



L'assureur de toute une vie

Paris, 25 April 2013

CNP Assurances – Press release

2012 Dividend – Scrip Option

The Annual General Meeting of CNP Assurances shareholders, held on 25 April, approved the recommended dividend of €0.77 per share and decided to offer shareholders a scrip option.

Shareholders that choose the scrip option should notify the paying agent or, if they hold registered shares, the Company's registrar (CACEIS Corporate Trust - Service Relation Investisseurs - 14, rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9) between 30 April and the close of business on 21 May. Otherwise, they will receive the dividend in cash.

The CNP Assurances shares delivered in payment of the dividend will be issued at a price of **€10.18**, corresponding to the average of the opening prices quoted for the shares on NYSE Euronext Paris over the twenty trading days preceding the date of the Annual General Meeting (25 April 2013), less the amount of the dividend, rounded up to the nearest centime.

Up to 48,556,924 ordinary shares may be issued in payment of dividends, representing 7.55% of the Company's issued capital as of the date of the Annual General Meeting.

If dividends for which the scrip option is exercised do not entitle the shareholder to a whole number of shares, the shareholder may elect for the number of shares to be rounded up, by paying the difference when the option is exercised, or for the number to be rounded down, in which case the difference will be paid to them in cash.

Cash dividends will be paid and scrip dividends will be settled and delivered as from 30 May 2013.

The cum rights date for the shares issued in payment of dividends will be 1 January 2013. An application will be made for the shares to be admitted to trading on NYSE Euronext Paris.

The new shares will be in the same class and will rank *pari passu* with the Company's ordinary shares that are admitted to trading on NYSE Euronext Paris (Compartment A – ISIN FR0000120222).

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Disclaimer

This press release is the information document required pursuant to Articles 212-4 4° and 212 5 5° of the Regulations of the Autorité des Marchés Financiers (AMF) and pursuant to Annex III of AMF Instruction n° 2005-11 dated 13 December, 2005, as amended.

This press release is for information purposes only and does not constitute an offer to buy securities. This release and any other document relating to the scrip dividend may only be distributed outside a member state of the European Union in compliance with applicable local laws and regulations and does not constitute an offer of securities in jurisdictions where such an offer would violate applicable laws and regulations.

The scrip option is not available to shareholders resident in jurisdictions where registration requirements would apply and the local securities regulator's authorisation would be required. Shareholders not resident in a member state of the European Union should seek advice about and comply with any local restrictions applicable to the scrip option.

When deciding whether or not to receive scrip dividends, shareholders should consider the risks associated with investing in equities.

For further information about the Company, its business, strategy, financial results and the risks associated with its business, please refer to the sections on risk factors in the CNP Assurances Registration Document (available on www.cnp-finances.fr).

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GROUPE CAISSE DES DÉPÔTS