of shares	Porteur Bearer	Vote double Double vote
Nombre de voix - Number of voting rights		

☐ **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										Oui / Yes	
Abs.										Non / No	
11	12	13	14	15	16	17	18	19	20	C	D
Non / No										Oui / Yes	
Abs.										Non / No	
21	22	23	24	25	26	27	28	29	30	E	F
Non / No										Oui / Yes	
Abs.										Non / No	
31	32	33	34	35	36	37	38	39	40	G	H
Non / No										Oui / Yes	
Abs.										Non / No	
41	42	43	44	45	46	47	48	49	50	I	J
Non / No										Oui / Yes	
Abs.										Non / No	

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 n°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 CHAIRMAN 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)
I HEREBY APPOINT: See reverse (4)
pour me représenter à l'Assemblée Générale / 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)

Whatever your choice, date and sign here.

OLIS ShareHolder number (only for registered shareholders)

Date & Signature

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à la banque / by the bank 19 Avril 2022
à la société / by the company 19 Avril 2022

* 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 to a representative), this automatically applies to the President of the General Meeting

WHATEVER YOUR CHOICE

Date and sign the form and return it for receipt no later than 19 April 2022.

Holders of registered shares:

in a stamped addressed envelope to CACEIS Corporate Trust – Assemblées Générales Centralisées – 14, rue Rouget-de-Lisle – 92862 Issy-les-Moulineaux Cedex 09, France or by email to: ct-mandataires-assemblees@caceis.com

Holders of bearer shares:

to your bank or broker who will return it to CACEIS Corporate Trust with a share ownership certificate⁽¹⁾ indicating the number of shares that you hold.

(1) Document certifying that your CNP Assurances shares are recorded in your securities account, which will be updated automatically at 12:00 am CEST on 20 April 2022, and confirming your status as a shareholder eligible to participate in the General Meeting

You want to vote online prior to the General Meeting using VOTACCESS

The VOTACCESS online ballot box will be open from the publication of the notice of meeting in the BALO (French legal gazette) until 3:00 pm CEST on 21 April 2022

CNP Assurances gives you the option of voting online ahead of the General Meeting, via VOTACCESS. This electronic platform makes it easier for holders of registered and bearer shares to participate in General Meetings.

Holders of registered and bearer shares can:

- vote online 24/7 during the period when the VOTACCESS ballot box is open;
- connect via a secure link from their bank or broker's web portal (holders of bearer shares) or the OLIS ShareHolder website (holders of registered shares) without having to provide any further proof of identity;

- consult the proxy documents for the General Meeting ("BALO" notice of meeting in French, notice of meeting in French and English);
- obtain guidance on how to participate in the General Meeting and:
 - vote by post,
 - give proxy to the Chair of the Meeting or another person,
 - access additional functions, for example to cancel the proxy given to the Chair of the Meeting or another person or to print the confirmation that your voting instructions have been duly registered.

If you hold bearer shares

Log onto your bank or broker's web portal by entering your username and password. If the bank or broker that holds your securities account is connected to the VOTACCESS platform, a flag will appear on the line corresponding to your CNP Assurances shares. Click on the flag and you will be automatically directed to the VOTACCESS platform, enabling you to request an admission card online, cast your votes, give proxy to the Chair of the Meeting, give proxy to another person or withdraw a previously given proxy.

NOTE: You may also ask to receive proxy documents for all future General Meetings of CNP Assurances' shareholders electronically, by choosing the "e-convocation" option. In this case, proxy documents will be sent to you at the e-mail address provided.

If you hold registered shares

As CNP Assurances' registrar, Caceis Corporate Trust is responsible for deploying VOTACCESS to holders of registered shares. Log onto the OLIS ShareHolder website and follow the instructions on screen to access the VOTACCESS secure site for the CNP Assurances General Meeting. The username to be used to access OLIS ShareHolder is shown on the proxy/postal voting form included with this notice of meeting, in the section in the top right-hand corner, below the number of shares held. Note that certain information needed to connect to the site may be sent to you by post.

If your shares are recorded directly in the CNP Assurances share register:

Log on to the OLIS ShareHolder website (www.nomi.olisnet.com) using the access codes given to you by Caceis Corporate Trust and the username shown on the proxy/postal voting form, and then follow the instructions on screen.

Once connected, click on the "Vote par Internet" link to be automatically redirected to the VOTACCESS platform where you can enter your voting instructions.

If your registered shares are held in an administered securities account:

You can access VOTACCESS via a simplified version of OLIS ShareHolder that simply contains details of your personal identification data, your voting right position and access to the e-consent form.

Connect to OLIS ShareHolder (www.nomi.olisnet.com) by entering the username shown on the proxy/postal voting form and follow the instructions on screen. Once connected, click on the "Vote par Internet" link to be automatically redirected to the VOTACCESS platform where you can enter your voting instructions.

For help with the formalities:

Caceis Corporate Trust's Investor Relations department is available between 9:00 am and 6:00 pm CEST from Monday to Friday to guide you through the OLIS ShareHolder sign-in process and to answer your questions. Call them on 00 33 (1) 57 78 34 44 or send an email to CT-contact@caceis.com.

Request for documents

To be returned:

By e-mail: cnp-ag@cnp.fr

By post: **CNP Assurances**

Direction juridique groupe - GJ2
4, place Raoul Dautry
75716 Paris Cedex 15



**Insuring
a more
open world**

I, the undersigned⁽¹⁾,

Last name:

First name:

request, as provided for in Article R.225-88 of the French Commercial Code, the documents or information referred to in Article R.225-83 of the Code for the Ordinary and Extraordinary General Meeting of 22 April 2021, except for the proxy documents sent with the proxy/postal voting form, by email:

to be sent to the following email address: @

Address:

No.: Street:

Postcode: Town/City:

Country:

Holder of: CNP Assurances shares

shares in: ☐ registered form;

☐ bearer form, recorded in my securities account with (name of your bank or broker)⁽²⁾

As a holder of registered shares, I request that the above information and documents be sent to me for all future General Meetings, without having to make any further request, as provided for in Article R.225-88-3 of the French Commercial Code, by ticking this box: ☐

Signed in on

(signature)

⁽¹⁾ For corporate shareholders, indicate the company's name

⁽²⁾ You should enclose with this request a copy of the share ownership certificate issued by your bank or broker



Design and production: **côté corp.**

Phone: +33 (0)1 55 32 29 74

Photo credit: Getty Images/Adamkaz - Jérôme Vila - Julien Millet



CNP Assurances | Registered office: 4, place Raoul Dautry – 75716 Paris Cedex 15 | Tel.: +33 (0)1 42 18 88 88 | www.cnp.fr
Société anonyme (joint-stock company) with fully paid-up share capital of €686,618,477
Registered in the Paris Trade and Companies Register under no. 341 737 062
Company governed by the French Insurance Code (*Code des assurances*)