

Special arrangements for the holding of the Annual General Meeting of 17 April 2020 without the physical presence of CNP Assurances shareholders due to the current health crisis

Due to the COVID-19 epidemic and in accordance with the measures taken by the French Government to curb the circulation of the virus (Ordinance n° 2020-321 of 25 March 2020), CNP Assurances has decided to hold the Annual General Meeting of 17 April 2020 behind closed doors (without the physical presence of its shareholders).

The conditions and arrangements for taking part in the meeting have been adjusted as follows and will prevail over those previously communicated by CNP Assurances.

Any information that is useful for the General Meeting can be found at:

<https://www.cnp.fr/le-groupe-cnp-assurances/investisseurs/actionnaires-individuels/assemblee-generale-2020>

1. Ways of participating in the Annual General Meeting

Shareholders may take part in the General Meeting by:

- voting by correspondence,
- giving proxy to the Chairman,
- giving proxy without stating the name of the authorised representative.

Note that:

- no proxy that states the name of an authorised representative other than the Chairman of the General Meeting shall be accepted,
- for every proxy given by a shareholder without stating the name of the authorised representative, the Chairman of the General Meeting shall issue a vote in favour of adopting the draft resolutions presented or agreed upon by the Board of Directors, and against the adoption of any other draft resolutions.

Note further that sending proxies by post is not recommended due to the uncertain postal delays in the current circumstances.

Shareholders may and are advised to send the completed voting form to: ct-assemblees@caceis.com, before Thursday, 16 April 2020 at 3 p.m. (Paris time) at the latest.

Voting forms can be found at: <https://www.cnp.fr/le-groupe-cnp-assurances/investisseurs/actionnaires-individuels/assemblee-generale-2020>

Shareholders also have the option to send their voting instructions online, before Thursday, 16 April 2020 at 3 p.m. (Paris time) at the latest, on the Votaccess platform dedicated to the General Meeting, under the conditions described below:

- For registered shareholders:
 - Use the login indicated on the voting form to log onto the OLIS-Shareholder website (<https://www.nomi.olisnet.com>) and follow the instructions on the screen,
 - Once you have logged on, click on "Vote by Internet" to be redirected automatically to the Votaccess platform;

- For bearer shareholders: unregistered shareholders must find out whether their intermediary establishment is connected to the Votaccess platform and, if so, what the conditions for the use of the platform are. If the shareholders' intermediate establishment is connected to the Votaccess platform, the shareholders must log onto the Internet portal of their intermediate establishment with the usual access codes. They must then follow the indications on the screen to access the Votaccess platform, and vote, or designate or revoke an authorised representative.

To avoid any congestion of the Votaccess platform, shareholders are advised not to wait until the day before the General Meeting to enter their instructions.

Details on the handling of admission tickets and proxies given by a shareholder stating the name of an authorised representative other than the Chairman of the General Meeting

Note that requests for admission tickets by shareholders and proxies given to any named person other than the Chairman will not be followed up.

Their authors have the option to change the format of their participation and vote without delay, before **Thursday, 16 April 2020 at 3 p.m.** (Paris time) at the latest, by sending an email to ct-assemblees@caceis.com indicating the subject "CNP Assurances AGM 17 April 2020" and, in the body of the mail, clearly stating their instructions on how they intend to participate (vote by correspondence or proxy given to the Chairman of the Meeting).

2. Written questions

According to Section 3 of Article L.225-108 of the French Commercial Code, shareholders may ask questions in writing.

Written questions must be sent by electronic telecommunication to the following address: cnp-ag@cnp.fr before **15 April 2020 at 3 p.m.** (Paris time).

Note that sending registered letters with acknowledgement of receipt to the CNP Assurances Head Office addressed to the Chairman of the Board of Directions is not recommended due to the uncertain postal delays in the current circumstances.

All written questions must be accompanied by a share attendance certificate either as a shareholder with a registered CNP Assurances account, or with a bearer account held by a financial intermediary.

Replies to written questions shall be given by the Board of the Directors or the CEO at the following address in a section dedicated to written questions on page <https://www.cnp.fr/le-groupe-cnp-assurances/investisseurs/actionnaires-individuels/assemblee-generale-2020>.

No questions may be asked during the General Meeting.

3. Right to communicate and documentation made available to shareholders

Documents that must be available to shareholders for the purposes of General Shareholder Meetings can be found on the CNP Assurances website at the following address: <https://www.cnp.fr/le-groupe-cnp-assurances/investisseurs/actionnaires-individuels/assemblee-generale-2020>.

Shareholders may ask CNP Assurances to email them any documents concerning the General Meeting of 17 April 2020 as well as certain information regarding in particular shareholding, by sending a request to cnp-ag@cnp.fr.

4. Proceedings of the General Meeting

No debate shall take place at the General Meeting, and no amendments or proposals for new resolutions shall be made during the General Meeting. Any documents presented at the General Meeting shall be made available to shareholders, on the day of the General Meeting, on the CNP Assurances website at: <https://www.cnp.fr/le-groupe-cnp-assurances/investisseurs/actionnaires-individuels/assemblee-generale-2020>. The conditions under which the General Meeting shall take place, will be indicated on the CNP Assurances website at the same address.

CNP Assurances – Head office: 4, place Raoul Dautry 75716 Paris cedex 15 – 01 42 18 88 88 | www.cnp.fr | Public Limited Company with share capital of EUR 686,618,477 fully paid up | Paris Companies Register no. 341 737 062 – Company governed by the French insurance code

This document is a free translation into English of the original one, which was prepared in French, and is provided solely for the convenience of English speaking readers. In case of discrepancy between the two versions, only the French version shall prevail.

About CNP Assurances

A leading player in the French personal insurance market, CNP Assurances operates in 19 countries in Europe and Latin America, where it is very active in Brazil, its second largest market. As an insurance, coinsurance, and reinsurance provider, CNP Assurances designs innovative personal risk/protection and savings/retirement solutions. The company has more than 38 million insured in personal risk/protection insurance worldwide and more than 12 million in savings/retirement. In accordance with its business model, its solutions are distributed by multiple partners and adapt to their physical or digital distribution method as well as to the needs of customers in each country.

CNP Assurances has been listed on the Paris Stock Exchange since October 1998. The Group declared a net income of €1,412 billion in 2019.

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