



**Summary of resolutions tabled for the 22 April 2008 annual general meeting**

## Resolution 1

Approval of the Company's financial statements, showing 2007 net profit of €922,74 million, the Board of Directors' report, the report of the Chairman of the Board of Directors on Board procedures and internal control, and the Auditors' report on regulated agreements. Transfer of €21,801 million from revenue reserves to the guarantee fund reserve.

## Resolution 2

Approval of the consolidated financial statements, showing consolidated net profit of €1.2 billion.

## Resolution 3

Appropriation of profit and payment of dividend.

The Board of Directors recommends an increased dividend of €2.85 per share, payable 29 April 2008. Individual shareholders resident in France will be entitled to 40% tax relief on dividends.

## Resolution 4

Approval of the Auditors' special report on related party agreements.

## Resolution 5

Ratification of the related party agreement between the Company and Gilles Benoist, Chief Executive Officer, regarding his employment contract and benefits.

## Resolution 6

Ratification of Pierre Hériaud's appointment as director replacing Etienne Bertier.

## Resolution 7

Authorization given to the Board of Directors to implement a share buyback programme, one purpose being to grant employees share purchase options or share grants. The maximum price to be set at €140 per share. The authorization to be given for a period up to the next AGM.

## Resolution 8

Directors' fees set at €700,000 per annum.

## Resolution 9

Delegation of authority to the Board of Directors, under specified terms and conditions, to issue CNP Assurances ordinary shares with pre-emptive subscription rights for existing shareholders. Total amount set at a maximum of €500 million.

## Resolution 10

Delegation of authority to the Board of Directors to issue shares to members of a Company and/or Group employee share ownership plan, limited to 3% of share capital.

The Board given wide discretion to set the conditions and scope of issues and allocations.

## Resolution 11

The Board of Directors authorised to grant share purchase options exercisable for shares representing no more than 1% of share capital.

Options to be granted to certain categories of staff and exercised within 6 years. The Board to decide the beneficiaries and set the terms under which share options are granted.

## Resolution 12

The Board of Directors authorised to make share grants to employees, limited to 0.5% of share capital.

Authorization given for a period of two years. The Board to decide beneficiaries and terms, and report to the AGM.

### **Resolution 13**

Amendment of Article 28 of CNP Assurances' Articles of Association to comply with changes in French law. The amendment concerns proxy voting and remote voting by shareholders.

### **Resolution 14**

Standard resolution giving powers to carry out formalities.