



## PRESS RELEASE

### Green light for the project to open up the sharecapital of Groupama S.A.

**Paris, 24 February 2006 - the 374 delegates\* of Groupama's Regional Mutuals meeting in the General Assembly of the Fédération nationale Groupama, voted unanimously in favour of the resolution authorising the Groupama S.A. Board of Directors to open up the sharecapital of the company, subject however to control remaining with the Regional Mutuals.**

Following this extraordinary general assembly, Jean-Luc Baucherel, Chairman of Groupama, declared: *"Groupama is determined to safeguard its future and is firmly resolved to continue its growth in the interests of its policyholders, and by keeping its independence. To reach this objective, our Group needed to have a financing source that would enable it to significantly increase its investment capacity, thereby enabling it to pursue its expansion. This has now been achieved, with the potential opening up of the sharecapital of Groupama S.A. The Group will continue to be managed and controlled by the Mutual, the directors of which shall remain the elected representatives of members."*

Since last September, the plan has been widely debated in the Regional Mutuals, the works councils **employees** concerned have all been consulted and the Boards of Directors of the Regional Mutuals have deliberated on the subject.

This decision **finalizes** an end a process initiated in December 2001 when the Board of Directors requested General Management to prepare for a possible opening up of the Group's sharecapital by 2005/2006. Since then, the Group has been restructured (in particular through the merger of Regional Mutuals, the simplification of national entities and the introduction of a new form of governance), while profitability has been improved beyond original targets. Conditions were right therefore for the Fédération nationale Groupama, which represents all the Regional Mutuals, to authorise the opening up of the sharecapital of Groupama S.A. should this prove necessary in order to finance future growth.

*"This major project will improve **the way** we operate and the performance of our business lines, thereby benefiting clients, Group staff and, in the future, our shareholders as a whole. It is an essential element in the growth and profitability strategy chosen by Groupama", commented Jean Azéma, Chief Executive Officer of Groupama. "Opening up the sharecapital is a way of accelerating the implementation of this strategy."*

*\*present or represented*

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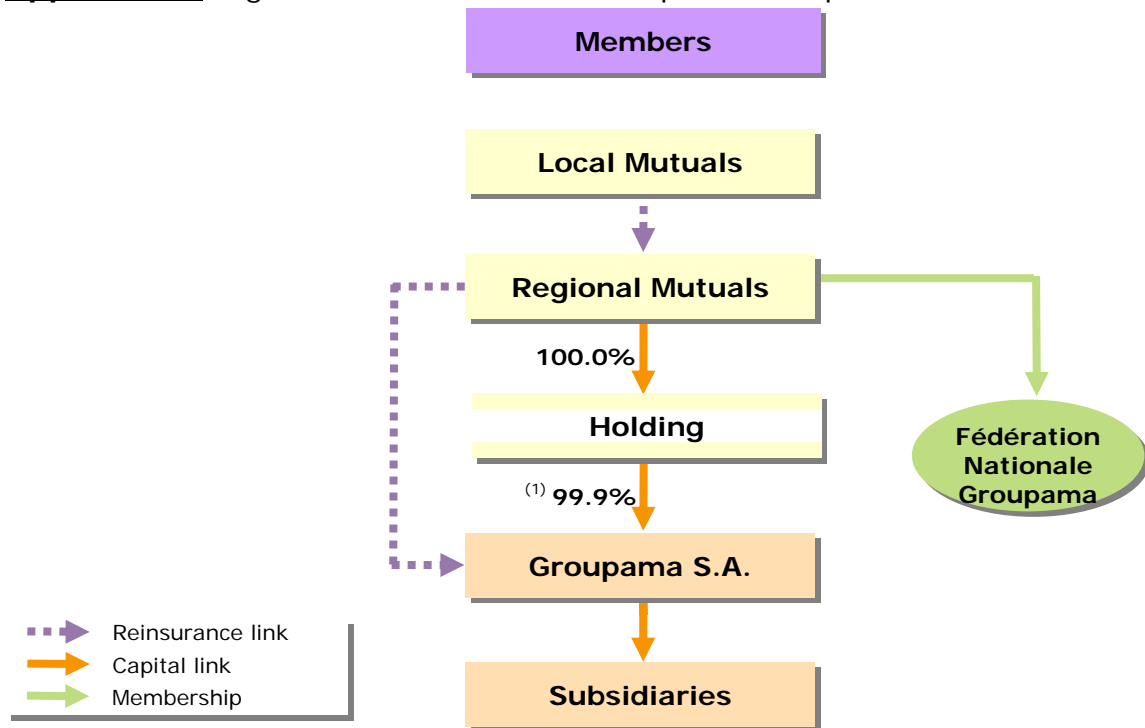
## **Appendix 1:**

### ***Resolution approved by the General Assembly of the Fédération Nationale Groupama (Single Resolution) of 24 February 2006***

*"The General Assembly, after examination of the report of the Board of Directors concerning the opening up of the sharecapital of Groupama S.A., and after reviewing the deliberations of the Board of Directors of each of the "Caisses de Réassurance Mutuelles Agricoles", gives its approval, in the context of the Group's expansion strategy, to opening up the sharecapital of Groupama S.A. by means of a stock market flotation of part of its sharecapital, to meet a requirement for financing or total **either** partial refinancing for the purposes of one or more major acquisitions, or in the context of implementing a strategic partnership in France and/or abroad.*

*The Board of Directors of Groupama S.A. shall dispose of all necessary authority to open up the sharecapital, at the time it judges most appropriate, and also to determine the methods employed, provided that the Mutual retains, under all circumstances, the legal and financial control of Groupama S.A. and its subsidiaries as a whole."*

**Appendix 2:** Organisation chart of the Groupama Group



(1) 0.1% of Groupama S.A.'s sharecapital held by employees and exclusive agents, at 01.01.06

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