



CNP Assurances signs a long-term strategic partnership in insurance in Europe with Banco Santander

10th July 2014

Disclaimer

« Some of the statements contained in this document may be forward-looking statements referring to projections, future events, trends or objectives which, by their very nature, involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated in such statements by reason of factors such as changes in general economic conditions and conditions in the financial markets, legal or regulatory decisions or changes, changes in the frequency and amount of insured claims, particularly as a result of changes in mortality and morbidity rates, changes in surrender rates, interest rates, foreign exchange rates, the competitive environment, the policies of foreign central banks or governments, legal proceedings, the effects of acquisitions and the integration of newly-acquired businesses, and general factors affecting competition.

Further information regarding factors which may cause results to differ materially from those projected in forward looking statements is included in CNP Assurances' filings with the Autorité des Marchés Financiers. CNP Assurances does not undertake to update any forward-looking statements presented herein to take into account any new information, future event or other factors. »

Transaction Summary

Transaction Overview	<ul style="list-style-type: none"> • Acquisition of 51% of Santander Consumer Finance's Life and Non-Life insurance subsidiaries • Signing of a 20-year exclusive distribution agreement with Santander Consumer Finance in 10 countries: Germany, Poland, Italy, Spain, Austria, Portugal, Norway, Sweden, Denmark and Finland
Presentation of Santander Consumer Finance	<ul style="list-style-type: none"> • SCF, wholly-owned subsidiary of Banco Santander, is the leading pan-European player in the consumer finance industry, with notably a strong presence in Germany, representing around 50% of its outstanding loans • SCF offers a diversified product range with a focus on car and durables financing, its core businesses • SCF operates through a multi-channel distribution network: partnerships with distributors, branches dedicated to consumer credit (more than 600 in Europe) and direct-to-customer channels
Focus on Santander Consumer Finance's insurance activities	<ul style="list-style-type: none"> • Santander Consumer Finance's Life and Non-Life insurance subsidiaries were created in 2011 to progressively internalise the insurance business related to Santander Consumer Finance in Europe • Strong growth potential secured through gradual internalisation of insurance business, that was previously outsourced to external insurers, and increase in retention rates
Strategic Rationale for CNP Assurances	<ul style="list-style-type: none"> • Partnership with the European leader in consumer finance with proven point-of-sale and direct marketing distribution capabilities (12-million client base) and strong growth track record • It allows CNP to gain significant scale in risk life insurance in Europe. This marks a key step in the implementation of the Group's strategy • Strong geographic diversification : <ul style="list-style-type: none"> ◦ Opportunity to achieve immediate scale in Germany, a key target market for CNP ◦ Beyond Germany, market entry into several European countries with attractive fundamentals (Poland, Nordics, Austria) and strengthening of CNP's presence in Southern Europe (Spain, Italy, Portugal)
Financial Impacts on CNP Assurances	<ul style="list-style-type: none"> • Consideration for the transaction amounts to €290 MM and may be adjusted upwards or downwards based on financial performance observed in the following years • APE margin significantly higher than CNP Assurances' level

Presentation of Santander Consumer Finance

Around €45 Bn of Outstanding Loans Well Diversified across Products, Geographies and Distribution Channels

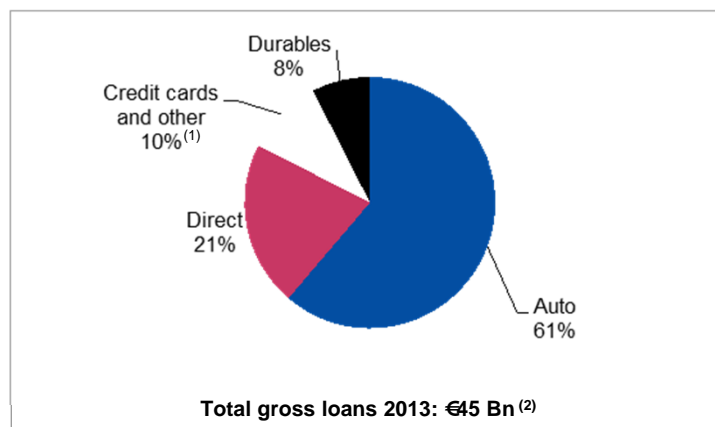
Business model description



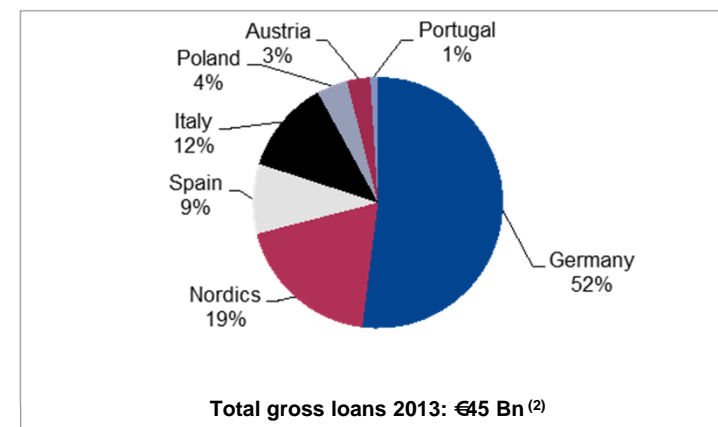
Key 2013 figures⁽¹⁾

12.5 MM total clients
122,500 points of sale
679 dedicated branches
€45 Bn gross loans ⁽²⁾
€19 Bn new lending ⁽²⁾
€31 Bn deposits

Diversified product mix specialized in consumer finance



Diversified portfolio with strong concentration on safer economies

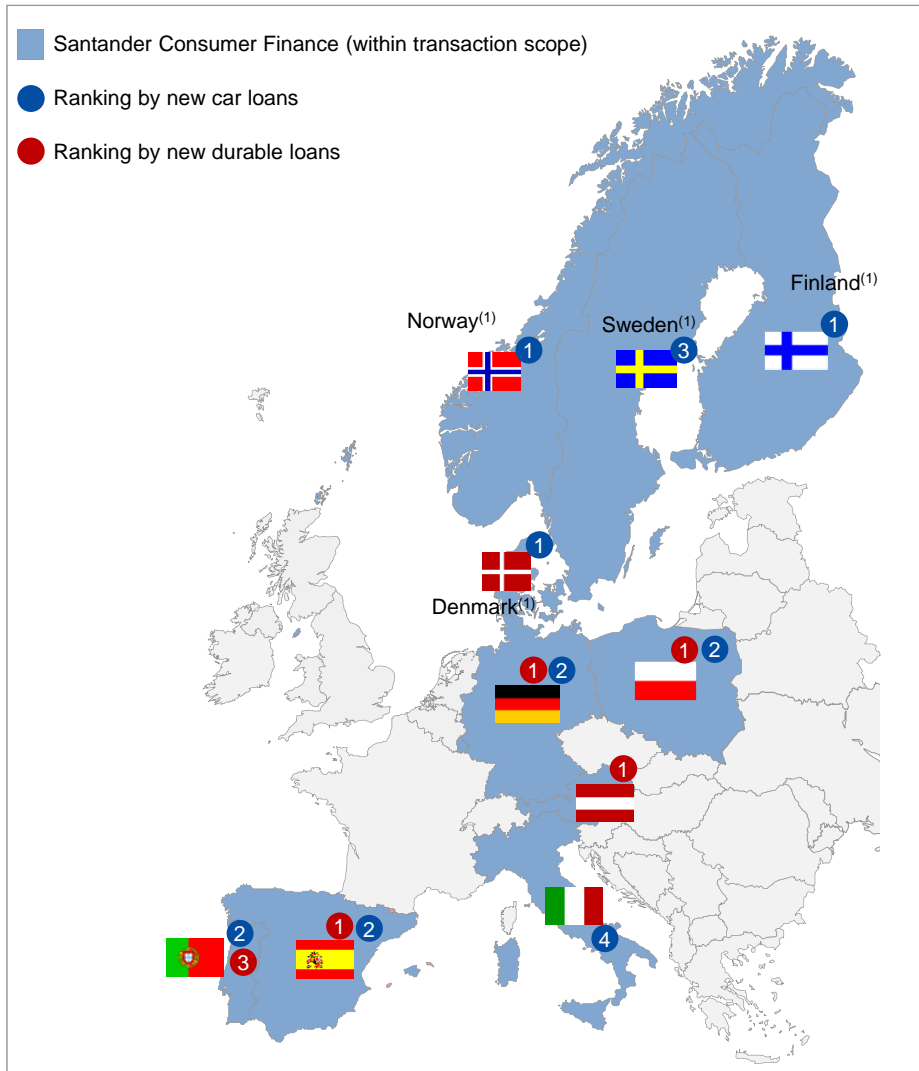


Notes

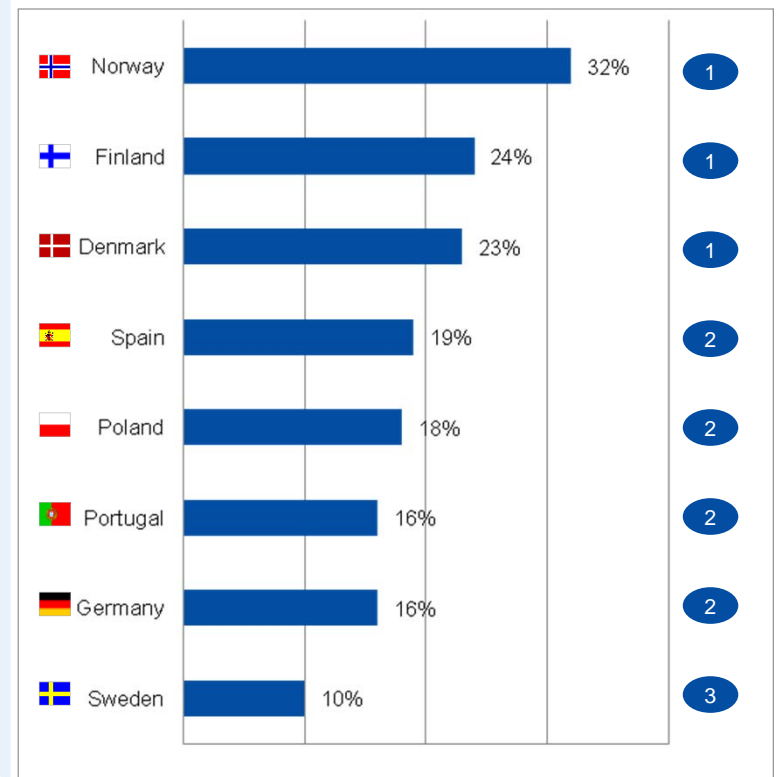
1. Includes also: Spain: industrial goods and real estate; Germany: current accounts, adjustments to IFRS and intercompanies; Italy: salary assignments; Nordics: snowmobiles and boats
2. Excluding United Kingdom and Benelux, as well as mortgage portfolio in run-off and car stock finance

Presentation of Santander Consumer Finance

The leading Pan-European Player in the Consumer Finance Industry



Santander Consumer Finance Rankings by new car loans



Notes

1. SCF plans to develop insurance business in Portugal and Austria in 2015 and Nordics in 2014
2. Including Financiera El Corte Ingles
3. SCF country estimates
4. Excluding Financiera El Corte Ingles ; Source: ASNEF

Presentation of SCF's Insurance Activities

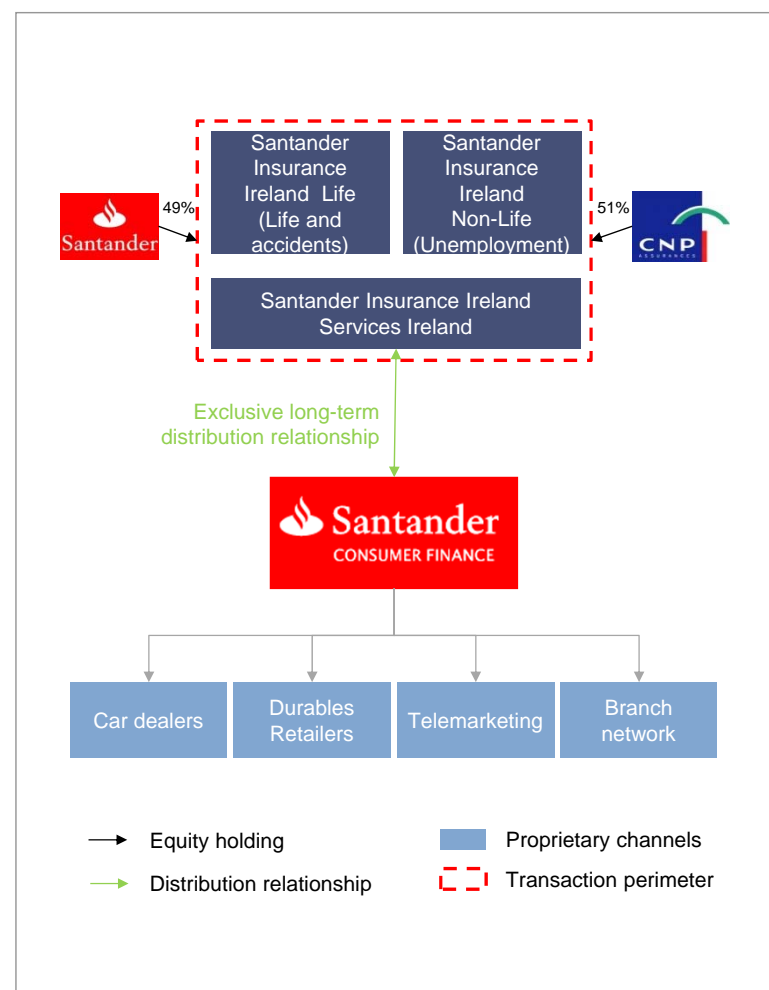
SCF's life and non-life subsidiaries were set up in 2011 to follow Santander Consumer Finance in its development of product offerings, replacing third party product providers in core markets

Key Figures and Objectives

Date	Key Milestones	GWP
2011	<ul style="list-style-type: none"> • Authorisation of the Central Bank of Ireland to start operations • Business launched in Italy 	€12 MM
2012	<ul style="list-style-type: none"> • Started to capture business and increase geographical footprint <ul style="list-style-type: none"> • Business launched in Germany (January 2012) 	€390 MM
2013	<ul style="list-style-type: none"> • Business launched in Spain (May 2013) and Poland (July 2013) 	€580 MM
2014e	<ul style="list-style-type: none"> • Business launched in Nordic countries: Norway, Sweden, Denmark and Finland 	>€650 MM
2015e	<ul style="list-style-type: none"> • Business launched in Portugal and Austria 	>€750 MM
2016e		>€800 MM

Key 2013 Figures	GWP: €580 MM
	Shareholders' Equity: €135 MM
	Solvency margin: 250%
	Employees: 31

Transaction Scope



Strong Strategic Rationale for CNP Assurances

