

**SECOND SUPPLEMENT DATED 6 NOVEMBER 2018
TO THE BASE PROSPECTUS DATED 11 JULY 2018**

AMUNDI ISSUANCE

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

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 Issuance and Amundi Finance

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

This supplement (the “**Second Supplement**”) is supplemental to, and should be read in conjunction with, the base prospectus dated 11 July 2018 (the “**Base Prospectus**”) and the first supplement dated 1st October 2018 (the “**First Supplement**”) in relation to the Euro 10,000,000,000 Notes and Certificates Programme (the “**Programme**”) of Amundi Issuance, Amundi Finance and Amundi (the “**Issuers**”).

The Base Prospectus as supplemented constitutes a base prospectus for the purpose of Directive 2003/71/EC, as amended (the “**Prospectus Directive**”). The *Autorité des marchés financiers* (the “**AMF**”) granted visa no. 18-306 on 11 July 2018 on the Base Prospectus. Application has been made for approval of this Second Supplement to the AMF in its capacity as competent authority pursuant to Article 212-2 of its General Regulation (*Règlement Général*) which implements the Prospectus Directive in France.

The aim of this Second Supplement is to:

- (i) the press release and the presentation published on 26 October 2018 published by Amundi, which announces the first nine months of 2018;
- (ii) update “the Programme Summary in relation to this Base Prospectus”, the “*Résumé du Programme en français*”, the “Issue Specific Summary”, the “*Résumé spécifique de l’émission en français*” and
- (iii) update the “General Information” of the Base Prospectus.

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

To the extent that there is any inconsistency between any statement in this Second Supplement and any other statement in, or incorporated by reference in, the Base Prospectus, the statements in this Second Supplement will prevail.

This Second Supplement, the Base Prospectus and any documents incorporated by reference herein and therein will be published on the website of the Issuers (www.amundi-issuance.com and www.amundi.com) and on the website of the AMF (www.amf-france.org).

Pursuant to Article 212-25, II of the AMF’s General Regulations (*Règlement Général*) and Article 16 2. of the Prospectus Directive, as amended, 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 Second Supplement is published, shall have the right, exercisable until 9 November 2018 included, to withdraw their acceptances.



In accordance with Articles L. 412-1 and L. 621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement Général*) of the *Autorité des marchés financiers* (the “**AMF**”), in particular Articles 212-31 to 212-33, the AMF has granted to this Second Supplement the visa no. 18-506 on 6 November 2018. The Base Prospectus, as supplemented by this Second Supplement, was prepared by the Issuers and its signatories assume responsibility for it. In accordance with Article L. 621-8-1-I of the French *Code monétaire et financier*, the visa was granted following an examination by the AMF of whether the document is complete and comprehensible and whether the information it contains is coherent. It does not imply an approval by the AMF of the opportunity of the transactions contemplated hereby nor that the AMF has verified the accounting and financial data set out in it. In accordance with Article 212-32 of the AMF’s General Regulations, any issuance or admission to trading of securities on the basis of the Base Prospectus, as supplemented by this Second Supplement, shall be subject to the publication of Final Terms, as the case may be, setting out the terms of the securities being issued.

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PROGRAMME SUMMARY IN RELATION TO THE BASE PROSPECTUS

The “Programme Summary in relation to this Base Prospectus” on pages 7 to 34 of the Base Prospectus is amended as follows:

- In Element B.12, the new table relating to “*Comparative combined interim financial data for the 9 month period ended 30 September 2018*” in relation to Amundi is inserted immediately above the headings “*Statements of no significant or material adverse change*” and below the table entitled “*Comparative combined interim financial data for the six month period ended 30 June 2018*” :

| B.12 | Selected historical key financial information: | <p>Selected historical key financial information:</p> <p><i>Comparative combined interim financial data for the 9 month period ended 30 September 2018</i></p> <p><i>Combined Income statement</i></p> <table border="1"> <thead> <tr> <th style="text-align: left;"><i>Data in millions of euros</i></th> <th style="text-align: center;">9M 2018¹ (unaudited)</th> <th style="text-align: center;">9M 2017¹ (unaudited)</th> </tr> </thead> <tbody> <tr> <td>Adjusted Net Revenue²</td> <td style="text-align: center;">1,962</td> <td style="text-align: center;">1,971</td> </tr> <tr> <td>Adjusted Gross Operating Income^{2,3}</td> <td style="text-align: center;">957</td> <td style="text-align: center;">925</td> </tr> <tr> <td>Adjusted Cost- Income ratio (in %) ^{2,3}</td> <td style="text-align: center;">51.2%</td> <td style="text-align: center;">53.1%</td> </tr> <tr> <td>Adjusted Net Income Group Share ^{2,3}</td> <td style="text-align: center;">721</td> <td style="text-align: center;">650</td> </tr> </tbody> </table> <p>¹Combined data in 9M 2018 and 9M 2017 : 9 months Amundi + 9 months Pioneer ²Excluding amortisation of distribution contracts ³Excluding costs associated with the integration of Pioneer</p> <p><i>Combined assets under management (AUM) and combined net inflows¹</i></p> <table border="1"> <thead> <tr> <th style="text-align: left;"><i>(in € billion)</i></th> <th style="text-align: center;">30/09/2018</th> <th style="text-align: center;">30/09/2017</th> </tr> </thead> <tbody> <tr> <td>Combined AuM including joint ventures</td> <td style="text-align: center;">1,475</td> <td style="text-align: center;">1,400</td> </tr> <tr> <td>Combined net inflows</td> <td style="text-align: center;">+48.5</td> <td style="text-align: center;">+57.5</td> </tr> </tbody> </table> <p>¹Combined assets under management and inflows : (9 months Amundi + Pioneer) in 9M 2017 and 9M 2018, including assets under advisory and assets sold and take into account 100% of the Asian JV’s inflows and assets under management. For Wafa in Morocco, assets are reported on a proportional consolidation basis.</p> | <i>Data in millions of euros</i> | 9M 2018¹ (unaudited) | 9M 2017¹ (unaudited) | Adjusted Net Revenue ² | 1,962 | 1,971 | Adjusted Gross Operating Income ^{2,3} | 957 | 925 | Adjusted Cost- Income ratio (in %) ^{2,3} | 51.2% | 53.1% | Adjusted Net Income Group Share ^{2,3} | 721 | 650 | <i>(in € billion)</i> | 30/09/2018 | 30/09/2017 | Combined AuM including joint ventures | 1,475 | 1,400 | Combined net inflows | +48.5 | +57.5 |
|---|---|---|----------------------------------|--|--|-----------------------------------|-------|-------|--|-----|-----|---|-------|-------|--|-----|-----|-----------------------|-------------------|-------------------|---------------------------------------|-------|-------|----------------------|-------|-------|
| <i>Data in millions of euros</i> | 9M 2018¹ (unaudited) | 9M 2017¹ (unaudited) | | | | | | | | | | | | | | | | | | | | | | | | |
| Adjusted Net Revenue ² | 1,962 | 1,971 | | | | | | | | | | | | | | | | | | | | | | | | |
| Adjusted Gross Operating Income ^{2,3} | 957 | 925 | | | | | | | | | | | | | | | | | | | | | | | | |
| Adjusted Cost- Income ratio (in %) ^{2,3} | 51.2% | 53.1% | | | | | | | | | | | | | | | | | | | | | | | | |
| Adjusted Net Income Group Share ^{2,3} | 721 | 650 | | | | | | | | | | | | | | | | | | | | | | | | |
| <i>(in € billion)</i> | 30/09/2018 | 30/09/2017 | | | | | | | | | | | | | | | | | | | | | | | | |
| Combined AuM including joint ventures | 1,475 | 1,400 | | | | | | | | | | | | | | | | | | | | | | | | |
| Combined net inflows | +48.5 | +57.5 | | | | | | | | | | | | | | | | | | | | | | | | |

- In Element B.12, the headings “*Statements of no significant or material adverse change*” in relation to Amundi is deleted and replaced as follows:

| | | |
|------|---|---|
| B.12 | Selected historical key financial information: | <p><i>In respect of Amundi</i></p> <p><i>Statements of no significant or material adverse change</i></p> <p>There has been no significant change in the financial or trading position of Amundi since 30 September 2018.</p> <p>There has been no material adverse change in the prospects of Amundi since 31 December 2017.</p> |
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3. Element B.13 in relation to Amundi is deleted and replaced as follows:

| | | |
|-------------|--|---|
| B.13 | Events impacting the Issuers' solvency: | <p><i>In respect of Amundi</i></p> <p>Not applicable. There have not been any recent events which are to a material extent relevant to the evaluation of Amundi's solvency since 30 September 2018.</p> |
|-------------|--|---|

RESUME DU PROGRAMME EN FRANCAIS (PROGRAMME SUMMARY IN FRENCH)

Le “Résumé du Programme en Français” figurant aux pages 35 à 63 du Prospectus de Base est modifié comme suit :

- Dans l’Elément B.12, le tableau en lien avec les “*Données Financières Intermédiaires Comparées combinées pour la période de 9 mois se terminant le 30 septembre 2018*” en relation avec Amundi est inséré immédiatement au-dessus du titre “*Déclarations relatives à l’absence de changement significatif ou de changement défavorable significatif*” et sous les tableaux intitulés “*Données Financières Intermédiaires Comparées combinées pour la période de six mois se terminant le 30 juin 2018*” :

| B.12 | Informations financières historiques clés sélectionnées : | <p>Informations financières historiques clés sélectionnées :</p> <p><i>Données Financières Intermédiaires Comparées pour la période de 9 mois se terminant le 30 septembre 2018</i></p> <p>Compte de résultat combiné¹</p> <table border="1"> <thead> <tr> <th style="text-align: left;"><i>(en millions d’euros)</i></th> <th style="text-align: center;">9M 2018¹ (non auditées)</th> <th style="text-align: center;">9M 2017¹ (non auditées)</th> </tr> </thead> <tbody> <tr> <td>Revenus nets ajustés ²</td> <td style="text-align: center;">1 962</td> <td style="text-align: center;">1 971</td> </tr> <tr> <td>Résultat brut d’exploitation ajusté ^{2,3}</td> <td style="text-align: center;">957</td> <td style="text-align: center;">925</td> </tr> <tr> <td>Coefficient d’exploitation ajusté (en %) ^{2,3}</td> <td style="text-align: center;">51,2%</td> <td style="text-align: center;">53,1%</td> </tr> <tr> <td>Résultat Net – Part du Groupe ajusté ^{2,3}</td> <td style="text-align: center;">721</td> <td style="text-align: center;">650</td> </tr> </tbody> </table> <p>¹Données combinées sur 9M 2018 et 9M 2017 : 9 mois Amundi + 9 mois Pioneer</p> <p>²Hors amortissement des contrats de distribution</p> <p>³ Hors coûts d’intégration de Pioneer</p> <p>Encours sous gestion et collecte nette combinés¹</p> <table border="1"> <thead> <tr> <th style="text-align: left;"><i>(en milliards d’euros)</i></th> <th style="text-align: center;">30/09/2018</th> <th style="text-align: center;">30/09/2017</th> </tr> </thead> <tbody> <tr> <td>Encours sous gestion y.c. Joint-Ventures</td> <td style="text-align: center;">1 475</td> <td style="text-align: center;">1 400</td> </tr> <tr> <td>Collecte Nette</td> <td style="text-align: center;">+48,5</td> <td style="text-align: center;">+57,5</td> </tr> </tbody> </table> <p>¹Encours & collecte combinés : 9mois Amundi + Pioneer aux 9M 2017 et 9M 2018 incluant les actifs conseillés et commercialisés et comprenant 100% de la collecte et des encours gérés des JV asiatiques ; pour Wafa au Maroc, les encours sont repris pour leur QP.</p> | <i>(en millions d’euros)</i> | 9M 2018¹ (non auditées) | 9M 2017¹ (non auditées) | Revenus nets ajustés ² | 1 962 | 1 971 | Résultat brut d’exploitation ajusté ^{2,3} | 957 | 925 | Coefficient d’exploitation ajusté (en %) ^{2,3} | 51,2% | 53,1% | Résultat Net – Part du Groupe ajusté ^{2,3} | 721 | 650 | <i>(en milliards d’euros)</i> | 30/09/2018 | 30/09/2017 | Encours sous gestion y.c. Joint-Ventures | 1 475 | 1 400 | Collecte Nette | +48,5 | +57,5 |
|---|--|---|------------------------------|---|---|-----------------------------------|-------|-------|--|-----|-----|---|-------|-------|---|-----|-----|-------------------------------|-------------------|-------------------|--|-------|-------|----------------|-------|-------|
| <i>(en millions d’euros)</i> | 9M 2018¹ (non auditées) | 9M 2017¹ (non auditées) | | | | | | | | | | | | | | | | | | | | | | | | |
| Revenus nets ajustés ² | 1 962 | 1 971 | | | | | | | | | | | | | | | | | | | | | | | | |
| Résultat brut d’exploitation ajusté ^{2,3} | 957 | 925 | | | | | | | | | | | | | | | | | | | | | | | | |
| Coefficient d’exploitation ajusté (en %) ^{2,3} | 51,2% | 53,1% | | | | | | | | | | | | | | | | | | | | | | | | |
| Résultat Net – Part du Groupe ajusté ^{2,3} | 721 | 650 | | | | | | | | | | | | | | | | | | | | | | | | |
| <i>(en milliards d’euros)</i> | 30/09/2018 | 30/09/2017 | | | | | | | | | | | | | | | | | | | | | | | | |
| Encours sous gestion y.c. Joint-Ventures | 1 475 | 1 400 | | | | | | | | | | | | | | | | | | | | | | | | |
| Collecte Nette | +48,5 | +57,5 | | | | | | | | | | | | | | | | | | | | | | | | |

- Dans l’Elément B.12, le paragraphe “*Déclarations relatives à l’absence de changement significatif ou de changement défavorable significatif*” en relation avec Amundi est supprimé et remplacé comme suit :

| | | |
|------|--|---|
| B.12 | Informations financières historiques clés sélectionnées : | <p><i>Concernant Amundi</i></p> <p><i>Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif</i></p> <p>Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale d'Amundi depuis le 30 septembre 2018.</p> <p>Il ne s'est produit aucun changement défavorable significatif dans les perspectives d'Amundi depuis le 31 décembre 2017.</p> |
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3. L'Elément B.13 en relation avec Amundi est supprimé et remplacé comme suit :

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| B.13 | Evénements impactant la solvabilité des Emetteurs : | <p><i>Concernant Amundi</i></p> <p>Sans objet. Il ne s'est produit aucun événement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité d'Amundi depuis le 30 septembre 2018.</p> |
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DOCUMENTS INCORPORATED BY REFERENCE

The chapter “*Documents incorporated by reference*” included on pages 92 to 100 of the Base Prospectus is amended and restated as follows:

“This Base Prospectus should be read and construed in conjunction with the following documents which have been previously published or are published simultaneously with this Base Prospectus and that have been filed with the AMF for the purpose of the Prospectus Directive, 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**);
- 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**);
- 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**);
- d. The English version of the audited financial statements of Amundi Issuance as at, and for the year ended 31 December 2016 including the statutory’s auditors report (the **Amundi Issuance 2016 FS**);
- e. The English version of the audited financial statements of Amundi Issuance as at, and for the year ended 31 December 2017 including the statutory auditors’ report (the **Amundi Issuance 2017 FS**);
- f. The English version of the semi-annual financial statements of Amundi Issuance as at 30 June 2018 including the statutory auditors ‘report (the **Amundi Issuance 2018 SAFS**);
- g. The English version of the audited financial statements of Amundi Finance as at, and for the year ended 31 December 2016 including the statutory’s auditors report (the **Amundi Finance 2016 FS**);
- h. The English version of the audited financial statements of Amundi Finance as at, and for the year ended 31 December 2017 including the statutory auditors’ report (the **Amundi Finance 2017 FS**);
- i. The English version of the semi-annual financial statements of Amundi Finance as at 30 June 2018 including the statutory auditors ‘report (the **Amundi Finance 2018 SAFS**);
- j. The English version of Amundi’s *Document de référence* 2016 registered under the AMF number R.17-0006 including the audited consolidated financial statements of Amundi as at, and for the year ended 31 December 2016 and the statutory’s joint auditors report other than Chapter 3 (Economic, Social and environmental information), Chapter 8 (General Information), the section entitled “Person Responsible for the Registration Document”, the “Cross-reference table” and any reference to a completion letter (*lettre de fin de travaux*) therein (the **Amundi 2016 Registration Document**);
- k. The English version of Amundi’s *Document de référence* 2017 registered under the AMF number R.18-011 including the audited consolidated financial statements of Amundi as at, and for the year ended 31 December 2017 and the statutory’s joint auditors report other than Chapter 3 (Economic, Social and environmental information), Chapter 8 (General Information), the section entitled “Person Responsible for the Registration Document”, the “Cross-reference table” and any reference to a completion letter (*lettre de fin de travaux*) therein (the **Amundi 2017 Registration Document**);

- l. The English version of the press release and the related presentation published on 27 April 2018 which announced First quarter 2018 results of Amundi (the **Amundi Q1 2018 Results**);
- m. The English version of the half-year financial report of Amundi as at 30 June 2018 including the statutory joint auditors' report (the **Amundi 2018 SAFR**);
- n. The final terms dated 25 May 2018 relating to the Issue by Amundi of EUR 15,000,000 of Certificates *STOXX® EuropeSelect 50 EUR Zertifikat mit Kapitalschutz*; and
- o. **The English version of the press release and the presentation published on 26 October 2018 which announced the first nine months and Q3 of 2018 (the Amundi 9M 2018 Results).**

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.

Any non-incorporated parts of a document referred to herein 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:

| Previous Conditions | |
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| 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 100 to 253 of the 2017 Base Prospectus |

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| Extract of the Annex IV of the European Regulation 809/2004/EC | | |
| 13. | Financial Information concerning the Issuer's assets and liabilities, financial position and profits and losses | |
| 13.1 | Audited historical financial information covering the latest 2 financial years (or such shorter period that the issuer has been in operation), and the audit report in respect of each year. Such financial information must be prepared according to Regulation (EC) No 1606/2002, or if not applicable to a Member States national accounting standards for issuers from the Community. | Pages 14-29 of Amundi Issuance 2016 FS Pages 15-29 of Amundi Issuance 2017 FS |
| | Balance sheet | Pages 15-16 of Amundi Issuance |

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| | <p>Income statement</p> <p>Cash flow statement</p> <p>Explanatory notes</p> | <p>2016 FS</p> <p>Pages 17-18 of Amundi Issuance 2017 FS</p> <p>Page 17 of Amundi Issuance 2016 FS</p> <p>Page 19 of Amundi Issuance 2017 FS</p> <p>Page 24 of Amundi Issuance 2016 FS</p> <p>Page 27 of Amundi Issuance 2017 FS</p> <p>Pages 19-25 of Amundi Issuance 2016 FS</p> <p>Pages 21-28 of Amundi Issuance 2017 FS</p> |
| 13.2 | <p>Financial statements</p> <p>If the issuer prepares both own and consolidated financial statements, include at least the consolidated financial statements in the registration document.</p> | <p>Pages 14-25 of Amundi Issuance 2016 FS</p> <p>Pages 15-28 of Amundi Issuance 2017 FS</p> |
| 13.3 | <p>Auditing of historical annual financial information</p> | <p>Pages 27-29 of Amundi Issuance 2016 FS</p> <p>Pages 30-34 of Amundi Issuance 2017 FS</p> |
| 13.4 | <p>Age of latest financial information</p> <p>The last year of audited financial information may not be older than 18 months from the date of the registration document.</p> | <p>Page 16 of Amundi Issuance 2017 FS</p> |
| 13.5 | <p>Interim and other financial information</p> | <p>Pages 1 to 29 of Amundi Issuance 2018 SAFS</p> |
| AMUNDI FINANCE | | |

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| | Extract of the Annex XI of the European Regulation 809/2004/EC | |
| 11. | Financial Information concerning the Issuer's assets and liabilities, financial position and profits and losses | |
| 11.1 | <p>Historical Financial Information</p> <p>Audited historical financial information covering the latest 2 financial years (or such shorter period that the Issuer has been in operation), and the audit report in respect of each year.</p> <p>Balance sheet</p> <p>Income statement</p> <p>Cash flow statement</p> <p>Explanatory notes</p> | <p>Pages 23-62 of Amundi Finance 2016 FS</p> <p>Pages 26-62 of Amundi Finance 2017 FS</p> <p>Pages 26-27 of Amundi Issuance 2016 FS</p> <p>Pages 29-30 of Amundi Issuance 2017 FS</p> <p>Page 28 of Amundi Issuance 2016 FS</p> <p>Page 31 of Amundi Issuance 2017 FS</p> <p>Page 29 of Amundi Issuance 2016 FS</p> <p>Page 32 of Amundi Issuance 2017 FS</p> <p>Pages 30-58 of Amundi Issuance 2016 FS</p> <p>Pages 33-61 of Amundi Issuance 2017 FS</p> |
| 11.2 | <p>Financial statements</p> <p>If the Issuer prepares both own and consolidated financial statements, include at least the consolidated financial statements in the registration document.</p> | <p>Pages 23-58 of Amundi Finance 2015 FS</p> <p>Pages 26-61 of Amundi Finance 2017 FS</p> |
| 11.3 | Auditing of historical annual financial information | |

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| 11.3.1 | A statement that the historical financial information has been audited. If audit reports on the historical financial information have been refused by the statutory auditors or if they contain qualifications or disclaimers, such refusal or such qualifications or disclaimers must be reproduced in full and the reasons given. | Pages 60-62 of Amundi Finance 2016 FS Pages 63-67 of Amundi Finance 2017 FS |
| 11.4 | Age of latest financial information | |
| 11.4.1 | The last year of audited financial information may not be older than 18 months from the date of the registration document. | Pages 27 of Amundi Finance 2017 FS |
| 11.5 | Interim and other financial information | |
| 11.5.1 | 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 unaudited or has not been reviewed state that fact. | Pages 1 to 58 of Amundi Finance 2018 SAFS |

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| | Extract of the Annex XI of the European Regulation 809/2004/EC | |
| 3. | Risk Factors | |
| 3.1 | Prominent disclosure of risk factors that may affect the Issuer/Guarantor's ability to fulfil its obligations under the securities to investors in a section headed " <i>Risk Factors</i> ". | Pages 38-41 ; 96-97 ; 143-170 ; 138 ; 187 ; 190 ; 193-194 ; 196 ; 207 ; 257 of Amundi 2017 Registration Document |
| 4. | Information about the Issuer/Guarantor | |
| 4.1 | History and development of the Issuer/Guarantor: | |
| 4.1.1 | the legal and commercial name of the Issuer/Guarantor; | Page 28 of Amundi 2017 Registration Document |
| 4.1.2 | the place of registration of the Issuer/Guarantor and its registration number; | Page 28 of Amundi 2017 Registration |
| 4.1.3 | the date of incorporation and the length of life of the issuer, except where indefinite; | Page 28 of Amundi 2017 Registration Document |
| 4.1.4 | the domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, and the address and telephone number of its registered office (or principal place of business if different from its registered | Page 28 of Amundi 2017 Registration |

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| | office); | Document |
| 4.1.5 | Any recent events particular to the Issuer/Guarantor which are to a material extent relevant to the evaluation of the Issuer/Guarantor's solvency. | Pages 11 of Amundi 2017 SAFR |
| 5. | Business Overview | |
| 5.1 | Principal activities | |
| 5.1.1 | A brief description of the issuer's principal activities stating the main categories of products sold and/or services performed | Pages 24-28 ; 217 of Amundi 2017 Registration Document |
| 5.1.2 | An indication of any significant new products and/or activities. | N/A |
| 5.1.3 | Principal markets | Pages 24-28 ; 123-124 of Amundi 2017 Registration Document |
| 6. | Organisational Structure | |
| 6.1 | If the Issuer/Guarantor is part of a group, a brief description of the group and of the Issuer/Guarantor's position within it. | Page 23 of Amundi 2017 Registration Document |
| 6.2 | If the Issuer/Guarantor is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence. | Pages 23; 219-222 ; 251-252 of Amundi 2017 Registration Document |
| 8. | Profit Forecasts or Estimates | |
| 8.1 | <p>A statement setting out the principal assumptions upon which the Issuer/Guarantor has based its forecast, or estimate.</p> <p>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; be readily understandable by investors; be specific and precise; and not relate to the general accuracy of the estimates underlying the forecast.</p> | N/A |
| 8.2 | <p>A report prepared by independent accountants or auditors stating that in the opinion of the independent accountants or auditors the forecast or estimate has been properly compiled on the basis stated, and that the basis of accounting used for the profit forecast or estimate is consistent with the accounting policies of the Issuer/Guarantor.</p> <p>Where financial information relates to the previous financial year and only contains non-misleading figures substantially consistent with the final figures to be published in the next annual audited financial statements for the previous financial year, and the explanatory information necessary to assess the figures, a</p> | N/A |

| | | |
|------------|--|--|
| | <p>report shall not be required provided that the prospectus includes all of the following statements:</p> <p>(a) the person responsible for this financial information, if different from the one which is responsible for the prospectus in general, approves that information;</p> <p>(b) independent accountants or auditors have agreed that this information is substantially consistent with the final figures to be published in the next annual audited financial statements;</p> <p>(c) this financial information has not been audited.</p> | |
| 8.3 | The profit forecast or estimate must be prepared on a basis comparable with the historical financial information. | N/A |
| 9. | Administrative, Management, And Supervisory Bodies | |
| 9.1 | <p>Names, business addresses and functions in the issuer of the following persons, and an indication of the principal activities performed by them outside the issuer where these are significant with respect to that issuer:</p> <p>(a) members of the administrative, management or supervisory bodies;</p> <p>(b) partners with unlimited liability, in the case of a limited partnership with a share capital.</p> | Pages 33-63 of Amundi 2017 Registration Document |
| 9.2 | <p>Administrative, Management, and Supervisory bodies conflicts of interests.</p> <p>Potential conflicts of interests between any duties to the issuing entity 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, make a statement to that effect.</p> | Pages 33-34 of Amundi 2017 Registration Document |
| 10. | Major Shareholders | |
| 10.1 | To the extent known to the Issuer/Guarantor, state whether the Issuer/Guarantor 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 17-18 of Amundi 2017 Registration Document |
| 10.2 | A description of any arrangements, known to the Issuer/Guarantor, the operation of which may at a subsequent date result in a change in control of the Issuer/Guarantor. | N/A |
| 11. | Financial Information concerning the Issuer/Guarantor's assets and liabilities, financial position and profits and losses | |
| 11.1 | <p>Historical Financial Information</p> <p>Audited historical financial information covering the latest 2 financial years (or such shorter period that the Issuer/Guarantor has been in operation), and the audit report in respect of each year.</p> | <p>Pages 190-249 ; 256-291 of Amundi 2016 Registration Document</p> <p>Pages 172-231 ; 236-265 of Amundi</p> |

| | | |
|---------------|---|--|
| | | 2017 Registration Document |
| 11.2 | <p>Financial statements</p> <p>If the Issuer/Guarantor prepares both own and consolidated financial statements, include at least the consolidated financial statements in the registration document.</p> | <p>Pages 190-247; 256-289 of Amundi 2016 Registration Document</p> <p>Pages 172-226 ; 236-265 of Amundi 2017 Registration Document</p> |
| 11.3 | Auditing of historical annual financial information | |
| 11.3.1 | <p>A statement that the historical financial information has been audited. If audit reports on the historical financial information have been refused by the statutory auditors or if they contain qualifications or disclaimers, such refusal or such qualifications or disclaimers must be reproduced in full and the reasons given.</p> | <p>Pages 248-249; 290-291 of Amundi 2016 Registration Document</p> <p>Pages 227-231 ; 266-269 of Amundi 2017 Registration Document</p> |
| 11.4 | Age of latest financial information | |
| 11.4.1 | <p>The last year of audited financial information may not be older than 18 months from the date of the registration document.</p> | <p>Page 171 of Amundi 2017 Registration Document</p> |
| 11.5 | Interim and other financial information | |
| 11.5.1 | <p>If the Issuer/Guarantor 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 unaudited or has not been reviewed state that fact.</p> | <p>Amundi Q1 2018 Results</p> <p>Pages 6 to 66 of Amundi 2018 SAFR</p> <p>Amundi 9M 2018 Results</p> |
| 11.6 | <p>Legal and arbitration proceedings</p> | <p>Pages 148, 207 and 257 of Amundi 2017 Registration Document</p> |

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 (d) to (m) and (o) will only be made available by the relevant Issuer or Guarantor (if applicable) to which such document relates. Written or oral requests for such documents should be directed to the relevant Issuer at its principal office set out at the end of this Base Prospectus.

In addition, copies of any documents incorporated by reference will be made available, free of charge, by CACEIS Corporate Trust and the other Agents. Requests for such documents should be directed to the specified office of such Agent. Such documents will, along with this Base Prospectus, be available for viewing via the website of the Issuers (www.amundi-issuance.com; www.amundi.com).

ISSUE SPECIFIC SUMMARY

The “Issue Specific Summary” on pages 468 to 495 of the Base Prospectus is amended as follows:

- In Element B.12, the new table “*Comparative combined interim financial data for the 9 month period ended 30 September 2018*” in relation to Amundi is inserted immediately above the headings “*Statements of no significant or material adverse change*” and below the table entitled “*Comparative combined interim financial data for the six month period ended 30 June 2018*” :

| B.12 | Selected historical key financial information: | <p>Selected historical key financial information:</p> <p><i>Comparative combined interim financial data for the 9 month period ended 30 September 2018</i></p> <p><i>Combined Income statement</i></p> <table border="1"> <thead> <tr> <th style="text-align: left;"><i>Data in millions of euros</i></th> <th style="text-align: center;">9M 2018¹ (unaudited)</th> <th style="text-align: center;">9M 2017¹ (unaudited)</th> </tr> </thead> <tbody> <tr> <td>Adjusted Net Revenue²</td> <td style="text-align: center;">1,962</td> <td style="text-align: center;">1,971</td> </tr> <tr> <td>Adjusted Gross Operating Income^{2,3}</td> <td style="text-align: center;">957</td> <td style="text-align: center;">925</td> </tr> <tr> <td>Adjusted Cost- Income ratio (in %) ^{2,3}</td> <td style="text-align: center;">51.2%</td> <td style="text-align: center;">53.1%</td> </tr> <tr> <td>Adjusted Net Income Group Share ^{2,3}</td> <td style="text-align: center;">721</td> <td style="text-align: center;">650</td> </tr> </tbody> </table> <p>¹Combined data in 9M 2018 and 9M 2017 : 9 months Amundi + 9 months Pioneer</p> <p>²Excluding amortisation of distribution contracts</p> <p>³Excluding costs associated with the integration of Pioneer</p> <p><i>Combined assets under management (AUM) and combined net inflows¹</i></p> <table border="1"> <thead> <tr> <th style="text-align: left;"><i>(in € billion)</i></th> <th style="text-align: center;">30/09/2018</th> <th style="text-align: center;">30/09/2017</th> </tr> </thead> <tbody> <tr> <td>Combined AuM including joint ventures</td> <td style="text-align: center;">1,475</td> <td style="text-align: center;">1,400</td> </tr> <tr> <td>Combined net inflows</td> <td style="text-align: center;">+48.5</td> <td style="text-align: center;">+57.5</td> </tr> </tbody> </table> <p>¹Combined assets under management and inflows: Amundi and Pioneer in 9M 2017 and 9M 2018, including assets under advisory and assets sold and take into account 100% of the Asian JV’s inflows and assets under management. For Wafa in Morocco, assets are reported on a proportional consolidation basis.</p> | <i>Data in millions of euros</i> | 9M 2018¹ (unaudited) | 9M 2017¹ (unaudited) | Adjusted Net Revenue ² | 1,962 | 1,971 | Adjusted Gross Operating Income ^{2,3} | 957 | 925 | Adjusted Cost- Income ratio (in %) ^{2,3} | 51.2% | 53.1% | Adjusted Net Income Group Share ^{2,3} | 721 | 650 | <i>(in € billion)</i> | 30/09/2018 | 30/09/2017 | Combined AuM including joint ventures | 1,475 | 1,400 | Combined net inflows | +48.5 | +57.5 |
|---|---|---|----------------------------------|--|--|-----------------------------------|-------|-------|--|-----|-----|---|-------|-------|--|-----|-----|-----------------------|-------------------|-------------------|---------------------------------------|-------|-------|----------------------|-------|-------|
| <i>Data in millions of euros</i> | 9M 2018¹ (unaudited) | 9M 2017¹ (unaudited) | | | | | | | | | | | | | | | | | | | | | | | | |
| Adjusted Net Revenue ² | 1,962 | 1,971 | | | | | | | | | | | | | | | | | | | | | | | | |
| Adjusted Gross Operating Income ^{2,3} | 957 | 925 | | | | | | | | | | | | | | | | | | | | | | | | |
| Adjusted Cost- Income ratio (in %) ^{2,3} | 51.2% | 53.1% | | | | | | | | | | | | | | | | | | | | | | | | |
| Adjusted Net Income Group Share ^{2,3} | 721 | 650 | | | | | | | | | | | | | | | | | | | | | | | | |
| <i>(in € billion)</i> | 30/09/2018 | 30/09/2017 | | | | | | | | | | | | | | | | | | | | | | | | |
| Combined AuM including joint ventures | 1,475 | 1,400 | | | | | | | | | | | | | | | | | | | | | | | | |
| Combined net inflows | +48.5 | +57.5 | | | | | | | | | | | | | | | | | | | | | | | | |

2. In Element B.12, the headings “*Statements of no significant or material adverse change*” in relation to Amundi are deleted and replaced as follows:

| | | |
|------|---|--|
| B.12 | Selected historical key financial information: | <p><u><i>[Insert if Amundi is the Issuer / Guarantor:</i></u></p> <p><i>Statements of no significant or material adverse change</i></p> <p>[There has been no significant change in the financial or trading position of Amundi since [30 September 2018].</p> <p>There has been no material adverse change in the prospects of Amundi since [31 December 2017.]</p> |
|------|---|--|

3. Element B.13 in relation to Amundi is deleted and replaced as follows:

| | | |
|------|--|--|
| B.13 | Events impacting the Issuers’ solvency: | <p><u><i>[Insert if Amundi is the Issuer / Guarantor:</i></u></p> <p>[Not applicable. There have not been any recent events which are to a material extent relevant to the evaluation of Amundi’s solvency since 30 September 2018.]</p> |
|------|--|--|

RESUME SPECIFIQUE DE L'EMISSION EN FRANÇAIS (ISSUE SPECIFIC SUMMARY IN FRENCH)

Le “Résumé Spécifique de l’Emission en Français” figurant aux pages 496 à 511 du Prospectus de Base est modifié comme suit :

1. Dans l’Elément B.12, le tableau “ *Données Financières Intermédiaires Comparées combinées pour la période de 6 mois se terminant le 30 Septembre 2018*” en relation avec Amundi est inséré immédiatement au-dessus du titre “*Déclarations relatives à l’absence de changement significatif ou de changement défavorable significatif*” et sous le tableau intitulé “*Données Financières Intermédiaires Comparées combinées pour la période de six mois se terminant le 30 juin 2018*” :

| | | | | | |
|---|---|---|---|---|--|
| B.12 | Informations financières historiques clés sélectionnées : | <i>Données Financières Intermédiaires Comparées pour la période de 9 mois se terminant le 30 septembre 2018</i> | | | |
| | | Compte de résultat combiné¹ | | | |
| | | <i>(en millions d’euros)</i> | 9M 2018¹ (non auditées) | 9M 2017¹ (non auditées) | |
| | | Revenus nets ajustés ² | 1 962 | 1 971 | |
| | | Résultat brut d’exploitation ajusté ^{2,3} | 957 | 925 | |
| | | Coefficient d’exploitation ajusté (en %) ^{2,3} | 51,2% | 53,1% | |
| | | Résultat Net – Part du Groupe ajusté ^{2,3} | 721 | 650 | |
| | | ¹ Données combinées sur 9M 2018 et 9M 2017 : 9 mois Amundi + 9 mois Pioneer | | | |
| | | ² Hors amortissement des contrats de distribution | | | |
| | | ³ Hors coûts d’intégration de Pioneer | | | |
| <i>Encours sous gestion et collecte nette combinés¹</i> | | | | | |
| <i>(en milliards d’euros)</i> | 30/09/2018 | 30/09/2017 | | | |
| Encours sous gestion y.c. Joint-Ventures | 1 475 | 1 400 | | | |
| Collecte Nette | +48,5 | +57,5 | | | |
| ¹ Encours & collecte combinés : 9 mois Amundi + Pioneer aux 9M 2017 et 9M 2018 incluant les actifs conseillés et commercialisés et comprenant 100% de la collecte et des encours gérés des JV asiatiques ; pour Wafa au Maroc, les encours sont repris pour leur QP. | | | | | |

3. Dans l’Elément B.12, les paragraphes “*Déclarations relatives à l’absence de changement significatif ou de changement défavorable significatif*” en relation avec Amundi est supprimé et remplacé comme suit :

| | | |
|------|--|--|
| B.12 | Informations financières historiques clés sélectionnées : | <p><u>[Insérer si Amundi est l'Emetteur / le Garant:</u></p> <p><i>Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif</i></p> <p>[Il ne s'est produit aucun changement significatif dans la situation financière ou commerciale d'Amundi depuis le [30 septembre 2018].</p> <p>Il ne s'est produit aucun changement défavorable significatif dans les perspectives d'Amundi depuis le [31 décembre 2017]</p> |
|------|--|--|

4. L'Elément B.13 en relation avec Amundi est supprimé et remplacé comme suit :

| | | |
|------|--|---|
| B.13 | Evénements impactant la solvabilité des Emetteurs : | <p><u>[Insérer si Amundi est l'Emetteur / le Garant :</u></p> <p>[Sans objet. Il ne s'est produit aucun événement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité d'Amundi depuis le [30 septembre 2018].</p> |
|------|--|---|

GENERAL INFORMATION

The third paragraph “*Significant Change*” in relation to Amundi of the Section “*General Information*” under the heading 6 on page 578 of the Base Prospectus is amended and restated as follows:

6. Significant Change

Unless otherwise specified in the section “Recent Events”, there has been no significant change in the financial or trading position of Amundi since 30 September 2018.

RESPONSIBILITY STATEMENT FOR THE SECOND SUPPLEMENT

In the name of Amundi Issuance

To the best knowledge of Amundi Issuance (having taken all care to ensure that such is the case), the information contained in this Second Supplement in relation to Amundi Issuance is in accordance with the facts and contains no omission likely to affect its import.

Amundi Issuance

90, boulevard Pasteur, 75015 Paris, France

Represented by Issiaka BERETE
Chief Executive Officer of Amundi Issuance

Executed in Paris on 6 November 2018

In the name of Amundi Finance

To the best knowledge of Amundi Finance (having taken all care to ensure that such is the case), the information contained in this Second Supplement in relation to Amundi Finance is in accordance with the facts and contains no omission likely to affect its import.

Amundi Finance

90, boulevard Pasteur, 75015 Paris, France

Represented by Marie-Clotilde CALAIS
Deputy Chief Executive Officer of Amundi Finance

Executed in Paris on 6 November 2018

In the name of Amundi

To the best knowledge of Amundi (having taken all care to ensure that such is the case), the information contained in this Second 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 Fathi JERFEL
Global Head of Retail Division of Amundi

Executed in Paris on 6 November 2018