

**THIRD SUPPLEMENT DATED 7 JANUARY 2022  
TO THE BASE PROSPECTUS DATED 16 JULY 2021**

**AMUNDI FINANCE**

(a *société anonyme* incorporated in France) as Issuer

**AMUNDI**

(a *société anonyme* incorporated in France) as Issuer and Guarantor  
in relation to the Securities issued by Amundi Finance

**Euro 10,000,000,000 Notes and Certificates Programme**

This supplement (the “**Third Supplement**”) is supplemental to, and should be read in conjunction with, the base prospectus which has been approved on 16 July 2021 by the *Autorité des marchés financiers* (the “**AMF**”) under the approval number 21-335, as supplemented by the first supplement, which has been approved on 17 September 2021 by the AMF under the approval number 21-406 (the “**First Supplement**”) and the second supplement, which has been approved on 16 November 2021 by the AMF under the approval number 21-491 (the “**Second Supplement**”) in relation to the Euro 10,000,000,000 Notes and Certificates Programme (the “**Programme**”) of Amundi Finance and Amundi (the “**Issuers**”) (together, the “**Base Prospectus**”).

Application has been made for approval of this Third Supplement to the AMF and the AMF has approved the Third Supplement under the approval number 22-009 on 7 January 2022, pursuant to Article 23 of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”), for the purposes of:

- (i) updating the “**Risk Factors**” section of the Base Prospectus following the transposition into French law of the Directive (EU) 2019/1023 on preventive restructuring frameworks, on discharge of debt and disqualifications, and on measures to increase the efficiency of procedures concerning restructuring, insolvency and discharge of debt, and amending Directive (EU) 2017/1132 by the *Ordonnance* 2021-1193 dated 15 September 2021 ;
- (ii) updating the “**Description of Amundi Finance**” section, the “**Description of Amundi**” section, and the last page of the Base Prospectus following the change of Amundi Finance’s registered office and the change of the registered office of several other French entities within Amundi Group as of 31 December 2021 ;
- (iii) updating the “**Description of Amundi Finance**” section with the Amundi Simplified Organisational Chart as of 31 December 2021 ;
- (iv) updating the “**Documents Incorporated by Reference**” section and the “**Cross-Reference Table**” section of the Base Prospectus following :
  - the publication on 31 December 2021 of the press release entitled “*Finalisation of Lyxor acquisition*” ; and
  - the publication on 4 January 2022 of the press release entitled “*Amundi presents new ambitions following Lyxor acquisition*”, and
- (v) updating the “**Recent Events**” section of the Base Prospectus following :
  - the publication on 8 December 2021 of the press release entitled “*Amundi presents its new “ESG Plan 2025” and accelerates its transformation to support a fair environmental transition*”, and
  - the publication on 15 December 2021 of the press release entitled “*SBI Funds Management IPO*”.

Terms defined in the Base Prospectus shall have the same meaning when used in this Third Supplement.

This Third Supplement has been approved by the AMF in France as competent authority under the Prospectus Regulation. The AMF only approves this Third Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval shall not be considered as an endorsement of the Issuers or the quality of the Securities that are the subject of the Base Prospectus as supplemented by the First Supplement, the Second Supplement and this Third Supplement. Investors should make their own assessment of the opportunity to invest in such Securities.

Save as disclosed in this Third Supplement, no other significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus has arisen or been noted, as the case may be, since the approval of the Base Prospectus by the AMF. To the extent that there is any inconsistency between any statement in the Third Supplement and any other statement in, including incorporated by reference in, the Base Prospectus, the statements referred to in the Third Supplement will prevail.

Pursuant to Article 23(2) of the Prospectus Regulation, in the context of a public offer of Securities, investors who have already accepted to purchase or subscribe for any Securities to be issued under the Programme before this Third Supplement is published shall have the right, exercisable until 13 January 2022 included, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy arose or was noted before the closing of the offer period or the delivery of the Securities, whichever occurs first. Investors may contact the authorised offeror(s) should they wish to exercise the right of withdrawal.

The Base Prospectus, the First Supplement, the Second Supplement and this Third Supplement and any documents incorporated by reference herein and therein will be published on the website of the Issuers ([www.amundi-finance.com](http://www.amundi-finance.com) and [www.amundi.com](http://www.amundi.com)) and on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)).

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## UPDATE TO THE RISK FACTORS

The risk factor entitled "*Return on the Securities may be limited or delayed by the insolvency of the Issuers*" in the section entitled "Risk Factors" appearing on pages 28 to 29 of the Base Prospectus is deleted and replaced with the following:

### *"Return on the Securities may be limited or delayed by the insolvency of the Issuers or the Guarantor"*

The Issuers and the Guarantor are *sociétés anonymes* with their corporate seats in France. In the event that the relevant Issuer or the Guarantor, as the case may be, becomes insolvent insolvency proceedings will be generally governed by the insolvency laws of France to the extent that, where applicable, the "centre of main interests" (as construed under Regulation (EU) 2015/848, as amended) of the Issuers and the Guarantor is located in France.

The Directive (EU) 2019/1023 on preventive restructuring frameworks, on discharge of debt and disqualifications, and on measures to increase the efficiency of procedures concerning restructuring, insolvency and discharge of debt, and amending Directive (EU) 2017/1132 have been transposed into French law by the *Ordonnance* 2021-1193 dated 15 September 2021. Such *Ordonnance*, applicable as from 1 October 2021, amends French insolvency laws notably with regard to the process of adoption of restructuring plans under insolvency proceedings. According to this *Ordonnance*, "affected parties" (including notably creditors, and therefore the Holders of Securities) shall be treated in separate classes for the purpose of adopting a restructuring plan. Classes shall be formed in such a way that each class comprises claims or interests with rights that reflect a sufficient commonality of interest based on verifiable criteria. Holders of Securities will no longer deliberate on the proposed restructuring plan in a separate assembly, meaning that they will no longer benefit from a specific veto power on this plan. Instead, as any other affected parties, the Holders of Securities will be grouped into one or several classes (with potentially other types of creditors) and their dissenting vote may possibly be overridden by a cross-class cram down.

Both the scopes of the Directive (EU) 2019/1023 and the *Ordonnance* do not cover financial institutions, unless the competent authority chooses to make them applicable. In such a case, the application of French insolvency law to a credit institution as the Issuers or the Guarantor, as the case may be, is also subject to the prior permission of the *Autorité de contrôle prudentiel et de résolution* before the opening of any safeguard, judicial reorganisation or liquidation procedures. This limitation will affect the ability of the Holders of Securities to recover their investments in the Securities.

Should such proceedings be opened, the commencement of insolvency proceedings against the relevant Issuer or the Guarantor, as the case may be, could have a material adverse effect on the market value of Securities issued by the relevant Issuer. As a consequence, any decision 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 relevant Issuer or the Guarantor, as the case may be."

## UPDATE TO THE DOCUMENTS INCORPORATED BY REFERENCE

The chapter “*Documents incorporated by reference*” on page 53 of the Base Prospectus is amended as follows:

### DOCUMENTS INCORPORATED BY REFERENCE

This Base Prospectus should be read and construed in conjunction with the sections listed below included in the following documents which have been previously published or are published simultaneously with this Base Prospectus and that have been filed with the AMF and shall be incorporated in, and form part of, this Base Prospectus:

- a. The terms and conditions of the Securities contained in the base prospectus of Amundi Issuance dated 18 May 2015 (as approved by the *Autorité des marchés financiers*) (the **2015 Conditions**) (hyperlink: <https://bit.ly/Issuance-Base-2015>);
- b. The terms and conditions of the Securities contained in the base prospectus of Amundi Issuance, Amundi Finance and Amundi dated 19 July 2016 (as approved by the *Autorité des marchés financiers*) (the **2016 Conditions**) (hyperlink: <https://bit.ly/2016-Base-Pspectus-Amundi>);
- c. The terms and conditions of the Securities contained in the base prospectus of Amundi Issuance, Amundi Finance and Amundi dated 13 July 2017 (as approved by the *Autorité des marchés financiers*) (the **2017 Conditions**) (hyperlink: <https://bit.ly/2017-Base-Pspectus-Amundi>);
- d. The terms and conditions of the Securities contained in the base prospectus of Amundi Issuance, Amundi Finance and Amundi dated 11 July 2018 (as approved by the *Autorité des marchés financiers*) (the **2018 Conditions**) (hyperlink <https://bit.ly/2018-Base-Pspectus-Amundi>);
- e. The terms and conditions of the Securities contained in the base prospectus of Amundi Issuance, Amundi Finance and Amundi dated 10 July 2019 (as approved by the *Autorité des marchés financiers*) (the **2019 Conditions**) (hyperlink: <https://bit.ly/2019-Base-Pspectus-Amundi>);
- f. The terms and conditions of the Securities contained in the base prospectus of Amundi Issuance, Amundi Finance and Amundi dated 2 September 2020 (as approved by the *Autorité des marchés financiers*) (the **2020 Conditions**) (hyperlink: <https://bit.ly/2020-Base-Pspectus-Amundi>);
- g. The English version of the audited financial statements of Amundi Finance as at, and for the year ended 31 December 2019 including the statutory auditors’ report (the **Amundi Finance 2019 FS**) (hyperlink: <https://www.amundi-finance.com/document/edito/NTk1YWNmNjM1ZGE1NjhkMmVmMjI3YTM0NTA2YWQ0N2E>);
- h. The English version of the audited financial statements of Amundi Finance as at, and for the year ended 31 December 2020 including the statutory auditors’ report (the **Amundi Finance 2020 FS**) (hyperlink: [https://www.amundi-finance.com/amundi\\_finance\\_en/document/edito/ZmU3NWU1NDljMjFINDQ5ZGI3YTRkY2IyOTQ5OTM2NDY](https://www.amundi-finance.com/amundi_finance_en/document/edito/ZmU3NWU1NDljMjFINDQ5ZGI3YTRkY2IyOTQ5OTM2NDY));
- i. The English version of the semestrial financial report of Amundi Finance as at 30 June 2021 including the statutory auditors’ report (the **Amundi Finance 2021 SFR**) (hyperlink: [https://www.amundi-finance.com/amundi\\_finance\\_en/document/edito/Y2M0ZGUzOTQ4YmE2MmQ5NmRjOWY3NWQ0NWY4MTIkZmU](https://www.amundi-finance.com/amundi_finance_en/document/edito/Y2M0ZGUzOTQ4YmE2MmQ5NmRjOWY3NWQ0NWY4MTIkZmU));
- j. The English version of Amundi’s *Document universel de référence* 2019 registered under the AMF number D.20-287 including the audited consolidated financial statements of Amundi as at, and for the year ended 31 December 2019 and the statutory’s joint auditors report (the **Amundi 2019 URD**) (hyperlink <https://bit.ly/2019-URD-Amundi>);
- k. The English version of Amundi’s *Document universel de référence* 2020 filed on 12 April 2021 with the AMF including the audited consolidated financial statements of Amundi as at, and for the year ended 31 December 2020 and the statutory’s joint auditors report (the **Amundi 2020 URD**) (hyperlink: <https://bit.ly/2020-URD-Amundi>);

1. The English version of the semestrial financial report of Amundi as at 30 June 2021 including the statutory auditors' report (the **Amundi 2021 SFR**) (hyperlink: <https://bit.ly/2021-H1-FinancialReport-Amundi>),
- m. The English version of the press release published on 4 November 2021 by Amundi, which announced the third quarter and first nine months of 2021 results of Amundi (the **Amundi Q3 & 9M 2021 results**) (hyperlink: <https://bit.ly/Amundi-Results-Q3-2021>),
- n. **The English version of the press release published on 31 December 2021 entitled “Finalisation of Lyxor acquisition” (the Amundi Press Release dated 31 December 2021)** (hyperlink: <https://bit.ly/PR-Finalisation-Lyxor>)
- o. **The English version of the press release published on 4 January 2022 entitled “Amundi presents new ambitions following Lyxor acquisition” (the Amundi Press Release dated 4 January 2022)** (hyperlink: <https://bit.ly/PR-New-Ambitions>)
- p. The form of final terms of the Securities contained in the base prospectus of Amundi Issuance, Amundi Finance and Amundi dated 2 September 2020 (as approved by the *Autorité des marchés financiers*) (the **2020 Conditions**) (hyperlink: <https://bit.ly/2020-Base-Prospectus-Amundi>) and the final terms dated 14 June 2021 (hyperlink: <https://bit.ly/2021-Final-Terms-Amundi>).

save that any statement contained herein or in a document which is deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Base Prospectus to the extent that such statement is inconsistent with a statement contained in this Base Prospectus or any supplement to this Base Prospectus.

Where only certain parts of a document are incorporated by reference, the non-incorporated parts are either not relevant for the investor for the purposes of Annex 6 of the Commission Delegated Regulation 2019/980 or covered elsewhere in this Base Prospectus.

For the avoidance of doubt, “Not Applicable” in the cross-reference table below means that the information is not relevant for the purposes of Annex 6 of the Commission Delegated Regulation 2019/980, as amended. Items of such Annex 6 of the Commission Delegated Regulation which are not listed in the cross-reference table below are either deemed not relevant for an investor or are otherwise covered elsewhere in this Base Prospectus.

The information incorporated by reference above is available as follows:

<b>Previous Conditions</b>	
2015 Conditions	Pages 72 to 206 of the 2015 Base Prospectus
2016 Conditions	Pages 87 to 225 of the 2016 Base Prospectus
2017 Conditions	Pages 87 to 253 of the 2017 Base Prospectus
2018 Conditions	Pages 92 to 282 of the 2018 Base Prospectus
2019 Conditions	Pages 120 to 299 of the 2019 Base Prospectus
2020 Conditions	Pages 72 to 268 of the 2020 Base Prospectus

## UPDATE TO THE CROSS-REFERENCE TABLE

The following consolidated table relating to Amundi, which replaces and supersedes the table contained in the Base Prospectus on pages 57 to 62, cross-references the information incorporated by reference in the Base Prospectus, as supplemented, with the main heading required under Annex 6 of the Commission Delegated Regulation (EU) 2019/980 supplementing the Prospectus Regulation.

<b>AMUNDI</b>		
<b>Extract of the Annex 6 of the European Regulation (EU) 2019/980, as amended</b>		
<b>4.</b>	<b>Information about the Issuer/Guarantor</b>	
4.1	History and development of the Issuer/Guarantor:	
4.1.1	the legal and commercial name of the Issuer/Guarantor;	Pages 200; 322 of Amundi 2020 URD
4.1.2	the place of registration of the Issuer/Guarantor, its registration number and legal entity identifier ('LEI');	Pages 200; 322 of Amundi 2020 URD
4.1.3	the date of incorporation and the length of life of the issuer, except where the period is indefinite;	Page 322 of Amundi 2020 URD
4.1.4	The domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, the address, telephone number of its registered office (or principal place of business if different from its registered office) and website of the issuer, if any, with a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference into the prospectus;	Pages 200; 322; 323 of Amundi 2020 URD
4.1.5	Details of any recent events particular to the issuer and which are to a material extent relevant to an evaluation of the issuer's solvency.	N/A <a href="#">The Amundi Press Release dated 31 December 2021</a> <a href="#">The Amundi Press Release dated 4 January 2022</a>
4.1.7	Information on the material changes in the issuer's borrowing and funding structure since the last financial year;	Pages 167-170 of Amundi 2020 URD
4.1.8	Description of the expected financing of the issuer's activities	Pages 27-28 of Amundi 2020 URD

<b>5.</b>	<b>Business Overview</b>	
5.1	Principal activities	
5.1.1	A description of the issuer's principal activities, including:  (a) the main categories of products sold and/or services performed;  (b) an indication of any significant new products or activities;  (c) the principal markets in which the issuer competes.	Pages 2-3; 7; 14-23 of Amundi 2020 URD
5.2	The basis for any statements made by the issuer regarding its competitive position	Pages 14-23 of Amundi 2020 URD
<b>6.</b>	<b>Organisational Structure</b>	
6.1	If the issuer is part of a group, a brief description of the group and the issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure	Page 36 of Amundi 2020 URD
6.2	If the issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence.	Pages 36; 255-257; 283-284 of Amundi 2020 URD
<b>8.</b>	<b>Profit Forecasts or Estimates</b>	
8.1	Where an issuer includes on a voluntary basis a profit forecast or a profit estimate (which is still outstanding and valid), that forecast or estimate included in the registration document must contain the information set out in items 8.2 and 8.3. If a profit forecast or profit estimate has been published and is still outstanding, but no longer valid, then provide a statement to that effect and an explanation of why such profit forecast or estimate is no longer valid. Such an invalid forecast or estimate is not subject to the requirements in items 8.2 and 8.3.	N/A
8.2	Where an issuer chooses to include a new profit forecast or a new profit estimate, or where the issuer includes a previously published profit forecast or a previously published profit estimate pursuant to item 8.1, the profit forecast or estimate shall be clear and unambiguous and contain a statement setting out the principal assumptions upon which the issuer has based its forecast, or estimate.  The forecast or estimate shall comply with the following principles:  (a) there must be a clear distinction between assumptions about factors which the members of the administrative, management or supervisory bodies can influence and assumptions about factors which are exclusively outside the influence of the members of the administrative, management or supervisory bodies;  (b) the assumptions must be reasonable, readily understandable by investors, specific and precise and not relate to the general accuracy of the estimates underlying the forecast; and	N/A

	(c) In the case of a forecast, the assumptions shall draw the investor's attention to those uncertain factors which could materially change the outcome of the forecast.	
8.3	The prospectus shall include a statement that the profit forecast or estimate has been compiled and prepared on a basis which is both:  (a) comparable with the historical financial information;  (b) consistent with the issuer's accounting policies.	N/A
<b>9.</b>	<b>Administrative, Management, And Supervisory Bodies</b>	
9.1	Names, business addresses and functions within the issuer of the following persons and an indication of the principal activities performed by them outside of that issuer where these are significant with respect to that issuer:  (a) members of the administrative, management or supervisory bodies;  (b) partners with unlimited liability, in the case of a limited partnership with a share capital.	Pages 40-41, 43-75 of Amundi 2020 URD
9.2	Administrative, Management, and Supervisory bodies conflicts of interests.  Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made.	Page 65 of Amundi 2020 URD
<b>10.</b>	<b>Major Shareholders</b>	
10.1	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control and describe the measures in place to ensure that such control is not abused.	Pages 29-30; 200; 271 of Amundi 2020 URD
10.2	A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer.	N/A
<b>11.</b>	<b>Financial Information concerning the Issuer/Guarantor's assets and liabilities, financial position and profits and losses</b>	
11.1	Historical Financial Information	
11.1.1	Audited historical financial information covering the latest two financial years (or such shorter period as the issuer has been in operation) and the audit report in respect of each year.	Pages 173-237; 239-277 of Amundi 2019 URD  Pages 199-264; 265-304 of Amundi 2020 URD
11.1.3	Accounting Standards  The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002.	Pages 182-199; 246-250 of Amundi 2019 URD

	<p>If Regulation (EC) No 1606/2002 is not applicable, the financial information must be prepared in accordance with either:</p> <ul style="list-style-type: none"> <li>(a) a Member State's national accounting standards for issuers from the EEA, as required by the Directive 2013/34/EU;</li> <li>(b) a third country's national accounting standards equivalent to Regulation (EC) No 1606/2002 for third country issuers. If such third country's national accounting standards are not equivalent to Regulation (EC) No 1606/2002, the financial statements shall be restated in compliance with that Regulation.</li> </ul>	Pages 209-226; 271-277 of Amundi 2020 URD
11.1.5	Where the audited financial information is prepared according to national accounting standards, the financial information required under this heading must include at least the following:	
	<ul style="list-style-type: none"> <li>(a) the balance sheet;</li> </ul>	Pages 177 and 240-241 of Amundi 2019 URD  Pages 203 and 266-267 of Amundi 2020 URD
	<ul style="list-style-type: none"> <li>(b) the income statement;</li> </ul>	Pages 175-176 and 242 of Amundi 2019 URD  Pages 201-202 and 268 of Amundi 2020 URD
	<ul style="list-style-type: none"> <li>(c) the cash flow statement;</li> </ul>	Page 180 of Amundi 2019 URD  Page 206 of Amundi 2020 URD
	<ul style="list-style-type: none"> <li>(d) the accounting policies and explanatory notes.</li> </ul>	Pages 181-233 and 243-274 of Amundi 2019 URD  Pages 208-261 and 271-288 of Amundi 2020 URD
11.1.6	<p>Consolidated financial statements</p> <p>If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.</p>	Pages 173-233 and 239-275 of Amundi 2019 URD  Pages 199-261 and 265-301 of Amundi 2020 URD

11.1.7	<p><b>Age of latest financial information</b></p> <p>The balance sheet date of the last year of audited financial information statements may not be older than 18 months from the date of the registration document.</p>	<p>Pages 173 and 239 of Amundi 2019 URD</p> <p>Pages 199 and 265 of Amundi 2020 URD</p>
11.2	<b>Interim and other financial information</b>	
11.2.1	<p>If the issuer has published quarterly or half yearly financial information since the date of its last audited financial statements, these must be included in the registration document. If the quarterly or half yearly financial information has been reviewed or audited, the audit or review report must also be included. If the quarterly or half yearly financial information is not audited or has not been reviewed state that fact.</p> <p>If the registration document is dated more than nine months after the date of the last audited financial statements, it must contain interim financial information, which may be unaudited (in which case that fact must be stated) covering at least the first six months of the financial year.</p> <p>Interim financial information prepared in accordance with either the requirements of the Directive 2013/34/EU or Regulation (EC) No 1606/2002 as the case may be.</p> <p>For issuers not subject to either Directive 2013/34/EU or Regulation (EC) No 1606/2002, the interim financial information must include comparative statements for the same period in the prior financial year, except that the requirement for comparative balance sheet information may be satisfied by presenting the year's end balance sheet.</p>	<p>Pages 23-60 of Amundi 2021 SFR</p> <p>Amundi Q3 &amp; 9M 2021 results</p>
11.3	<b>Auditing of historical annual financial information</b>	
11.3.1	<p>The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with the Directive 2014/56/EU and Regulation (EU) No 537/2014.</p> <p>Where Directive 2014/56/EU and Regulation (EU) No 537/2014 do not apply:</p> <ul style="list-style-type: none"> <li>(a) the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard.</li> <li>(b) if audit reports on the historical financial information contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full and the reasons given.</li> </ul>	<p>Pages 234-237 and 275-277 of the Amundi 2019 URD</p> <p>Pages 262-264 and 302-304 of Amundi 2020 URD</p>
11.4	<p><b>Legal and arbitration proceedings</b></p> <p>Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the issuer and/or group's financial position or profitability, or provide an appropriate negative statement.</p>	<p>Pages 178; 220; 241; 272 and 289 of Amundi 2020 URD</p> <p>Pages 11;20;57 of Amundi 2021 SFR</p>
<b>12.</b>	<b>Additional information</b>	

12.1	<p><b>Share capital</b></p> <p>The amount of the issued capital, the number and classes of the shares of which it is composed with details of their principal characteristics, the part of the issued capital still to be paid up with an indication of the number, or total nominal value and the type of the shares not yet fully paid up, broken down where applicable according to the extent to which they have been paid up.</p>	<p>Pages 29-30; 242 and 292; of Amundi 2020 URD</p> <p>Pages 20-21 of Amundi 2021 SFR</p>
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*N/A: not applicable.*

Information contained in the documents incorporated by reference other than information listed in the tables above is for information purposes only.

Each of the documents incorporated by reference in (a) to (m) will only be made available by the relevant Issuer or Guarantor (if applicable) to which such document relates. In addition, copies of any documents incorporated by reference will, along with this Base Prospectus, be available for viewing via the website of the Issuers ([www.amundi-finance.com](http://www.amundi-finance.com); [www.amundi.com](http://www.amundi.com)).

## UPDATE TO THE DESCRIPTION OF AMUNDI FINANCE

The paragraph entitled “*Company name, registered office and date of incorporation*” appearing on page 481 of the Base Prospectus, the paragraph entitled “*Organisational Structure*” appearing on page 482 of the Base Prospectus, and the paragraph entitled “*Share Capital*” appearing on pages 483 to 484 of the Base Prospectus in the section entitled “*Description of Amundi Finance*” are deleted and replaced with the following:

### **Company name, registered office and date of incorporation**

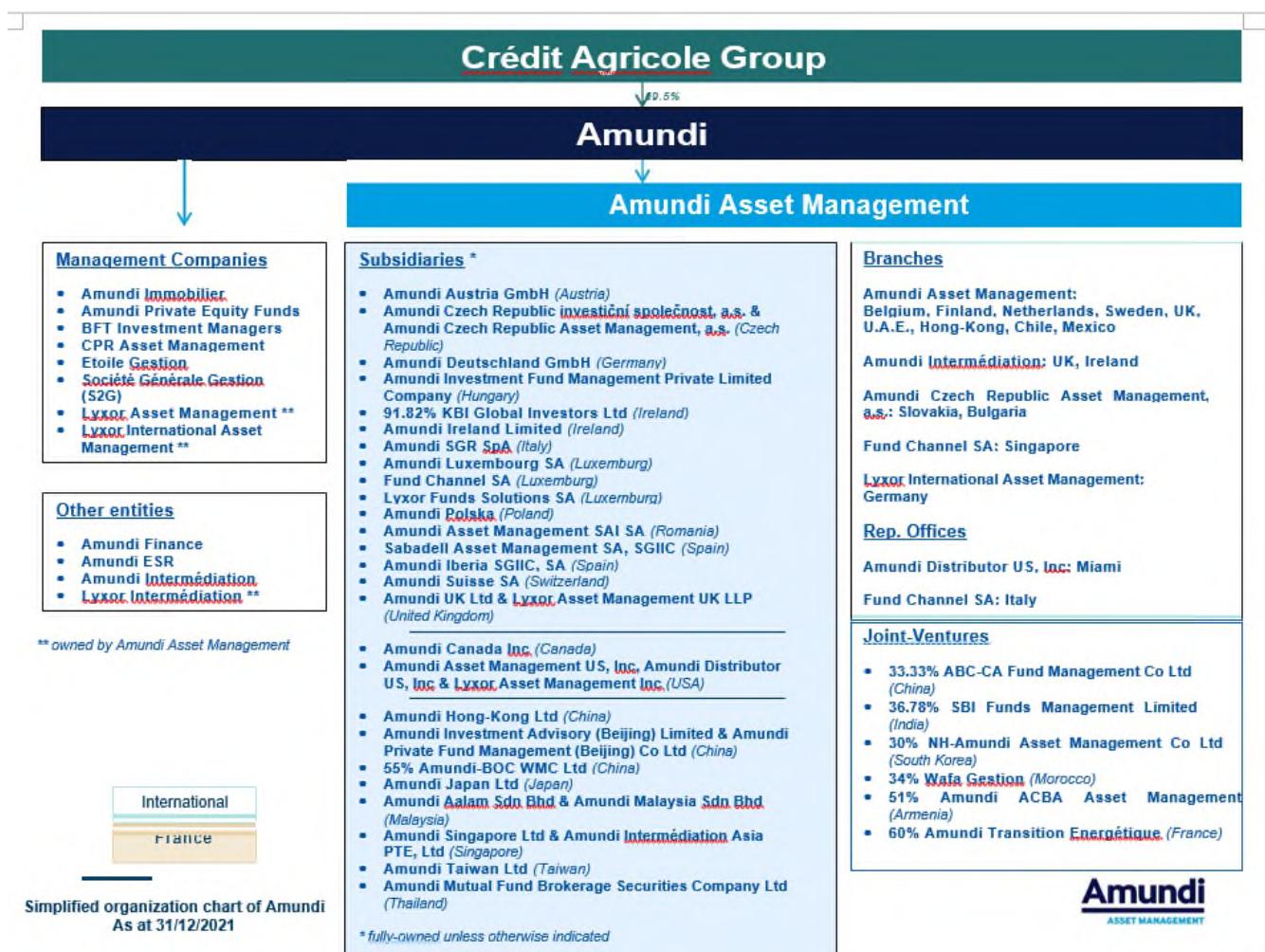
Amundi Finance is a *société anonyme* organised and existing under French law, with a Board of Directors and registered with the *Registre du Commerce et des Sociétés* of Paris under number 421 304 601.

Amundi Finance was incorporated on 23 December 1998 for a period of 99 years. Its registered office is located at ~~90-91-93~~, Boulevard Pasteur - 75015 Paris, France (Telephone number: +33 1 76 33 30 30).

Amundi Finance is licensed by the *Autorité de contrôle prudentiel et de résolution* (“ACPR”) (ex. *Comité des Etablissements de Crédit et des Entreprises d’Investissement* (CECEI)) under number 14328 Z as a specialized credit institution and investment services provider.

### **Organisational Structure**

Amundi holds 23.87% of Amundi Finance and Amundi Asset Management holds the remaining 76.13%.



All companies are wholly owned unless stated otherwise.

## Share Capital

The share capital of €40,320,157 is divided into 2,644,829 shares.

Shares held by Amundi Asset Management	EUR 30 695 735.52 (76.13%)
Shares held by Amundi	EUR 9 624 421.48 (23.87%)
<b>Total</b>	<b>EUR 40 320 157.00</b>

In order to simplify the Amundi Finance's shareholding structure, the number of shareholders was reduced from 7 to 2, in accordance with the regulations for the limited companies. Accordingly, on 12<sup>th</sup> November 2020, Amundi India Holding, CPR Asset Management, Etoile Gestion, Amundi Immobilier and Société Générale Gestion sold their Amundi Finance shares (1 share each) to Amundi Asset Management. The number of Amundi Finance shares held by Amundi Asset Management now stands at 2 013 500. Amundi retains 631 329 Amundi Finance share.

**Amundi Asset Management** is a French “société par actions simplifiée” registered with the Paris Trade and Companies Register under number 437 574 452 and with share capital of € ~~1,086,262,605~~ 1,143,615,555. Its registered office is located at ~~90~~91-93, Boulevard Pasteur - 75015 Paris. It is wholly owned by Amundi. Amundi Asset Management is approved as a management company by the AMF under number GP 04000036. Its primary corporate purpose is to provide all types of asset management and asset management advisory services to third parties. This includes, among other things, collective management of all types of collective investment vehicles, portfolio management under individual mandates of all types and management of all types of employee savings and retirement products.

## **UPDATE TO THE DESCRIPTION OF AMUNDI**

The section entitled “*Description of Amundi*” appearing on page 487 of the Base Prospectus is deleted and replaced with the following:

### **DESCRIPTION OF AMUNDI**

For a general description of the Issuer, its activities and its financial conditions, please refer to the cross-reference table appearing in Section “*Documents Incorporating by Reference*” on pages 53 to 62 of this Base Prospectus.

In addition, on 30 July 2020, Mrs Michèle Guibert was co-opted to the Board of Directors of Amundi to replace Mrs Renée Talamona. Mrs Michèle Guibert's main activity outside Amundi is: Chief Executive Officer of *La Caisse Régionale de Crédit Agricole des Côtes d'Armor*. Mrs Michèle Guibert's business address is located at *La Caisse Régionale de Crédit Agricole des Côtes d'Armor*, La Croix Tual, Ploufragan, 22098 Saint-Brieuc, France.

In addition, on 10 May 2021,

- (i) Mrs Valérie Baudson was appointed Chief Executive Officer of Amundi succeeding Mr Yves Perrier and Yves Perrier was elected Chairman of the Board of Directors of Amundi, succeeding Xavier Musca;
- (ii) the Director's mandate of M. Henri Buecher has ended;
- (iii) M. Patrice Gentié was co-opted to the Board of Directors of Amundi. M. Patrice Gentié's main activity outside Amundi is: President of the *Caisse Régionale Agricole du Crédit Agricole d'Aquitaine*. M. Patrice Gentié's business address is located at *Caisse Régionale Agricole du Crédit Agricole d'Aquitaine*, 106 Quai de Bacalan - CS 41272 -33000 Bordeaux;
- (iv) M. Eric Tazé-Bernard left his position as Director elected by the employees and Mrs Estelle Ménard, her substitute, replaced him in his functions. Mrs Estelle Ménard's activity is: Deputy head of thematic actions management (*Responsable Adjointe Gestion Actions Thématisques*) at CPR AM. Mrs Estelle Ménard's business address is located at CPR AM, [90 91-93](#) boulevard Pasteur 75015 Paris;
- (v) Mrs Andrée Samat resigned from her functions of Director.

A new Director was co-opted on 29 July 2021: Mrs Christine Gandon. Mrs Christine Gandon's main activity outside Amundi is President of the *Caisse Régionale du Crédit Agricole du Nord-Est*. Mrs Christine Gandon's business address is located at *Caisse Régionale du Crédit Agricole du Nord-Est*, 25 rue Libergier 51100 Reims.

## UPDATE TO THE RECENT EVENTS

The section “Recent Events” appearing on page 488 of the Base Prospectus is amended by the addition of the following press releases :

Press release published on 8 December 2021



### Press Release

## **Amundi presents its new “ESG Plan 2025” and accelerates its transformation to support a fair environmental transition**

London, 8<sup>th</sup> December 2021 – Amundi, a European leader in responsible investment with over €800 billion in assets managed with an ESG (Environment, Social, Governance) approach, today launches a new social and climate action plan through to 2025. With the ambition of further strengthening its commitments, this plan sets out objectives for both savings and investment solutions for clients and Amundi’s engagement policy with companies. ESG objectives will be included in the remuneration of its senior executives. Amundi will also present its climate strategy to its shareholders.

This plan is part of the Crédit Agricole Group’s Societal Project, which is built around three priorities: climate, social cohesion and agricultural and agri-food transitions.

### **Achievements of the 2018-2021 ESG Plan**

Since its creation in 2010, Amundi has made responsible investment one of its founding pillars. In 2018, Amundi set out a three-year action plan with an objective of adopting a 100% responsible approach. Three years later, Amundi is proud to be a leader in responsible investment<sup>1</sup> with:

#### **In terms of savings and investment solutions:**

- **100% of its actively managed open-ended funds** incorporating ESG criteria and aiming at a higher ESG score than the benchmark<sup>2</sup>, by overweighting or underweighting companies in the portfolios according to their contribution to environmental and societal issues
- **Responsible investments in passive management**, currently at c. €80 billion euros (from €19 billion in 2018) driven by the development of an ESG and climate offering
- **Assets dedicated to specific initiatives promoting the energy transition or social cohesion** amounting to €31bn (from €10bn in 2018)
- The largest solidarity economy fund in France, **Amundi Solidarité**, with assets of **€400m invested in the social and solidarity economy** (from €200m in 2018); and
- **The development of an ESG advisory service** dedicated to institutional investors and distributors to support them throughout their ESG journey.

<sup>1</sup> Source: Broadridge as at 30/09/2021

<sup>2</sup> except when technically impossible (eg. Lack of data)

### **In terms of voting & engagement with companies:**

- **Systematic consideration of their levels of contribution to environmental and societal issues in its dialogue with companies.** Amundi exercises its voting rights with a focus on two major themes: climate issues and social cohesion. In 2020, Amundi voted at over 4,000 annual general meetings and initiated dialogue on the energy transition and climate change with 472 companies.

### **New Ambitions for 2025: 10 key measures to accelerate Amundi's transformation**

Building on this progress, and above all conscious of the efforts still needed for all sectors and companies to align with the Paris Agreement while maintaining social cohesion, Amundi wishes to go even further. **In addition to joining the Net Zero coalition of Asset Managers in July 2021, Amundi today seeks to achieve a faster path towards decarbonisation** by presenting a new 2022-2025 action plan. This plan is based on three objectives: 1) to ensure that its savings solutions offering **goes even further** in terms of responsible investment, 2) **to call upon more companies to define credible alignment strategies for the Net Zero 2050 objective** and 3) to **ensure the support of its employees and shareholders** in its new ambitions.

For its **savings and technology solutions**, Amundi commits to:

1. **Introducing a new environmental transition rating that assesses** companies' efforts in decarbonising their operations and the development of their sustainable activities, covering **€400bn euros** of actively managed open funds. In order to encourage companies to make this transformation, portfolios will aim to have an environmental transition profile that is better than their univers. As a result, portfolios will overweight those companies that have made the most efforts in their energy transition.
2. **Offering open funds in all asset classes with a Net Zero 2050 investment objective.**
3. **Reaching €20bn** in assets in impact funds that will **invest in companies that seek positive environmental or social performance**. This impact will be measured and reported annually.
4. **Ensuring that 40% of its range of passive funds** is made up of ESG funds.
5. Developing Alto Sustainability, a technology analysis solution designed to support investors in decision-making regarding the environmental and social impact of their portfolio.

### **In terms of voting & engagement with companies:**

6. Working with **1000 additional companies to define credible strategies** for reducing their greenhouse gas emissions, to vote at their annual general meetings and for management remuneration packages to **be linked to these strategies**.
7. From 2022, excluding from its portfolios companies that generate over 30% of their activity from unconventional oil and gas production.

Amundi will apply to its own business what it asks of other companies, and has therefore decided to:

8. **Take into account the level of achievement of these ESG objectives (weight 20% of total criteria) in the KPIs calculation of performance shares for our 200 senior executives. We will also set ESG targets for all portfolio managers and sales representatives**
9. **Reduce its own direct greenhouse gas emissions by approximately 30% (vs. 2018)** per employee in 2025.
10. **Present its climate strategy to its shareholders at the next annual general meeting in 2022.**

**Valérie Baudson, Chief Executive Officer of Amundi, commented:** "Acting in the best interests of our clients and society has always been in Amundi's DNA. The action plan that we developed in 2018 was based on the principle that an asset manager's task is not only to invest in the world as it is but also as it should be, with two major themes: climate change and social inequalities. Thanks to the involvement of our teams, our partners'

*commitment and above all the trust of our customers and shareholders, we have successfully carried out this plan and have become a benchmark player in responsible investment.*

*Today, we commit to going even further to help accelerate the transformation of our society and its economic players. Our new “ESG Plan 2025” is even more demanding and aims to align all of our stakeholders: investors, companies, employees and shareholders. The acceleration of our ESG commitments will be Amundi’s primary growth lever around the world”.*

## **About Amundi**

Amundi, the leading European asset manager, ranking among the top 10 global players<sup>3</sup>, offers its 100 million clients - retail, institutional and corporate - a complete range of savings and investment solutions in active and passive management, in traditional or real assets.

With its six international investment hubs<sup>4</sup>, financial and extra-financial research capabilities and long-standing commitment to responsible investment, Amundi is a key player in the asset management landscape.

Amundi clients benefit from the expertise and advice of 4,800 employees in more than 35 countries. A subsidiary of the Crédit Agricole group and listed on the stock exchange, Amundi currently manages more than €1.8 trillion of assets<sup>5</sup>.

***Amundi, a trusted partner, working every day in the interest of its clients and society***



## **Press contact**

### **Amundi**

Natacha Andermahr-Sharp

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*Document exclusively for use by journalists and press professionals.*

<sup>3</sup> Source: IPE “Top 500 Asset Managers” published in June 2021, based on assets under management as at 31/12/2020

<sup>4</sup> Boston, Dublin, London, Milan, Paris and Tokyo

<sup>5</sup> Amundi data as of 30/09/2021

Press release published on 15 December 2021



Paris, 15 December 2021

## SBI Funds Management IPO

After review of the proposal of State Bank of India (SBI) to explore possibilities of an Initial Public Offering (IPO) of SBI Funds Management Private Limited (SBI FMPL), Amundi announces its support to this initiative and its intention to sell approx. 4% of SBI FMPL capital as part of the envisaged IPO.

The IPO would be achieved on the Indian stock market in 2022, subject to regulatory approvals and market conditions.

SBI FMPL is currently owned by SBI (62.6%), Amundi (36.8%) and staff (0.6%).

### Important Information

This press release does not, and shall not, in any circumstances constitute a public offering nor an offer to subscribe or designed to solicit interest for purposes of an offer to the public. This press release and its contents are not intended to be an "offer letter", "offering circular", "offering document", "information memorandum", "private placement offer cum application letter", "draft red herring prospectus", "red herring prospectus", "invitation", "advertisement" or "prospectus" (as defined under the Companies Act, 2013, as amended, together with the rules, regulations, notifications, guidelines and clarifications issued thereunder, the Securities and Exchange Board Of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and any other applicable law in India). This is not intended to be an advertisement and does not constitute or form part of, and should not be construed as, an offer or invitation or solicitation of an offer, from the public or any class of investors, to subscribe for or purchase any securities, and neither this press release nor anything contained herein shall form the basis of or be relied on in connection with or act as an inducement to enter into any contract or commitment whatsoever. This press release does not express and shall not be construed to express, any opinion or advice or make any recommendation with respect to an investment in any securities. No communication and no information in respect of the contemplated transaction or of SBI FM, SBI or Amundi may be distributed to the public in any jurisdiction where a registration or approval is required.

This document is not an offer of securities for sale in the United States. Shares in the contemplated initial public offering will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), and may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act. SBI FM, SBI and Amundi do not intend to register any portion of the contemplated initial public offering in the United States or to conduct a public offering of securities in the United States.

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## **About Amundi**

Amundi, the leading European asset manager, ranking among the top 10 global players<sup>6</sup>, offers its 100 million clients - retail, institutional and corporate - a complete range of savings and investment solutions in active and passive management, in traditional or real assets.

With its six international investment hubs<sup>7</sup>, financial and extra-financial research capabilities and long-standing commitment to responsible investment, Amundi is a key player in the asset management landscape.

Amundi clients benefit from the expertise and advice of 4,800 employees in more than 35 countries. A subsidiary of the Crédit Agricole group and listed on the stock exchange, Amundi currently manages more than €1.8 trillion of assets<sup>8</sup>.

***Amundi, a trusted partner, working every day in the interest of its clients and society.***



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**Thomas Lapeyre**

Tel. +33 1 76 33 70 54

thomas.lapeyre@amundi.com

## **About SBI FM (SBI Funds Management Private Limited)**

SBI Funds Management Private Limited (SBIFMPL) is a Joint Venture between State Bank of India (SBI), India's largest bank, and Amundi, Europe's leading asset manager. SBIFMPL offers to investors in India and globally (through the Amundi network), a full range of offerings across asset classes and investment styles from Mutual Funds, Portfolio Management Services, Offshore Funds and Alternative Investment Funds (AIFs).

SBIFMPL is the largest asset manager in India, managing over euros 165bn (approx. USD 191bn) of assets across Mutual Funds, Portfolio Management Services, Offshore Funds and AIFs as of September 30, 2021.

SBIFMPL was the first fund house to sign the CFA Institute of Asset Manager Code of Conduct and is also the signatory of the United Nations Principles for Responsible Investment (PRI) in India. SBIFMPL claims compliance with the Global Investment Performance Standards (GIPS®). For a copy of a presentation that complies with the GIPS standards and/or the firm's list of composite descriptions, please visit <https://www.sbfimf.com/en-us/composite-performance-reporting>.

<sup>6</sup> Source: IPE "Top 500 Asset Managers" published in June 2021, based on assets under management as at 31/12/2020

<sup>7</sup> Boston, Dublin, London, Milan, Paris and Tokyo

<sup>8</sup> Amundi data as of 30/09/2021

## **UPDATE TO THE LAST PAGE OF THE BASE PROSPECTUS**

The last page of the Base Prospectus is deleted and replaced with the following:

### **ISSUERS**

**Amundi Finance**  
90 **91-93**, boulevard Pasteur  
75015 Paris  
France

**Amundi**  
91-93, boulevard Pasteur  
75015 Paris  
France

### **GUARANTOR**

**Amundi**  
91-93, boulevard Pasteur  
75015 Paris  
France

### **ARRANGER AND DEALER**

**Amundi Finance**  
90 **91-93**, boulevard Pasteur  
75015 Paris  
France

### **FISCAL AND PAYING AGENT**

**CACEIS Corporate Trust**  
1 - 3 place Valhubert  
75103 Paris  
France

### **CALCULATION AGENT**

**Amundi Finance**  
90 **91-93**, boulevard Pasteur  
75015 Paris  
France

### **LEGAL ADVISER**

*To the Issuers and the Guarantor as to French Law*

**Allen & Overy LLP**  
52, avenue Hoche  
CS 90005  
75379 Paris  
France

**PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE THIRD SUPPLEMENT**

**In the name of Amundi Finance**

To the best knowledge of Amundi Finance, the information contained in this Third Supplement in relation to Amundi Finance is in accordance with the facts and contains no omission likely to affect its import.

**Amundi Finance**  
91-93, boulevard Pasteur, 75015 Paris, France

Represented by Mr Olivier GUILBAULT  
Chief Executive Officer of Amundi Finance

Executed in Paris on 7 January 2022

**In the name of Amundi**

To the best knowledge of Amundi, the information contained in this Third Supplement is in accordance with the facts and contains no omission likely to affect its import.

**Amundi**  
91-93, boulevard Pasteur, 75015 Paris, France

Represented by Mr Jean-Philippe BIANQUIS  
Global Head of Structured Solutions Business Line

Executed in Paris on 7 January 2022



This Third Supplement has been approved on 7 January 2022 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Third Supplement after having verified that the information it contains is complete, coherent and comprehensible in the meaning of Regulation (EU) 2017/1129.

This approval shall not be considered as favourable opinion on the Issuers.

This Third Supplement has received the following approval number: 22-009.