

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – *The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (UK). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Commission Delegated Regulation (EU) No 2017/565 (as amended) as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (EUWA); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 (as amended) as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 (as amended) as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended) as it forms part of domestic law by virtue of the EUWA (the UK PRIIPs Regulation) for offering or selling the Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.*

**MiFID II Product Governance / Retail investors, professional investors and eligible counterparties target market** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Securities, taking into account the five categories referred to in item 18 of the Guidelines published by ESMA has led to the conclusion that: (i) the target market for the Securities is eligible counterparties, professional clients and retail clients, each as defined in MiFID II; (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Securities to retail clients are appropriate - investment advice, portfolio management, and pure execution services, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

Any person subsequently offering, selling or recommending the Securities (a distributor) should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

**UK MiFIR product governance / Retail investors, professional investors and eligible counterparties target market** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Securities, taking into account the five categories referred to in item 18 of the Guidelines published by the ESMA on 5 February 2018 (in accordance with the FCA's policy statement entitled "Brexit our approach to EU non-legislative materials"), has led to the conclusion that: (i) the target market for the Securities is retail clients, as defined in point (8) of Article 2 of Commission Delegated Regulation (EU) No 2017/565 (as amended) as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (EUWA), and eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (COBS) and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA (UK MiFIR); (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Securities to retail clients are appropriate - investment advice, portfolio management, and pure execution services, subject to the distributor's suitability and appropriateness obligations under COBS, as applicable.

Any person subsequently offering, selling or recommending the Securities (a **distributor**) should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the **UK MiFIR Product Governance Rules**) is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under COBS, as applicable

## FINAL TERMS DATED 17 MAY 2024

Amundi

**Legal Entity Identifier (LEI): 96950010FL2T1TJKR531**

Issue of EUR 30,000,000 of Certificates **Express Aktienanleihe ASML 2024-2029 Anlageprodukt ohne Kapitalschutz**

by Amundi  
under the Euro 10,000,000,000 Notes and Certificates Programme

The Base Prospectus referred to below (as supplemented by these Final Terms) has been prepared on the assumption that, other than as provided in sub-paragraph (ii) above, any offering of Certificates in any member state of the European Economic Area (each a **Member State**) shall be made pursuant to an exemption from the requirement to publish a prospectus for offers of Certificates, in accordance with the Prospectus Regulation. Accordingly, any person offering or intending to offer Certificates may only do so:

- (i) in circumstances under which neither the Issuer nor any Dealer is under any obligation to publish a prospectus pursuant to article 3 of the Prospectus Regulation or a supplemental prospectus in accordance with article 23 of the Prospectus Regulation; or
- (ii) in a Non-Exempt Offer Jurisdiction as referred to in paragraph 32 of Part A below, provided that such person is one of the persons referred to in paragraph 32 of Part A below and that such offer is made during the Offer Period specified for such purpose in such same paragraph.

Neither the Issuer nor any Dealer has authorised or authorises the offering of any Certificates in any other circumstances.

The expression **Prospectus Regulation** means the Regulation (EU) 2017/1129 of the European Parliament and the Council dated 14 June 2017 as amended.

### PART A - CONTRACTUAL TERMS

Terms used in these Final Terms shall have the meaning given to them in the chapter headed "*Terms and Conditions of the Certificates*" of the base prospectus dated 11 July 2023 and the first supplement to the Base Prospectus dated 4 August 2023, the second supplement to the Base Prospectus dated 26 September 2023, the third supplement to the Base Prospectus dated 13 November 2023, the fourth supplement to the Base Prospectus dated 15 February 2024 and the fifth supplement to the Base Prospectus dated 16 May 2024 which together constitute a base prospectus (the **Base Prospectus**) as defined in the Regulation (EU) 2017/1129 of the European Parliament and the Council dated 14 June 2017 as amended (the **Prospectus Regulation**).

This document constitutes the Final Terms of the Certificates described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus, as supplemented, in order to obtain all the relevant information. Copies of the Base Prospectus, as supplemented, shall be published, in accordance with article 21 of the Prospectus Regulation and are available on the websites of (a) the AMF ([www.amf-france.org](http://www.amf-france.org)) and (b) the Issuer ([www.amundi.com](http://www.amundi.com)). A summary of the issue is appended to these Final Terms and includes the information contained in the summary of the Base Prospectus and relevant information on the Final Terms.

- |    |      |             |        |
|----|------|-------------|--------|
| 1. | (i)  | Issuer:     | Amundi |
| 2. | (i)  | Series N°:  | 46     |
|    | (ii) | Tranche N°: | 1      |

	(iii) Date on which the Certificates become fungible:	Not Applicable
3.	Specified Currency:	Euro (“EUR”)
	Replacement Currency:	U.S. dollar
4.	Aggregate Nominal Amount:	EUR 30,000,000
5.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	(i) Calculation Amount:	EUR 1,000
7.	(i) Issue Date:	24 May 2024
	(ii) Trade Date:	29 April 2024
	(iii) Interest Period Commencement Date:	5 July 2024
8.	Maturity Date:	9 July 2029
9.	Interest Basis:	Share Linked Coupon
10.	Coupon Switch Option:	Not Applicable
11.	Redemption/Payment Basis:	Share Linked Redemption
12.	Issuer/holders redemption option:	Not Applicable
13.	Authorised Issue Date:	Issuer Board of Directors Resolution dated 25 April 2024
14.	Placement method:	Non-syndicated
15.	Hybrid Certificates:	Not Applicable
16.	Exercise of Certificates:	Not Applicable

**TERMS RELATING TO INTEREST (IF ANY) PAYABLE**

17.	Fixed Rate Certificates:	Not Applicable
18.	Floating Rate Certificates and Rate Linked Certificates:	Not Applicable
19.	Change of Interest Basis:	Not Applicable
20.	Zero Coupon Certificates	Not Applicable
21.	Underlying Reference Linked Interest Certificates other than Rate Linked Certificates	Applicable

**(A) TERMS RELATING TO THE UNDERLYING REFERENCE**

	(1) Share Linked Interest Certificates	Applicable
	(i) Type of Certificates:	Single Share Linked Interest Certificates

(ii)	Share Company:	ASML HOLDING N.V.
(iii)	Share:	ASML Holding N.V.
		ISIN Code: NL0010273215
		(Code Reuters: ASML.AS)
(iv)	Exchange:	Euronext Amsterdam
(v)	Related Exchanges:	All Exchanges
(vi)	Party responsible for calculation of the Interest Amount:	Calculation Agent
(vii)	Valuation Time:	In accordance with Section 1.1.VI of Part 3
(viii)	Specified Maximum Days of Disruption:	Eight (8)
(ix)	Exchange Business Day:	Single Share Basis
(x)	Scheduled Trading Day:	Single Share Basis
(xi)	Additional Disruption Event:	Change in Law / Hedging Disruption / Increased Cost of Hedging apply
(xii)	Extraordinary Events:	Change in Listing/Listing Suspension apply
(xiii)	Correction Deadline:	Within a Settlement Cycle following the original publication and before the relevant Interest Determination Date
(xiv)	Weighting for each Share comprised in the Basket:	Not Applicable
	(2) Index Linked Interest Certificates	Not Applicable
	(3) Fund Linked Interest Certificates	Not Applicable
	(4) Inflation Linked Interest Certificates	Not Applicable
	(5) Foreign Exchange Linked Interest Certificates	Not Applicable
	(6) Commodity Linked Interest Certificates	Not Applicable

**(B) DETERMINATION OF THE INITIAL VALUE OF THE UNDERLYING REFERENCE**

(i)	Initial Determination Date:	5 July 2024
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- Observation Date in respect of the Initial Determination Date: 5 July 2024
- (ii) Initial Value: Determined in accordance with Value Determination Terms set forth below
- (iii) Value Determination Terms for the Initial Value: Reference Value

(Section 2.2 of Part 3 of the Conditions)

**(C) DETERMINATION OF THE FINAL VALUE OF THE UNDERLYING REFERENCE**

- (i) Value Determination Terms for the Final Value on each Interest Determination Date: Reference Value

(Section 2.2 of Part 3 of the Conditions)

- Observation Date(s) in respect of each Interest Determination Date: See table below

**(D) DETERMINATION OF PERFORMANCE**

- (i) Performance: Not Applicable
- (ii) Cap: Not Applicable
- (iii) Floor: Not Applicable

**(E) INTEREST TERMS:**

**I Fixed Coupon:** Not Applicable

**II Participation Linked Interest:** Not Applicable

**III Provisions relating to Barrier Conditional Interest:** Applicable

(1) Barrier Conditional Coupon: Applicable

(i) Performance Condition: Not Applicable

(ii) Final Value Condition: Applicable

- The Coupon Amount is payable if the Final Value of the Underlying Reference on the relevant Interest Determination Date is: greater than or equal to the Coupon Barrier

- Coupon Barrier:

<b>Interest Determination Date</b> /	<b>Coupon Barrier</b>
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<b>Observation Date in respect of each Interest Determination Date</b>	
19 June 2025	100% of the Initial Value
19 June 2026	90% of the Initial Value
21 June 2027	80% of the Initial Value
19 June 2028	70% of the Initial Value
21 June 2029	60 % of the Initial Value

- Coupon Amount: Coupon Rate x Calculation Amount
- Coupon Rate:

<b>Interest Determination Date</b>	<b>Coupon Rate</b>
19 June 2025	10%
19 June 2026	20%
21 June 2027	30%
19 June 2028	40%
21 June 2029	50%

- Additional Barrier Conditional Coupon: Not Applicable
- (iii) Interest Determination Dates: See table above
- (iv) Interest Payment Dates: 7 July 2025, 7 July 2026, 7 July 2027, 5 July 2028 and 9 July 2029
- (v) Business Day Convention: Following Business Day Convention
- (2) Memory Barrier Conditional Coupon: Not Applicable
- (3) Lock-In Barrier Conditional Coupon: Not Applicable
- (4) Memory Lock-In Barrier Conditional Coupon: Not Applicable
- (5) Single Final Barrier Conditional Coupon: Not Applicable
- (6) Single Final Memory Barrier Conditional Coupon: Not Applicable
- (7) Single Final Lock-In Barrier Conditional Coupon: Not Applicable

(8) Single Final Memory Lock-In Barrier Conditional Coupon: Not Applicable

(9) Single Final Double Barrier Conditional Coupon: Not Applicable

#### **TERMS RELATING TO REDEMPTION**

22. Redemption at the Option of the Issuer Not Applicable
23. Redemption at the Option of the Holders Not Applicable
24. Final Redemption Amount on each Certificate Underlying Reference Linked Final Redemption Amount if no Automatic Early Redemption Event has occurred on the Automatic Early Redemption Determination Date.  
Physical Settlement
25. Underlying Reference Linked Redemption Amount Certificates Applicable

#### **(A) TERMS RELATING TO THE UNDERLYING REFERENCE**

- (1) Share Linked Redemption Amount: Applicable
- (i) Type of Certificates: Single Share Linked Certificates
- (ii) Share Company: ASML HOLDING N.V.
- (iii) Share: ASML HOLDING N.V. ISIN Code: NL0010273215  
(Code Reuters : ASML.AS)
- (iv) Exchange: Euronext Amsterdam
- (v) Related Exchanges: All Exchanges Applicable
- (vi) Physical Settlement: - Physical Settlement Condition: is deemed to occur if the Final Value of the Underlying Reference is less than the Final Redemption Barrier Value on the Final Redemption Amount Determination Date.  
- Entitlement in relation to each Certificate: A number of deliverable shares (**Number of Deliverable Shares**) equal to the Calculation Amount divided by the Initial Value.

The Number of Deliverable Shares will be rounded to the next lower integer number of the Relevant Share and an amount in Euros (**Fractional Share Amount**) equal to the non-deliverable fraction of the Calculation Amount multiplied by the Final Value.

Certificates will not be aggregated for the purpose of physical settlement.

- Relevant Share: ASML HOLDING N.V.

- ISIN Code: NL0010273215

- Settlement Business Day: Maturity Date

- Share Amount: Number of Deliverable Shares

- |        |   |  |
|--------|---|--|
| (vii)  | Party responsible for calculation of the Redemption Amount: | Calculation Agent  |
| (viii) | Valuation Time:   | In accordance with Section 1.1.VI of Part 3  |
| (ix)   | Specified Maximum Days of Disruption:                       | Eight (8)  |
| (x)    | Exchange Business Day                                       | Single Share Basis   |
| (xi)   | Scheduled Trading Day                                       | Single Share Basis   |
| (xii)  | Additional Disruption Events:                               | Change in Law, Hedging Disruption and Increased Cost of Hedging apply  |
| (xiii) | Extraordinary Events  | Change in Listing/Listing Suspension apply   |
| (xiv)  | Correction Deadline:  | within a Settlement Cycle following the original publication and before the Maturity Date, or if applicable before the Automatic Early Redemption Date |
| (xv)   | Weighting for each Share comprised in the Basket:           | Not Applicable   |
| (2)    | Index Linked Redemption Amount:                             | Not Applicable   |
| (3)    | Fund Linked Redemption Amount:                              | Not Applicable   |
| (4)    | Inflation Linked Redemption Amount:                         | Not Applicable   |
| (5)    | Foreign Exchange Rate Linked Redemption Amount:             | Not Applicable   |
| (6)    | Commodity Linked Redemption Amount:                         | Not Applicable   |
| (7)    | Credit Linked Certificates:                                 | Not Applicable   |
| (8)    | Dynamic Linked Redemption Certificates:                     | Not Applicable   |

**(B) TERMS RELATING TO FINAL REDEMPTION**

**DETERMINATION OF THE INITIAL VALUE OF THE UNDERLYING REFERENCE**

- |     |                             |             |
|-----|-----------------------------|-------------|
| (i) | Initial Determination Date: | 5 July 2024 |
|-----|-----------------------------|-------------|



- Observation Dates for Initial Determination Date: 5 July 2024
- (ii) Initial Value: Determined in accordance with Value Determination Terms set forth below
- (iii) Value Determination Terms for the Initial Value: Reference Value

(Section 2.2 of Part 3 of the Conditions)

**DETERMINATION OF THE FINAL VALUE OF THE UNDERLYING REFERENCE**

- (i) Value Determination Terms for the Final Value in respect of any Redemption Amount Determination Date: Reference Value

(Section 2.2 of Part 3 of the Conditions)

- Observation Dates for any Redemption Amount Determination Date: 21 June 2029

**DETERMINATION OF THE PERFORMANCE:**

- (i) Performance: Not Applicable
- (ii) Cap: Not Applicable
- (iii) Floor: Not Applicable

**DETERMINATION OF THE FINAL REDEMPTION AMOUNT:**

**I Terms relating to Indexed Final Redemption Amount** Not Applicable

**II Terms relating to Barrier Final Redemption Amount** Applicable

- (1) Barrier Final Redemption: Applicable
  - (i) Performance Condition: Not Applicable
  - (ii) Final Value Condition: Applicable

- The Final Redemption Amount shall be:

- if the Final Value of the Underlying Reference is: less than the Final Redemption Barrier Value:

		Number of Deliverable Shares + Fractional Share Amount
	– In all other cases:	Redemption Rate x Calculation Amount
•	Final Redemption Barrier Value:	60% of the Initial Value
(iii)	Participation Rate:	Not Applicable
(iv)	Redemption Rate:	100%
(v)	Final Redemption Amount Determination Date:	21 June 2029
(vi)	Business Day Convention:	Following Business Day Convention
(2)	Barrier Final Redemption 2:	Not Applicable
(3)	Amortizing Barrier Final Redemption:	Not Applicable
(4)	Airbag Barrier Final Redemption:	Not Applicable
(5)	Dual Barrier Final Redemption 1:	Not Applicable
(6)	Dual Barrier Final Redemption 2:	Not Applicable
(7)	Dual Barrier Final Redemption 3:	Not Applicable
(8)	Twin Win Barrier Final Redemption:	Not Applicable
26.	Redemption Amount Switch Option	Not Applicable
27.	Automatic Early Redemption Event:	Applicable

**DETERMINATION OF THE INITIAL VALUE OF THE UNDERLYING REFERENCE:**

- (i) Initial Determination Date: 5 July 2024
- Observation Dates for Initial Determination Dates: 5 July 2024
- (ii) Initial Value: Determined in accordance with Value Determination Terms set forth below
- (iii) Value Determination Terms for the Initial Value: Reference Value

(Section 2.2 of Part 3 of the Conditions)

**DETERMINATION OF THE FINAL VALUE OF THE UNDERLYING REFERENCE:**

- (i) Final Value Determination Terms in respect of any Redemption Amount Determination Date: Reference Value

(Section 2.2 of Part 3 of the Conditions)

- Observation Dates in respect of any Redemption Amount Determination Date:

<b>Observation Dates in respect of any Redemption Amount Determination Date</b>	<b>Automatic Early Redemption Dates</b>
19 June 2025	7 July 2025
19 June 2026	7 July 2026
21 June 2027	7 July 2027
19 June 2028	5 July 2028

**DETERMINATION OF PERFORMANCE:**

- (i) Performance: Not Applicable

**TERMS RELATING TO AUTOMATIC EARLY REDEMPTION:**

- Automatic Early Redemption: Applicable
  - (i) Performance Condition: Not Applicable
  - (ii) Final Value Condition: Applicable
    - An Automatic Early Redemption Event is deemed to have occurred if the Final Value of the Underlying Reference on any Automatic Early Redemption Determination Date is: greater than or equal to the Automatic Redemption Barrier Value
    - Automatic Redemption Barrier Value:

<b>Automatic Early Redemption Determination Date</b>	<b>Automatic Redemption Barrier Value</b>
19 June 2025	100% of the Initial Value
19 June 2026	90% of the Initial Value
21 June 2027	80% of the Initial Value
19 June 2028	70% of the Initial Value

- (iii) Automatic Early Redemption Determination Dates: See table above
- (iv) Automatic Early Redemption Amount: Automatic Early Redemption Rate x Calculation Amount
- (v) Automatic Early Redemption Rates: 100%

- |       |                                    |   |
|-------|------------------------------------|---|
| (vi)  | Automatic Early Redemption Dates:  | 7 July 2025, 7 July 2026, 7 July 2027 and 5 July 2028 |
| (vii) | Business Day Convention:           | Following Business Day Convention                     |
| 2.    | Target Automatic Early Redemption: | Not Applicable  |

#### **GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES**

- |     |   |   |
|-----|---|---|
| 28. | Form of the Certificates:   | Dematerialised Bearer Certificates  |
| 29. | Business Centre or other special provisions relating to Payment Dates:              | Not Applicable  |
| 30. | Payment Business Day or other special provisions relating to Payment Business Days: | Following Business Day Convention   |
| 31. | Name and address of the Dealer:   | Amundi Finance<br>91-93 boulevard Pasteur, 75015 Paris, France  |
| 32. | Non-Exempt Offer:   | Certificates may not be offered by the Dealer and BAWAG P.S.K. Bank für Arbeit und Wirtschaft und Österreichische Postsparkasse AG ( <b>BAWAG PSK</b> ) and its German branch SÜDWESTBANK – BAWAG AG Niederlassung Deutschland, (collectively referred to, with the Dealer, as the <b>Authorised Offerors</b> ) other than pursuant to article 1(4) of the Prospectus Regulation in Austria and Germany ( <b>Non-Exempt Offer Jurisdictions</b> ) during the period from 27 May 2024 to 28 June 2024 ( <b>Offer Period</b> ). See also paragraph 6 of Part B below. |
| 33. | General Consent:  | Not Applicable  |
| 34. | Total commission and concession:  | Maximum 1.92 per cent. per annum of the Aggregate Nominal Amount  |
| 35. | United States Tax Considerations  | The Securities are not Specified Securities for purposes of Section 871(m) of the U.S. Internal Revenue Code of 1986.   |
| 36. | Prohibition of Sales to EEA Retail Investors:                                       | Not Applicable  |
| 37. | Prohibition of Sales to UK Retail Investors:  | Applicable  |

#### **RESPONSIBILITY**

The Issuer hereby accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: Jean-Philippe BIANQUIS

Duly authorised

## PART B– OTHER INFORMATION

### 1. ADMISSION TO TRADING

- (i) Admission to Trading Not Applicable

### 2. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

Save for any fees payable to the Authorised Offerors, no person involved in the offer of the Certificates has, as far as the Issuer is aware, any material interest in the offer. The Dealer, the Authorised Offerors and their affiliates have concluded, and may in the future conclude, financial and commercial transactions with, and may provide other services to, the Issuer during the normal course of business

### 3. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: The net proceeds will be used for the Issuer's general financing requirements.
- (ii) Estimated net proceeds: Aggregate Nominal Amount of the Tranche
- (iii) Estimated Total Expenses: Maximum 1.92 per cent. per annum of the Aggregate Nominal Amount

### 4. INFORMATION CONCERNING THE UNDERLYING REFERENCE – Underlying Reference Linked Certificates only

The exercise price or the final reference price of the underlying: Not Applicable

Details of past and future performance and volatility of ASML HOLDING N.V. may be obtained, free of charge: On the relevant website: <https://www.asml.com/>

Where the Underlying is a security: Applicable

- (a) the name of the issuer of the security: ASML HOLDING N.V.
- (b) the ISIN (International Security Identification Number) or other such security identification code: NL0010273215

Where the Underlying is an index: Not Applicable

- (c) if the index is not composed by the Issuer, where information about the index can be obtained: Not Applicable

Where the Underlying is an interest rate, a description of the interest rate: Not Applicable

### 5. OPERATIONAL INFORMATION

ISIN Code: FR001400PQ15

CFI Code: DEMMMS

Common Code: 280987212

Any clearing system(s) other than Euroclear France/Euroclear Bank SA/NV and Clearstream Banking S.A. and relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s): UPTEVIA  
Registered office: 89-91, rue Gabriel Péri 92120  
Montrouge, France

Names and addresses of additional Paying Agents: Not Applicable

## 6. **TERMS AND CONDITIONS OF THE OFFER**

Total amount of the securities offered to the public/admitted to trading: EUR 30,000,000

Offer Period: From 27 May 2024 to 28 June 2024 (the “Offer End Date”), (both dates included). The Issuer reserves the right to shorten or withdraw the Offer of the Certificates, at any time on or prior to the Offer End Date

Offer Price: Certificates issued on 24 May 2024 will be entirely subscribed by the Dealer.

Certificates will then be offered to the public on the secondary market during the Offer Period at an Offer Price equal to EUR 1,000 per Certificate.

Conditions to which the offer is subject: The offer of the Certificates is conditional upon their issue and on any additional conditions set out in the standard terms of business of the Authorised Offerors, notified to investors by such relevant Authorised Offeror. Between the Authorised Offerors and their customers, the offer of the Certificates is further subject to conditions that may be agreed between them and/or specified in the arrangements in place between them.

Description of application procedure (including the period during which the offer shall be open and possible changes): Applications for the Certificates by the public, within the limit of the number of available Certificates, will be made in accordance with the Authorised Offerors’ usual procedures.

Description of option to reduce subscriptions and arrangements for refunding amounts paid in excess by subscribers: Not Applicable

Details of the minimum and/or maximum subscription amounts (expressed either as a

number of securities or total investment amount):

Details of method and time limits for payment and delivery of Certificates: The Certificates will be issued on the Issue Date and subscribed by the Dealer on the Issue Date.

Investors will be notified by the relevant Authorised Offeror of their allotments of Certificates and the settlement arrangements in respect thereof.

Manner and date of publication of the results of the offer: Not Applicable

Procedure for exercise of any pre-emption rights, negotiability of subscription rights and treatment of unexercised subscription rights: Not Applicable

If the Certificates are being offered simultaneously in several countries, and if a tranche has been or is being reserved for certain prospective investors, specify which tranche: Not Applicable

Procedure for notifying subscribers of their allotments and indication whether dealing may commence prior to notification: Investors will be notified of their allotments by the relevant Authorised Offeror. No dealing in the Certificates may take place prior to the Issue Date.

Amount of all expenses and taxes charged to the subscriber or purchaser: Not Applicable

Authorised Institution(s) in countries where the Certificates are being offered: Any Authorised Offeror which satisfies the conditions listed below "Conditions relating to Issuer's consent to use the Base Prospectus"

Conditions relating to Issuer's consent to use the Base Prospectus: The conditions to the Issuer's consent are that such consent (a) is only valid during the Offer Period and (b) only extends to the use of the Base Prospectus to make Non-Exempt Offers of the relevant Tranche of Securities in Austria and Germany

## 7. **PLACEMENT AND UNDERWRITING**

Names and addresses of entities with overall responsibility for coordinating the issue and the various parties and, to the extent such information is known to the Issuer or the distributor, the relevant dealers in the countries where the Certificates are being offered:

The Dealer has appointed the following Authorised Offerors for the distribution of the Certificates in Austria and Germany:

For Austria:  
BAWAG P.S.K. Bank für Arbeit und Wirtschaft und  
Österreichische Postsparkasse AG  
Wiedner Gürtel 11 - 1100 Vienna, Austria

For Germany:



SÜDWESTBANK – BAWAG AG Niederlassung  
Deutschland which is the German branch of BAWAG  
P.S.K. Bank für Arbeit und Wirtschaft und  
Österreichische Postsparkasse AG  
Rotebühlstraße 125 - 70178 Stuttgart; Deutschland

Name and address of intermediaries acting as  
paying agents and depositary agents in each  
relevant country: Not Applicable

Entities that have agreed to underwrite the  
Certificates on a firm commitment basis and  
those that have agreed to place the Certificates  
without a firm commitment or under “best  
efforts” arrangements. If the entire issue has  
not been underwritten, specify the proportion  
not underwritten. Amundi Finance

Overall amount of underwriting commission  
and of the placing commission: Maximum 1.92 per cent. per annum of the Aggregate  
Nominal Amount

Name(s) and address(es) of entities that have  
undertaken to act as authorised intermediaries  
on the secondary market, by providing bid/ask  
price liquidity and description of the main  
terms of their undertaking: Amundi Finance has undertaken to act as authorised  
intermediary on the secondary market, by providing bid  
price liquidity to the Authorised Offerors under normal  
market conditions

When the underwriting agreement has been or  
will be reached: 24 May 2024

#### 8. **POST-ISSUANCE INFORMATION RELATING TO THE UNDERLYING**

The Issuer will not provide any post-issuance information unless required by law or regulation

## SUMMARY

### Section A – Introduction and Warnings

#### Warnings

This summary (the “**Summary**”) should be read as an introduction to the base prospectus dated 11 July 2023 (the “**Base Prospectus**”) as supplemented by the supplements (the “**Supplements**”) and the final terms (the “**Final Terms**”) to which this is annexed. Any decision to invest in any Securities should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference thereto, any supplement from time to time and the Final Terms. An investor in the Securities could lose all or part of the invested capital. Where a claim relating to information contained in the Base Prospectus is brought before a court, the plaintiff may, under national law where the claim is brought, be required to bear the costs of translating the Base Prospectus and the Final Terms before the legal proceedings are initiated.

Civil liability attaches only to the Issuer solely on the basis of this Summary, including any translation of it, but only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the Final Terms or where it does not provide, when read together with the other parts of the Base Prospectus and the Final Terms, key information in order to aid investors when considering whether to invest in the Securities.

*You are about to purchase a product that is not simple and may be difficult to understand.*

#### Name and international securities identification number (ISIN) of the Securities

The Securities described in this Summary are EUR 30,000,000 of Certificates Express Aktienanleihe ASML 2024-2029 Anlageprodukt ohne Kapitalschutz (the “**Securities**”). International Securities Identification Number (“**ISIN**”) of the Securities is: FR001400PQ15.

#### Identity and contact details of the Issuer

Amundi (the “**Issuer**”), 91-93 boulevard Pasteur, 75015 Paris, France (telephone number: +33 1 76 33 30 30). The legal entity identifier (“**LEI**”) of the Issuer is 96950010FL2T1TJKR531.

#### Approval of the Base Prospectus and of the Supplements

The Base Prospectus has been approved as a base prospectus by the *Autorité des marchés financiers* (the “**AMF**”), 17, place de la Bourse, 75082 Paris Cedex 02, France - Tel.: 01 53 45 60 00, on 11 July 2023 under the approval number no. 23-301. The Supplements have been respectively approved by the AMF on 4 August 2023 under approval number no. 23-346, on 26 September 2023 under approval number no. 23-408, on 13 November 2023 under approval number no. 23-471, on 15 February 2024 under approval number no. 24-037 and on 16 May 2024 under approval number no. 24-157.

### Section B - Key information on the Issuer

#### Who is the Issuer of the Securities?

#### Domicile / legal form / LEI / law under which the Issuer operates / country of incorporation

The Issuer is a private company with limited liability (*société anonyme*) whose registered office is in France, 91-93 boulevard Pasteur, 75015 Paris, and subject to French law. The Issuer is a credit institution governed by all applicable legislative and regulatory provisions and its statutes. The Issuer’s LEI is 96950010FL2T1TJKR531.

#### Principal activities

The Issuer's corporate purpose is to carry out with individuals and legal entities, both in France and abroad, for itself or for the account of third parties or jointly (i) operations determined by the authorization of a credit institution which has been issued by the French *Autorité de contrôle prudentiel et de résolution*; (ii) all related transactions within the meaning of the French monetary and financial code; (iii) the creation or acquisition of interests in all companies or other French or foreign entities, including all portfolio management companies, in all investment firms and credit institutions; (iv) and more generally all operations related directly or indirectly to this object or likely to facilitate its accomplishment.

#### Major shareholders

The Issuer is 68.93% owned by Crédit Agricole Group (including holdings of Crédit Agricole S.A., SACAM Développement and Crédit Agricole Immobilier), 29.06% by the public, 1.40% by employees of the Amundi group and 0.62% by treasury shares.

#### Identity of the Issuer’s key managing directors

The chairman of the board of directors of the Issuer is Philippe BRASSAC and the chief executive officer of the Issuer is Valérie BAUDSON.

#### Identity of the Issuer’s statutory auditors

PricewaterhouseCoopers Audit and Mazars are the auditors of the Issuer.

#### What is the key financial information regarding the Issuer?

#### Key financial information

Income statement				
(in thousands of euros)	31 December 2023	31 December 2022	31 March 2024 Unaudited data	31 March 2023
<b>Net interest income (or equivalent)</b>	4 135	-23 231	•	•
<b>Net fee and commission income</b>	3 080 104	3 175 223	•	•
<b>Net impairment loss on financial assets</b>	92 124	-9 046	•	•
<b>Net trading income</b>	0	0	•	•
<b>Measure of financial performance used by the issuer in the financial statements such as operating profit</b>	1 416 258	1 322 845	364 488	720 902
<b>Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent)</b>	1 164 884	1 073 716	302 956	590 712

Balance sheet					
(in thousands of euros)	31 December 2023	31 December 2022	30 June 2023	30 June 2022	Value as outcome from the most recent Supervisory Review and Evaluation Process ('SREP')
<b>Total assets</b>	36 010 789	28 616 748	33 710 927	26 486 056	N/A
<b>Senior debt</b>	1 594 591	1 427 268	1 703 897	1 658 456	N/A
<b>Subordinated debt</b>	304 976	302 677	305 156	300 681	N/A
<b>Loans and receivables from customers (net)</b>	1 838 817	2 045 699	2 101 422	2 182 960	N/A
<b>Deposits from customers</b>	0	0	0	0	N/A
<b>Total equity</b>	11 422 732	11 081 029	10 832 278	10 514 249	N/A
<b>Non performing loans (based on net carrying amount)/Loans and receivables</b>	0	0	0	0	N/A
<b>Common Equity Tier 1 capital (CET1) ratio or other relevant prudential capital adequacy ratio depending on the issuance</b>	21.7%	19.1%	20.2%	17.9%	N/A
<b>Total Capital Ratio</b>	23.6%	20.9%	21.9%	19.9%	N/A
<b>Leverage Ratio calculated under applicable regulatory framework</b>	20.9%	19.0%	•	•	N/A

#### Qualifications in the audit report

Statutory auditors' reports on the audited consolidated annual financial statements for the periods ended 31 December 2022 and 31 December 2023 do not contain any qualification.

#### What are the key risks that are specific to the Issuer?

- **Risk associated with the asset management activity**
  - Operational risks
    - Non-compliance with investment rules, failure to align management with (implicit or explicit) promises made to clients or decrease in fund liquidity could result in clients compensation, a penalty applied by the regulator or *Ad hoc* support measures.
    - Incident resulting from the failure of an operational process or a human error could result in clients' compensation or a penalty applied by the regulator.
    - Amundi is exposed to non-compliance, tax, regulatory and legal risks that could have a material adverse effect on its business, earnings and financial position.
    - A failure in Amundi's operational systems or infrastructure, including business continuity plans, could disrupt operations, and damage Amundi's reputation.
- **Activity risks**
  - Business risk

- Changes in financial markets could significantly impact Amundi’s AuM, net revenues and earnings.
- Amundi is dependent upon the distribution networks of its major partners.
- Management fee rates are subject to competitive and market pressure.
- Demand from Amundi’s clients depends on external factors that have an overall impact on the asset management market.
- The failure to recruit and retain employees could lead to the loss of clients and may cause AuM, revenue and results of operations to decline.
- Harm to Amundi’s reputation could result in a decrease in its assets under management, its revenue, and its earnings.
- Non-financial risk
  - Following events could affect Amundi's brand image and reputation and lead to the loss of clients:
    - not being aligned with investors’ expectations in terms of its ESG offering or corporate social responsibility;
    - poor marketing practices that contravene the obligations to provide accurate, clear and non-misleading information allowing clients to assess the proposed ESG approach; and
    - non-compliance of the portfolio or certain securities held therein with the product’s ESG characteristics;
- **Financial risk**
  - Credit risk
    - Amundi is exposed to default risk on its investment portfolio as well as through guarantees given on funds.
    - Amundi is exposed to counterparty risk related to the use of derivatives.
    - Amundi is exposed to equity investment risk.
    - Amundi is exposed to concentration risk with respect to securities acquired by guaranteed funds.
  - Market risk
    - Changes in the value of assets held by Amundi could affect its results and its equity.
    - Amundi is exposed to fluctuations in foreign exchange rates.
    - Amundi is subject to real estate risks related to its structured notes activity.

**Section C - Key Information on the Securities**

*What are the main features of the Securities?*

**Type, class and ISIN**

The Securities are certificates (“**Certificates**”) issued under Series number 46 and Tranche number 1. The Securities are denominated in € and are payable in euro. The Securities are Underlying Reference Linked Securities by reference to the relevant share ASML Holding N.V. (ISIN: NL0010273215) (the “**Underlying Reference**” or “**Relevant Share**”). The Securities are issued in bearer dematerialised form (*au porteur*). International Securities Identification Number (ISIN) of the Securities is FR001400PQ15.

**Ratings**

Not applicable, the Securities are unrated. Amundi's long-term credit rating is A+, with a stable outlook (Fitch Ratings).

**Currency, denomination, par value, the number of the Securities issued and the term of the Securities**

The currency of the Securities is Euro (€).  
 The Securities have a calculation amount of 1,000€. 30,000 Securities will be issued.  
 Aggregate Nominal Amount: 30,000,000€  
 The maturity date of the Securities is 9 July 2029 if no Automatic Early Redemption Event has occurred.

**Rights attached to the Securities**

**Event of Default** – There will be no event of default.

**Taxation** – All payments of principal, interest or other revenues under the Securities by the Issuer will be made without any withholding or deduction in respect of any tax, duty, assessment or governmental charge of any nature whatsoever imposed, levied or collected by or within any jurisdiction or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law. The Issuer will not be obliged to make any increased payment to compensate for any such withholding or deduction.

**Representation of Holders** – The Holders of the Securities are not grouped in a *Masse*.

**Governing law** – French law.

**Interest** – The Securities are Underlying Reference Linked Securities.

The Interest is determined with the feature **Barrier Conditional Coupon** and specified below.

The Issuer will pay, on each Interest Payment Date, Interest on the Certificates in an amount per Calculation Amount equal to the Coupon Amount as determined on the relevant Interest Determination Date by the Calculation Agent. The Coupon Amount will be equal to:

- (a) Coupon Rate x Calculation Amount if the Final Value of the Relevant Share on the relevant Interest Determination Date is greater than or equal to the Coupon Barrier;
- (b) 0, otherwise.

Where:

- Calculation Amount: 1,000€
- Coupon Barrier: indicated as such in the table below;
- Coupon Rate: means each rate shown as such in the table below;
- Final Value: means the value of the Relevant Share on the relevant Interest Determination Date;
- Initial Value: means the value of the Relevant Share on the Initial Determination Date
- Initial Determination Date: Interest Commencement Date
- Interest Determination Date: indicated as such in the table below:

Interest Determination Date	Coupon Barrier	Interest Payment Date	Coupon Rate
19 June 2025	100% of the Initial Value	7 July 2025	10%
19 June 2026	90% of the Initial Value	7 July 2026	20%
21 June 2027	80% of the Initial Value	7 July 2027	30%
19 June 2028	70% of the Initial Value	5 July 2028	40%
21 June 2029	60% of the Initial Value	9 July 2029	50%

**Interest Commencement Date:** 5 July 2024

**Interest Payment Date:** Interest will be payable annually in arrears on the dates indicated in the above table. The first interest payment will occur on 7 July 2025.

**Redemption** – Unless previously redeemed, purchased or cancelled, the Securities will be redeemed on 9 July 2029 (the “**Maturity Date**”) and cash and/or physically settled. The final redemption amount will be the Final Redemption Amount calculated as follows:

**Barrier Final Redemption**

If no **Automatic Early Redemption Event** as defined below has occurred, on the Maturity Date, the Final Redemption Amount will be:

- If the Final Value of the Underlying Reference on the Final Redemption Amount Determination Date is less than the Final Redemption Barrier Value: (i) physical delivery of a Number of Deliverable Shares (as defined below) and (ii) an amount in € equal to the Fractional Share Amount (as defined below)
- In all other cases: Calculation Amount x Redemption Rate

Where:

- Number of Deliverable Shares: Calculation Amount divided by Initial Value. The Number of Deliverable Shares will be rounded to the next lower integer number of the Relevant Share.
- Fractional Share Amount: equal to the non-deliverable fraction of the Calculation Amount multiplied by the Final Value
- Final Redemption Barrier Value: 60% of the Initial Value
- Redemption Rate: 100%
- Final Redemption Amount Determination Date: 21 June 2029
- Initial Value, Final Value and Initial Determination Date are defined above

Relevant Share: ASML HOLDING N.V. (ISIN: NL0010273215)

**Early Redemption:** the Securities may be redeemed before their Maturity Date.

**Early Redemption for tax reasons or illegality:** the Securities may also be redeemed early for tax reasons or illegality at the Issuer's discretion at the Early Redemption Amount specified in the General Terms and Conditions.

If an Automatic Early Redemption Event as specified in the applicable Final Terms occurs on an Automatic Early Redemption Determination Date, each Security will be redeemed on such Automatic Early Redemption Date at its *Automatic Early Redemption Amount*, calculated as follows: Automatic Early Redemption Rate x Calculation Amount

“**Automatic Early Redemption Rate**” means: 100%

Automatic Early Redemption Determination Date	Automatic Early Redemption Date	Automatic Redemption Barrier Value
19 June 2025	7 July 2025	100% of the Initial Value
19 June 2026	7 July 2026	90% of the Initial Value
21 June 2027	7 July 2027	80% of the Initial Value
19 June 2028	5 July 2028	70% of the Initial Value

“**Automatic Early Redemption Event**” is deemed to have occurred if the Final Value of the Underlying Reference on any Automatic Early Redemption Determination Date is greater than or equal to the Automatic Redemption Barrier Value.

“**Automatic Redemption Barrier Value**” means: as specified in the table above.

“**Automatic Early Redemption Determination Date**” means: as specified in the table above, subject to adjustment.

<p>“Automatic Early Redemption Date” means: as specified in the table above, subject to adjustment.</p>
<p><b>Seniority of the Securities</b></p>
<p>The Securities constitute direct, unconditional, unsecured and senior preferred (within the meaning of Article L.613-30-3-I-3° of the French <i>Code monétaire et financier</i>) obligations of the Issuer and rank equally amongst themselves and (subject to exceptions provided by law) equally with all unsecured and senior preferred indebtedness of the Issuer, present or future.</p>
<p><b>Restrictions on the free transferability of the Securities</b></p>
<p>Subject to certain restrictions relating to the offer, sale and delivery of Securities and to the distribution of offer documents in the United States, the European Economic Area, the United Kingdom, Austria, Germany, Spain, France, Italy, Belgium, the Czech Republic, Poland, Ireland, Hungary, Switzerland, Hong Kong, Japan, Singapore and Taiwan, there is no restriction on free transferability.</p>
<p><i>Where will the Securities be traded?</i></p>
<p><b>Admission to trading</b></p>
<p>The Securities are not admitted to trading.</p>
<p><i>What are the key risks that are specific to the Securities?</i></p>
<p><b>Most material risk factors specific to the Securities</b></p>
<p>There are risk factors which are material for the purpose of assessing the risks related to the Securities, including the following:</p> <p><b>Risks relating to the market of the Securities</b></p> <ul style="list-style-type: none"> <li>- The market value of the Securities may be adversely impacted by many events which could result in a loss of investment for the Holders.</li> <li>- Trading of Securities in any secondary market may be limited and Holders may not be able to easily dispose of their Securities or to dispose of them at a price that provides a return comparable to similar products for which an active market would have developed.</li> <li>- Exchange rates and exchange controls may affect the value or performance of Securities. This may also result in a significant loss on any capital invested from the perspective of a Holder whose domestic currency is not the Specified Currency.</li> </ul> <p><b>Risks as the creditor of the Issuer</b></p> <ul style="list-style-type: none"> <li>- A resolution procedure initiated at the level of the Crédit Agricole Group or any entity of the Crédit Agricole Group, or Amundi could result in a more rapid decline in the market value of the Securities.</li> <li>- The exercise of any power under the BRRD or any suggestion of such exercise at the level of the Crédit Agricole Group or any entity of the Crédit Agricole Group could materially adversely affect the rights of the Holders, the price or value of their investment in the Securities and/or the ability of the Issuer, to satisfy its obligations under the Securities. As a result, Holders could lose all or a substantial part of their investment in the Securities and/or not receive the remuneration initially provided for.</li> <li>- An investment in the Securities exposes the Holders to the credit of the Issuer, the Holders do not benefit from any protection or guarantee of the capital invested in connection with their investment in the Securities.</li> <li>- Return on the Securities may be limited or delayed by the insolvency of the Issuer. The commencement of insolvency proceedings against the Issuer could have a material adverse effect on the market value of Securities issued. Any decisions taken by a class of affected parties could significantly impact the Holders of Securities and cause them to lose all or part of their investment, should they not be able to recover all or part of the amounts due to them from the Issuer.</li> <li>- Absence of gross-up provisions under the Securities. The Issuer shall not be obliged to make any increased payment to compensate for any withholding or deduction relating to any Securities. Holders may receive less than the full amount due, and the market value of such Securities will be adversely affected. As a result, Holders could lose part of their investment in the Securities.</li> <li>- Absence of negative pledge: As a result of the absence of negative pledge, Holders of the Securities will not benefit from protection regarding the status of the Securities or assets to support the Securities, bear more credit risk than secured creditors of the Issuer and may lose all or part of their investment in the Securities.</li> </ul> <p><b>Risks relating to the structure of a particular issue of Securities</b></p> <p>Reform and regulation of "benchmarks" may adversely affect the value of Securities linked to or referencing such "benchmarks". The discontinuation of, or a prohibition of the use of EURIBOR or any other benchmark could have an adverse effect on the value of Securities referencing such benchmarks and could lead to changes to the Terms and Conditions of such Securities.</p> <p>The market continues to develop in relation to risk free rates (including overnight rates) as reference rates for Floating Rate Securities, which could affect liquidity, increase volatility or could otherwise affect the market value of the Securities.</p> <p><u><i>Risks relating to the redemption of the Securities</i></u></p> <p>The Securities may be subject to automatic redemption upon the occurrence of an Automatic Early Redemption Event for their Automatic Early Redemption Amount. Such automatic redemption may have an adverse effect on the value of the Securities and may lead to redemption at an amount or time less favourable for Holders, who may thus not receive the total amount of the capital invested.</p>

#### Risks relating to Certificates

There are no events of default under the Certificates. Accordingly, if the Issuer fails to meet any obligations under the Securities, including the payment of any interest (or bankruptcy proceedings are instituted), Holders will not be able to accelerate the payment of principal. Upon a payment default, the sole remedy available to Holders of such Securities for recovery of amounts owing in respect of any payment of principal or interest on such Securities will be the institution of proceedings to enforce such payment, which could be time-consuming and costly. This could result in significant delays in the payment of interest or principal and could have a material adverse effect on the Holders seeking repayment. As a result, Holders could lose all or part of their investment in the Certificates.

No collective organisation of Holders, as each Certificate constitutes a separate claim and not form a Series. Holders of Certificates are not grouped into a masse or collective body with a view to protecting their interests. As a consequence, their interests may not be well represented and protected, which could have an adverse effect on the market value of the Certificates and could result in the Holders of Certificates losing part of their investment in the Certificates.

#### Risks relating to the relevant underlying of the Securities

Certain Factors may affect the value and the trading price of the Securities: price or value of the Underlying Reference, volatility of the Underlying Reference, dividends and other distributions, rate of interest, remaining time. As a result of all of these factors, any Holder who sells the Securities prior to the stated Maturity Date may receive an amount in the secondary market which may therefore be significantly less than the intrinsic market value of the Securities and which may also be less than the amount that the Holder would have received if the Holder had retained the Securities until the Maturity Date.

Risk of capital loss for Securities for which the indexation of the payment and/or redemption amount is determined based on a calculation formula and/or indexed to one or more underlying assets. In the event of an unfavourable change in the price, value or level of the Underlying Reference, or in the event of the occurrence of an unfavourable change in the price, value or level of the Underlying Reference or in the occurrence of or the absence of occurrence of an event affecting the Underlying Reference, the Holders may suffer a significantly decreased rate of return on the Securities or even no return whatsoever, could see the amounts of interest and repayment significantly negatively impacted and lose all or part of the capital initially invested.

Investment in Share Linked Securities may bear similar market risks to a direct equity investment. The market price of Share Linked Securities may be volatile and may be affected by the time remaining to the redemption date, the volatility of the share or shares, the dividend rate (if any) and the financial results and prospects of the issuer or issuers of the relevant share or shares as well as economic, financial and political events in one or more jurisdictions, including factors affecting the stock exchange(s) or quotation system(s) on which any such shares may be traded. As a result, Holders are exposed to the risk that changes in the relevant price of the share(s) may have an adverse effect on the amounts of interest, early redemption or final redemption, if any, as well as on the value of Share Linked Securities.

The Holders of Physical Settlement Share Linked Securities will receive share(s) rather than a monetary amount upon delivery. Holders will, therefore, be exposed to the issuer of such share(s) and the risks associated with such share(s). Under certain circumstances the share(s) may only have a very low value or may, in fact, be worthless, and as a consequence the Holders may lose the original invested amount. The value of Physical Settlement Share Linked Securities may be affected and/or their settlement may be delayed if in the opinion of the Calculation Agent, delivery of the share amount is impracticable because a special event has occurred and is continuing on the Delivery Date. This may have a negative adverse effect on the value of the Securities and, in the case of payment of a cash amount, will affect the timing of the valuation of such Securities and as a result, the amount of nominal principal payable on redemption. As a result, Holders may lose all or part of their investment due to the occurrence of a special event.

#### Risk factors relating to specific features

*Multiple features i.e. different combinations of payout features:* A Series of Securities may contain one or more of the specific features described above in different combinations. Accordingly, the risks outlined in respect of each such feature above may be compounded where a number of features apply to a single Series of Securities. These features may also impact the value of the Securities and as a result, Holders may lose all or part of their investment.

*Barrier:* The payment of interest/redemption amount will be conditional on the value or performance of the Underlying Reference as determined in accordance with the Conditions applicable to the relevant Determination Date, being greater than or equal to a specified barrier value and if such condition is not satisfied then the amount of interest due will be zero and the redemption amount may be less than par. As a result, Holders may lose all or part of their investment.

### **Section D - Key Information on the Offer of Securities and Admission to Trading on a Regulated Market**

#### ***Are the Securities being offered to the public as part of a Non-Exempt Offer?***

This issue of Securities is being offered in a Non-Exempt Offer in Austria and Germany.

*Consent:* Subject to the conditions set out below, the Issuer consents to the use of the Base Prospectus in connection with a Non-exempt Offer of Securities by the Dealer, Amundi Finance, BAWAG P.S.K Bank für Arbeit und Wirtschaft und Österreichische Postsparkasse AG (“**BAWAG PSK**”) and its German branch SÜDWESTBANK – BAWAG AG Niederlassung Deutschland

identified as Authorised Offerors in respect of the relevant Non-exempt Offer which are authorised to make such offers under applicable legislation implementing the Markets in Financial Instruments Directive, as amended (Directive 2014/65/EU) together, the “**Authorised Offerors**”.

*Offer period:* The Issuer’s consent referred to above is given for Non-Exempt Offers of Securities during the period from 27 May 2024 until 28 June 2024 (the “**Offer End Date**”), both dates included. The Issuer reserves the right to shorten or withdraw the offer of the Certificates at any time on or prior to the Offer End Date (the “**Offer Period**”) subject to early termination or withdrawal at the Issuer’s discretion.

*Conditions to consent:* Such consent only extends to the use of the Base Prospectus to make Non-Exempt Offers of the Securities in Austria and Germany.

**An investor intending to purchase or purchasing any Securities in a Non-Exempt Offer from an Authorised Offeror will do so, and offers and sales of such Securities to an investor by such Authorised Offeror will be made, in accordance with the terms and conditions of the offer and other agreements in place between such Authorised Offeror and such investor including arrangements in relation to price, allocations, settlement arrangements and expenses to be charged to the Investor (the “Terms and Conditions of the Non-Exempt Offer”). The Issuer will not be a party to any such arrangements with such investors (other than Dealer) in connection with the Non-Exempt Offer or sale of the Securities concerned and, accordingly, the Base Prospectus and these Final Terms will not contain such information. The terms and conditions of the Non-Exempt Offer shall be provided to investors by that Authorised Offeror at the time of the Non-Exempt Offer. Neither the Issuer nor any of the Authorised Offerors has any responsibility or liability for such information or the consequences of its use by the relevant investors.**

***Under which conditions and timetable can I invest in the Securities?***

**General terms, conditions, expected timetable of the offer and details of the admission to trading**

The Securities are being offered as a Non-Exempt Offer.

*Offer jurisdictions:* The Member States in which financial intermediaries may use the Base Prospectus in connection with such offer are as follows: Austria, and Germany.

*Offer period:* The period from 27 May 2024 until 28 June 2024, both dates included. The Issuer reserves the right to shorten or withdraw the Offer of the Certificates, at any time on or prior to the Offer End Date.

*Offer price:* each Security will be offered for subscription at a price equal to 1,000€.

*Conditions to which the offer is subject:* the offer of the Securities is subject to their issuance.

*Description of the application process:* Applications for the Certificates by the public within the limit of the number of available Certificates will be made in accordance with the relevant Authorised Offeror’s usual procedure.

*Details of the minimum and/or maximum amount of application:* Not Applicable

*Manner in and date on which results of the Offer are to be made public:* Not Applicable

**Estimate of the total expenses, including estimated expenses charged to the investor by the Issuer or the offeror**

*Estimate of the total expenses:* the estimated expenses charged to the investor amount is maximum 1.92% per annum of the Aggregate Nominal Amount.

***Why is this Prospectus being produced?***

**Use and estimated net amount of the proceeds**

The net proceeds from the issue of Securities will be used by the Issuer (i) for its general financing requirements and (ii) for hedging its obligations under the Securities.

*Estimated net proceeds:* 30,000,000 €.

**Subscription agreement**

The offer will be the subject of an underwriting agreement between the Issuer and Amundi Finance. All the Securities will be subscribed by Amundi Finance on the Issue Date.

**Most material conflicts of interest pertaining to the offer or the admission to trading**

The Issuer, the Calculation Agent, the Arranger and the Dealer are all part of the same group. Potential conflicts of interest may arise. Save for any fees payable to the Authorised Offerors, no person involved in the offer of the Securities has, as far as the Issuer is aware; any material interest in the offer. The Dealer, the Authorised Offerors and their affiliates have concluded, and may in the future conclude, financial and commercial transactions with, and may provide other services to, the Issuer during the normal course of business.