

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

**AMUNDI FUNDS**  
(the "Company")  
Société d'Investissement à Capital Variable  
Registered office: 5, Allée Scheffer  
L-2520 Luxembourg  
R.C.S. de Luxembourg B-68.806  
**鋒裕匯理基金**  
(下稱「本公司」)  
可變資本投資公司  
註冊辦公室：5, Allée Scheffer  
L-2520 Luxembourg  
盧森堡商業登記處編號 B-68.806

Luxembourg, February 27, 2019  
2019 年 2 月 27 日，盧森堡

**NOTICE TO SHAREHOLDERS**  
**股東通知函**

Due to the lack of quorum, the extraordinary general meeting of Amundi Funds convened on February 25, 2019 was not able to validly decide on the items of its agenda. Thus, the Shareholders are kindly invited to attend a new extraordinary general meeting to be held at the offices of AMUNDI LUXEMBOURG, 5, Allée Scheffer, L-2520 Luxembourg on March 14, 2019 at 3:30 p.m. with the following agenda:

因未達法定出席門檻，鋒裕匯理於 2019 年 2 月 25 日召開之臨時股東大會無法決議其議程中之事項。因此，茲敬邀股東參加於 2019 年 3 月 14 日下午 3:30 假 AMUNDI LUXEMBOURG 辦公室 Allée Scheffer, L-2520 Luxembourg 舉行之新臨時股東大會，討論下述議程：

- 1 To amend the text of a number of articles of the Articles in order to implement the changes as required by the new law dated 10 August 2016, amending the Law of 10 August 1915 on commercial companies, as amended from time to time (the "1915 Law") and by the new Regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds, as amended from time to time (the "MMF Regulation") to be effective on March 20, 2019 or on any other date as decided by two directors of the Company but not later than March 21, 2019.

為落實 2016 年 8 月 10 日頒布新法修正 1915 年 8 月 10 日有關商業公司之法律，及其不時之修正(下稱「1915 年法律」)；及 2017 年 6 月 14 日就貨幣市場基金新頒布之 2017/1131 歐洲議會與理事會規範(EU)，及其不時之修正 (下稱

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

「MMF 規範」)，爰修正章程部分條款之內容，並於 2019 年 3 月 20 日或本公司兩位董事決定之其他任何日期生效，但至遲不得逾 2019 年 3 月 21 日。

- 2 To amend article 4 in order to provide the Company's board of directors with the authority to decide on the potential transfer of the register office of the Company within the Grand-Duchy of Luxembourg. 修正第 4 條，以賦予本公司董事會可決定在盧森堡大公國境內遷移本公司之註冊辦公室之權力。
- 3 To amend article 5 in order to foresee the possibility for issuing non-voting shares and to provide the Company's board with the authority to decide at any time to cancel, split up or consolidate the shares issued within one same sub-fund, class or category according to the conditions set by it. 修正第 5 條，以預設發行不具投票權股份之可能性，並賦予本公司董事會於任何時間取消、分割、或合併在相同子基金/級別/類別下依其條件發行之股份之權力。
- 4 To amend articles 6, 7 and 10 to foresee the possibility for issuing shares in dematerialised form or taking the form of global bearer certificates in accordance with the 1915 Law. 修正第 6、7、及 10 條，以預設依據 1915 年法律以非實體或全球記名股票形式發行股份之可能性。
- 5 To amend article 7 in order to amend restrictions on shareholding and, in particular, to restrict the issue of shares when it is in the interests of a sub-fund and / or its shareholders to do so, including when any sub-fund reaches a size that could impact the ability to find suitable investments for that sub-fund. 修正第 7 條，以修正持股限制，尤其為子基金/或其股東之利益限制股份之發行，包括當任何子基金到達一定規模而影響該子基金尋得適當投資之能力時。
- 6 To amend article 9 to simplify the provisions related to the date and time of the annual general meeting of shareholders as per the updated 1915 Law. 修正第 9 條，以簡化依據 1915 年法律與年度股東大會之日期及時間相關之規定。
- 7 To amend article 10 in order to provide the Company's board of directors with the authority to suspend the voting rights attached to all shares held by a shareholder who is in breach towards the Company of his obligations and to foresee the possibility to hold shareholders' meetings by video conference or any other telecommunication methods allowing for shareholders' identification. 修正第 10 條，以授權本公司股

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

東會暫停違反本公司義務之股東持有之所有股份之相關投票權，及預設以視訊會議或藉由其他任何可辨識股東身份之通訊方式召集股東會之可能性。

8 To amend article 11 to reflect the amended meeting convening procedures as per the updated 1915 Law. 修正第 11 條，以反映依據 1915 年法律修正之會議召集程序。

9 To amend article 13 to, inter alia,  
修正第 13 條，如：

- render the election of a permanent chairman of the board of directors optional, 使常務董事會主席之選任成為非必要，
- add additional communication means regarding notice given to the board of directors, proxies and circular resolutions; 就給予董事會之通知、代理及通函決議增加額外通訊方式；
- foresee the possibility to attend meetings of the Board by means of conference call, video-conference or any other telecommunication methods. 預設以電話、視訊、或其他任何通訊方式參與董事會之可能性。

10 To amend article 15 to, inter alia, 修正第 15 條，如：

- foresee the possibility for the Board to appoint a duly licensed management company domiciled in Luxembourg or domiciled in any other EU Member State in compliance with the 2010 Law; and 預設董事會遵循 2010 年法律指派一取得合法執照且註冊地為盧森堡或其他任何歐盟國家之管理公司之可能性；及
- to modify the conditions related to the possibility for any sub-fund of the Company to acquire and hold securities of one or more other sub-fund(s) of the Company to align them with the modified provisions of the 2010 Law. 修改與本公司任何子基金取得或持有本公司其一或更多子基金之證券可能性相關之條件以遵循修正後之 2010 年法律規範。

11 To amend article 18 to foresee the possibility for the committee(s) to represent the Company in acts up to the limit of its/their powers as determined by the Board. 修正第 18 條，以預設委員會代表本公司依董事會決議授予其權限行事之可能性。

12 To amend article 20 to  
修正第 20 條，如：

- align the text of the Articles of Incorporation to the prospectus with regards to contingent deferred sales charge, payment of redemption proceeds and minimum holding amounts; and

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

- 使公司章程之本文符合公開說明書有關或有遞延銷售費、買回費用及最低持有額之內容，及；
  - foresee the possibility to potentially convert voting shares into non-voting shares and vice versa.  
預設將有投票權之股份轉換為不具投票權之可能性(反之亦然)。
- 13 To amend article 21 to grant the Board with the power to suspend the determination of the net asset value and the issue and redemption of shares as well as the right to convert shares into shares of another sub-fund of the company during any period when the value of any subsidiary or specific purpose vehicle may not be accurately determined and, in case a sub-fund is a feeder of another UCITS (or a sub-fund thereof), if the net asset value of that UCITS (or a sub-fund thereof) is suspended.  
修正第 21 條，以授權董事會於子公司或特殊目的工具之價值無法被準確決定及子基金為 UCITS(或其子基金)之連結基金，而該 UCITS(或其子基金)之淨資產價值被暫停時，其得隨時暫停淨資產價值之決定、股份發行及買回及將股份轉換為本公司另一子基金之股份之權利。
- 14 To amend article 22 to, inter alia,  
修正第 22 條，如：
- foresee the possibility for the Board to potentially adopt a swing pricing methodology or to apply any anti-dilution mechanism(s); and  
預設董事會可能採用擺動定價方法或應用任何反稀釋機制之可能性，及；
  - grant the Board with the power to decide in the interest of the Company or of the shareholders the adoption of a (reverse)split mechanism so as to determine a new Net Asset Value of each sub-fund, expressed as a per Share figure, in line with the above interests and to adapt the number of outstanding Shares accordingly.
  - 授權董事會為本公司或股東之利益而決定採用(反向)分割機制，以決定各子基金之新淨資產價值(以每股計之)符合前述利益，並據之調整已發行股份之數量。
- 15 To amend article 23 to align the text of the Articles of Incorporation to the prospectus with regards to payment of subscription proceeds;  
修正第 23 條，以使公司章程之文字符合公開說明書有關申購款項之內容。
- 16 To amend article 27 in order to provide the Company's board of directors with the authority to decide on the potential liquidation of the Company the aggregate Net Asset value of the Company is less than EUR 100,000,000.



(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

修正第 27 條，以授權本公司董事會於本公司之總淨資產價值低於歐元 100,000,000 時，決定對本公司進行清算。

- 17 To completely restate the Articles of Incorporation with effect as of the date that will be resolved by the extraordinary general meeting in order to reflect the various amendments adopted by the extraordinary general meeting, including wording alignments, corrections of clerical errors or other minor modifications.

完整重申公司章程於臨時股東大會所決議之日期生效，以反映臨時股東大會所採用之各修正，包括文字調整、校正文書錯誤或其他次要修正。

- 18 To resolve that the effective date of the resolutions of the above agenda shall become effective on the date of the extraordinary general meeting.

決議前述議程之決議生效日期將於臨時股東大會日起生效。

- 19 Miscellaneous. 其他

The Board will only exercise any of the powers under the amended Articles if it considers it to be in the best interests of the shareholders as a whole. The changes do not remove any existing requirements to provide advance notice should the Board decide to exercise any powers given in the Articles.

董事會僅在其認為符合全體股東最佳利益時，行使其依據修正章程所賦予之權力。此等變更並未刪除董事會就任何決定依章程行使權力時，需提供事前通知之現行要求。

The draft text of the amended Articles will be made available upon request at the registered office of the Company.

依要求可於本公司註冊辦公室取得修正章程之草案。

Shareholders are advised that no quorum is required at this new extraordinary general meeting. Decisions may be approved by a majority of two-thirds of the shares present and/or represented and voting.

茲敬告股東新臨時股東大會並無法定出席門檻之要求。決議得經出席或代表股份之三分之二以上及/或投票同意後通過。

If you wish to attend the meeting in person, we would be most grateful if you would communicate your intention to us at latest two business days before the meeting.

如您希望親自出席會議，若您能在會議開始前兩個工作日向我們表達您的意願，我們將不勝感激。

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

If you are unable to attend the meeting in person, please complete the enclosed proxy form.  
如您無法親自參加會議，請完成後附之委託書。

The latest prospectus of the Company and Key Investor Information Documents are available on request free of charge at its registered office. 投資人可於本公司註冊辦公室免費索取本公司最新版本之公開說明書及重要投資人資訊文件。

The Board of Directors of AMUNDI Funds  
鋒裕匯理基金董事會

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

PROXY FORM  
委託書

The undersigned,  
本人

(Name of Company)-----  
-----  
(公司名稱)

Represented by -----  
-----  
(in upper case)  
(大寫)

(代表人)

(Mrs/Miss/Mr.) -----  
-----  
(先生/女士)  
(in upper case)  
(大寫)

owner of [-----] shares in AMUNDI FUNDS (the "Company"), of which the registered office is located at 5, Allée Scheffer, L – 2520 Luxembourg, hereby appoints as his (her) special proxy with power of substitution, the Chairman of the Meeting to whom he (she) grants all powers in order to represent him (her) at the extraordinary general meeting of the Company, to be held on **March 14, 2019 at 3.30 p.m.** in Luxembourg with the following agenda:

持有**鋒裕匯理基金**(下稱「**本公司**」)之股份，本公司註冊辦公室地址為 5, Allée Scheffer, L – 2520 Luxembourg，茲授權會議主席為特別代理人，具有代理權，並為授予其於本公司**2019年3月14日下午3:30**於盧森堡召集之臨時股東大會上代表之所有權力：

AGENDA:  
議程：

- 1 To amend the text of a number of articles of the Articles in order to implement the changes as required by the new law dated 10 August 2016, amending the Law of 10 August 1915 on commercial companies and by the new Regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds to be effective on March 20, 2019 or on any other date as decided by two directors of the Company but not later than March 21, 2019.  
為落實 2016 年 8 月 10 日頒布新法修正 1915 年 8 月 10 日有關商業公司之法律，及其不時之修正；及 2017 年 6 月 14 日就貨幣市場基金新頒布之 2017/1131 歐洲議會與理事會規範(EU)，及其不時之修正，爰修正章程部分條款之內容，並於 2019 年 3 月 20 日或本公司兩位董事決定之其他任何日期生效但至遲不得逾 2019 年 3 月 21 日。

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

- 2 To amend article 4 in order to provide the Company's board of directors with the authority to decide on the potential transfer of the register office of the Company within the Grand-Duchy of Luxembourg.  
修正第 4 條，以賦予本公司董事會可決定在盧森堡大公國境內遷移本公司之註冊辦公室之權力。
- 3 To amend article 5 in order to foresee the possibility for issuing non-voting shares and to provide the Company's board with the authority to decide at any time to cancel, split up or consolidate the shares issued within one same sub-fund, class or category according to the conditions set by it.  
修正第 5 條，以預設發行不具投票權股份之可能性，並賦予本公司董事會權力於任何時間取消、分割、或合併在相同子基金/級別/類別下依其條件發行之股份。
- 4 To amend articles 6, 7 and 10 to foresee the possibility for issuing shares in dematerialised form or taking the form of global bearer certificates in accordance with the 1915 Law.  
修正第 6、7、及 10 條，以預設依據 1915 年法律以非實體或全球記名股票形式發行股份之可能性。
- 5 To amend article 7 in order to amend restrictions on shareholding and, in particular, to restrict the issue of shares when it is in the interests of a sub-fund and / or its shareholders to do so, including when any sub-fund reaches a size that could impact the ability to find suitable investments for that sub-fund.  
修正第 7 條，以修正持股限制，尤其為子基金/或其股東之利益限制股份之發行，包括當任何子基金到達一定規模而影響該子基金尋得適當投資之能力時。
- 6 To amend article 9 to simplify the provisions related to the date and time of the annual general meeting of shareholders as per the updated 1915 Law.  
修正第 9 條，以簡化依據 1915 年法律與年度股東大會之日期及時間相關之規定。
- 7 To amend article 10 in order to provide the Company's board of directors with the authority to suspend the voting rights attached to all shares held by a shareholder who is in breach towards the Company of his obligations and to foresee the possibility to hold shareholders' meetings by video conference or any other telecommunication methods allowing for shareholders' identification.  
修正第 10 條，以授權本公司股東會暫停違反本公司義務之股東持有之所有股份之相關投票權，及預設以視訊會議或藉由其他任何可辨識股東身份之通訊方式召集股東會之可能性。
- 8 To amend article 11 to reflect the amended meeting convening procedures as per the updated 1915 Law.  
修正第 11 條，以反映依據 1915 年法律修正之會議召集程序。
- 9 To amend article 13 to, inter alia, render the election of a permanent chairman of the board of directors optional, add additional communication means regarding notice given to the board of directors, proxies and circular resolutions and foresee the possibility to attend meetings of the Board by means of conference call, video-conference or any other telecommunication methods.

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

修正第 13 條，如：使常務董事會主席之選任成為非必要；就給予董事會之通知、代理及通函決議增加額外通訊方式；預設以電話、視訊、或其他任何通訊方式參與董事會議之可能性。

- 10 To amend article 15 to, inter alia, foresee the possibility for the Board to appoint a duly licensed management company domiciled in Luxembourg or domiciled in any other EU Member State in compliance with the 2010 Law; and to modify the conditions related to the possibility for any sub-fund of the Company to acquire and hold securities of one or more other sub-fund(s) of the Company to align them with the modified provisions of the 2010 Law.

修正第 15 條，如：預設董事會遵循 2010 年法律指派一取得合法執照且所在地為盧森堡或其他任何歐盟國家之管理公司之可能性；及修改與本公司任何子基金取得或持有本公司其一或更多子基金之證券可能性相關之條件以遵循修正後之 2010 年法律規範。

- 11 To amend article 18 to foresee the possibility for the committee(s) to represent the Company in acts up to the limit of its/their powers as determined by the Board.

修正第 18 條，以預設委員會代表本公司依董事會決議授予其之權限行事之可能性。

- 12 To amend article 20 to align the text of the Articles of Incorporation to the prospectus with regards to contingent deferred sales charge, payment of redemption proceeds and minimum holding amounts; and foresee the possibility to potentially convert voting shares into non-voting shares and vice versa.

修正第 20 條，以使公司章程之本文符合公開說明書有關或有遞延銷售費、買回費用及最低持有額之內容，並預設將有投票權之股份轉換為不具投票權之可能性(反之亦然)。

- 13 To amend article 21 to grant the Board with the power to suspend the determination of the net asset value and the issue and redemption of shares as well as the right to convert shares into shares of another sub-fund of the company during any period when the value of any subsidiary or specific purpose vehicle may not be accurately determined and, in case a sub-fund is a feeder of another UCITS (or a sub-fund thereof), if the net asset value of that UCITS (or a sub-fund thereof) is suspended.

修正第 21 條，以授權董事會於子公司或特殊目的工具之價值無法被準確決定及子基金為 UCITS(或其子基金)之連結基金，而該 UCITS(或其子基金)之淨資產價值被暫停時，其得隨時暫停淨資產價值之決定、股份發行及買回及將股份轉換為本公司另一子基金的股份之權利。

- 14 To amend article 22 to, inter alia, (i) foresee the possibility for the Board to potentially adopt a swing pricing methodology or to apply any anti-dilution mechanism(s) and (ii) grant the Board with the power to decide in the interest of the Company or of the shareholders the adoption of a (reverse) split mechanism so as to determine a new Net Asset Value of each sub-fund, expressed as a per Share figure, in line with the above interests and to adapt the number of outstanding Shares accordingly.

修正第 22 條，如：(i)預設董事會可能採用擺動定價方法或應用任何反稀釋機制之可能性，及(ii)授權董事會為本公司或股東之利益而決定採用(反向)

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

分割機制，以決定各子基金之新淨資產價值(以每股計之)，符合前述利益，並據之調整已發行股份之數量。

- 15 To amend article 23 to align the text of the Articles of Incorporation to the prospectus with regards to payment of subscription proceeds.  
修正第 23 條，以使公司章程之文字符合公開說明書有關申購款項之內容。
- 16 To amend article 27 in order to provide the Company's board of directors with the authority to decide on the potential liquidation of the Company the aggregate Net Asset value of the Company is less than EUR 100,000,000.  
修正第 27 條，以授權本公司董事會於本公司之總淨資產價值低於歐元 100,000,000 時，決定對本公司進行清算。
- 17 To completely restate the Articles of Incorporation with effect as of the date that will be resolved by the extraordinary general meeting in order to reflect the various amendments adopted by the extraordinary general meeting, including wording alignments, corrections of clerical errors or other minor modifications.  
完整重申公司章程於臨時股東大會所決議之日期生效，以反映臨時股東大會所採用之各修正，包括文字調整、校正文書錯誤或其他次要修正。
- 18 To resolve that the effective date of the resolutions of the above agenda shall become effective on the date of the extraordinary general meeting.  
決議前述議程之決議生效日期將於臨時股東大會日起生效。
- 19 Miscellaneous.  
其他

Items of the Agenda 議程項目	For 贊成	Against 反對
1		
2		
3		
4		
5		
6		
7		
8		
9		
10		
11		
12		
13		
14		
15		
16		
17		
18		
19		

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

and at all subsequent meetings that may be convened with the same agenda in the event that the first Meeting proves unsuccessful, to take part in all deliberations and to vote in the name of the undersigned on all motions relating to said agenda and the aforementioned conditions, approve and sign all transactions and proceedings, act as substitute, and in general, do all that is necessary or useful for the execution of the present proxy, promising ratification if required.

如首次會議未能成功，在所有後續可能因相同議程召集之會議中，參加所有前述議程及條款之動議審議、並以簽署人名義參與表決、核准並簽署所有交易及程序，擔任代理人

，並於一般情況下，為所有為執行本委託書必要或有用之行動，以及必要時之承諾追認。

Signed at [ ], on [ ], 2019.  
簽署於[ ] 日期：2019 年月日

\_\_\_\_\_  
(Signature)  
(簽名)

A proxy received in the framework of the first extraordinary general meeting convened for February 25, 2019 remains valid, except in case of reception of the present proxy.

在 2019 年 2 月 25 日首次召開的臨時股東大會的範圍內所收到之委託書，除另收到現行委託書者外，仍然有效。

To be valid, this proxy has to be sent to Amundi Luxembourg S.A. at 5 Allée Scheffer, L-2520 Luxembourg (Fax number : +352 26 86 80 10), to the attention of the Legal Department, **at least 3 business days before** the extraordinary general meeting is held.

為使本委託生效，須於臨時股東大會召集**至少三個營業日前**將本委託書寄至 Amundi Luxembourg S.A.，地址：5 Allée Scheffer, L-2520 Luxembourg (傳真電話：+352 26 86 80 10)，收件人：法遵部門。



**AMUNDI FUNDS**  
(the "Company")  
Société d'Investissement à Capital Variable  
Registered office: 5, Allée Scheffer  
L-2520 Luxembourg  
R.C.S. de Luxembourg B-68.806

Luxembourg, February 27, 2019

**NOTICE TO SHAREHOLDERS**

Due to the lack of quorum, the extraordinary general meeting of Amundi Funds convened on February 25, 2019 was not able to validly decide on the items of its agenda. Thus, the Shareholders are kindly invited to attend a new extraordinary general meeting to be held at the offices of AMUNDI LUXEMBOURG, 5, Allée Scheffer, L-2520 Luxembourg on March 14, 2019 at 3:30 p.m. with the following agenda:

- 1 To amend the text of a number of articles of the Articles in order to implement the changes as required by the new law dated 10 August 2016, amending the Law of 10 August 1915 on commercial companies, as amended from time to time (the "1915 Law") and by the new Regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds, as amended from time to time (the "MMF Regulation") to be effective on March 20, 2019 or on any other date as decided by two directors of the Company but not later than March 21, 2019.
- 2 To amend article 4 in order to provide the Company's board of directors with the authority to decide on the potential transfer of the register office of the Company within the Grand-Duchy of Luxembourg.
- 3 To amend article 5 in order to foresee the possibility for issuing non-voting shares and to provide the Company's board with the authority to decide at any time to cancel, split up or consolidate the shares issued within one same sub-fund, class or category according to the conditions set by it.
- 4 To amend articles 6, 7 and 10 to foresee the possibility for issuing shares in dematerialised form or taking the form of global bearer certificates in accordance with the 1915 Law.
- 5 To amend article 7 in order to amend restrictions on shareholding and, in particular, to restrict the issue of shares when it is in the interests of a sub-fund and / or its shareholders to do so, including when any sub-fund reaches a size that could impact the ability to find suitable investments for that sub-fund.
- 6 To amend article 9 to simplify the provisions related to the date and time of the annual general meeting of shareholders as per the updated 1915 Law.
- 7 To amend article 10 in order to provide the Company's board of directors with the authority to suspend the voting rights attached to all shares held by a shareholder who is in breach towards the Company of his obligations and to foresee the possibility to hold shareholders' meetings by video conference or any other telecommunication methods allowing for shareholders' identification.
- 8 To amend article 11 to reflect the amended meeting convening procedures as per the updated 1915 Law.

- 9** To amend article 13 to, inter alia,
- render the election of a permanent chairman of the board of directors optional,
  - add additional communication means regarding notice given to the board of directors, proxies and circular resolutions;
  - foresee the possibility to attend meetings of the Board by means of conference call, video-conference or any other telecommunication methods.
- 10** To amend article 15 to, inter alia,
- foresee the possibility for the Board to appoint a duly licensed management company domiciled in Luxembourg or domiciled in any other EU Member State in compliance with the 2010 Law; and
  - to modify the conditions related to the possibility for any sub-fund of the Company to acquire and hold securities of one or more other sub-fund(s) of the Company to align them with the modified provisions of the 2010 Law.
- 11** To amend article 18 to foresee the possibility for the committee(s) to represent the Company in acts up to the limit of its/their powers as determined by the Board.
- 12** To amend article 20 to
- align the text of the Articles of Incorporation to the prospectus with regards to contingent deferred sales charge, payment of redemption proceeds and minimum holding amounts; and
  - foresee the possibility to potentially convert voting shares into non-voting shares and vice versa.
- 13** To amend article 21 to grant the Board with the power to suspend the determination of the net asset value and the issue and redemption of shares as well as the right to convert shares into shares of another sub-fund of the company during any period when the value of any subsidiary or specific purpose vehicle may not be accurately determined and, in case a sub-fund is a feeder of another UCITS (or a sub-fund thereof), if the net asset value of that UCITS (or a sub-fund thereof) is suspended.
- 14** To amend article 22 to, inter alia,
- foresee the possibility for the Board to potentially adopt a swing pricing methodology or to apply any anti-dilution mechanism(s); and
  - grant the Board with the power to decide in the interest of the Company or of the shareholders the adoption of a (reverse)split mechanism so as to determine a new Net Asset Value of each sub-fund, expressed as a per Share figure, in line with the above interests and to adapt the number of outstanding Shares accordingly.
- 15** To amend article 23 to align the text of the Articles of Incorporation to the prospectus with regards to payment of subscription proceeds;
- 16** To amend article 27 in order to provide the Company's board of directors with the authority to decide on the potential liquidation of the Company the aggregate Net Asset value of the Company is less than EUR 100,000,000.
- 17** To completely restate the Articles of Incorporation with effect as of the date that will be resolved by the extraordinary general meeting in order to reflect the various amendments

adopted by the extraordinary general meeting, including wording alignments, corrections of clerical errors or other minor modifications.

- 18** To resolve that the effective date of the resolutions of the above agenda shall become effective on the date of the extraordinary general meeting.

- 19** Miscellaneous.

The Board will only exercise any of the powers under the amended Articles if it considers it to be in the best interests of the shareholders as a whole. The changes do not remove any existing requirements to provide advance notice should the Board decide to exercise any powers given in the Articles.

The draft text of the amended Articles will be made available upon request at the registered office of the Company.

Shareholders are advised that no quorum is required at this new extraordinary general meeting. Decisions may be approved by a majority of two-thirds of the shares present and/or represented and voting.

If you wish to attend the meeting in person, we would be most grateful if you would communicate your intention to us at latest two business days before the meeting.

If you are unable to attend the meeting in person, please complete the enclosed proxy form.

The latest prospectus of the Company and Key Investor Information Documents are available on request free of charge at its registered office.

The Board of Directors of AMUNDI Funds

---

## PROXY FORM

---

The undersigned,

(Name of Company)-----

Represented by -----  
(in upper case)

(Mrs/Miss/Mr.) -----  
(in upper case)

owner of [-----] shares in **AMUNDI FUNDS** (the "Company"), of which the registered office is located at 5, Allée Scheffer, L – 2520 Luxembourg, hereby appoints as his (her) special proxy with power of substitution, the Chairman of the Meeting to whom he (she) grants all powers in order to represent him (her) at the extraordinary general meeting of the Company, to be held on **March 14, 2019 at 3.30 p.m.** in Luxembourg with the following agenda:

### AGENDA:

- 1 To amend the text of a number of articles of the Articles in order to implement the changes as required by the new law dated 10 August 2016, amending the Law of 10 August 1915 on commercial companies and by the new Regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds to be effective on March 20, 2019 or on any other date as decided by two directors of the Company but not later than March 21, 2019.
- 2 To amend article 4 in order to provide the Company's board of directors with the authority to decide on the potential transfer of the register office of the Company within the Grand-Duchy of Luxembourg.
- 3 To amend article 5 in order to foresee the possibility for issuing non-voting shares and to provide the Company's board with the authority to decide at any time to cancel, split up or consolidate the shares issued within one same sub-fund, class or category according to the conditions set by it.
- 4 To amend articles 6, 7 and 10 to foresee the possibility for issuing shares in dematerialised form or taking the form of global bearer certificates in accordance with the 1915 Law.
- 5 To amend article 7 in order to amend restrictions on shareholding and, in particular, to restrict the issue of shares when it is in the interests of a sub-fund and / or its shareholders to do so, including when any sub-fund reaches a size that could impact the ability to find suitable investments for that sub-fund.
- 6 To amend article 9 to simplify the provisions related to the date and time of the annual general meeting of shareholders as per the updated 1915 Law.
- 7 To amend article 10 in order to provide the Company's board of directors with the authority to suspend the voting rights attached to all shares held by a shareholder who is in breach towards the Company of his obligations and to

foresee the possibility to hold shareholders' meetings by video conference or any other telecommunication methods allowing for shareholders' identification.

- 8 To amend article 11 to reflect the amended meeting convening procedures as per the updated 1915 Law.
- 9 To amend article 13 to, inter alia, render the election of a permanent chairman of the board of directors optional, add additional communication means regarding notice given to the board of directors, proxies and circular resolutions and foresee the possibility to attend meetings of the Board by means of conference call, video-conference or any other telecommunication methods.
- 10 To amend article 15 to, inter alia, foresee the possibility for the Board to appoint a duly licensed management company domiciled in Luxembourg or domiciled in any other EU Member State in compliance with the 2010 Law; and to modify the conditions related to the possibility for any sub-fund of the Company to acquire and hold securities of one or more other sub-fund(s) of the Company to align them with the modified provisions of the 2010 Law.
- 11 To amend article 18 to foresee the possibility for the committee(s) to represent the Company in acts up to the limit of its/their powers as determined by the Board.
- 12 To amend article 20 to align the text of the Articles of Incorporation to the prospectus with regards to contingent deferred sales charge, payment of redemption proceeds and minimum holding amounts; and foresee the possibility to potentially convert voting shares into non-voting shares and vice versa.
- 13 To amend article 21 to grant the Board with the power to suspend the determination of the net asset value and the issue and redemption of shares as well as the right to convert shares into shares of another sub-fund of the company during any period when the value of any subsidiary or specific purpose vehicle may not be accurately determined and, in case a sub-fund is a feeder of another UCITS (or a sub-fund thereof), if the net asset value of that UCITS (or a sub-fund thereof) is suspended.
- 14 To amend article 22 to, inter alia, (i) foresee the possibility for the Board to potentially adopt a swing pricing methodology or to apply any anti-dilution mechanism(s) and (ii) grant the Board with the power to decide in the interest of the Company or of the shareholders the adoption of a (reverse) split mechanism so as to determine a new Net Asset Value of each sub-fund, expressed as a per Share figure, in line with the above interests and to adapt the number of outstanding Shares accordingly.
- 15 To amend article 23 to align the text of the Articles of Incorporation to the prospectus with regards to payment of subscription proceeds.
- 16 To amend article 27 in order to provide the Company's board of directors with the authority to decide on the potential liquidation of the Company the aggregate Net Asset value of the Company is less than EUR 100,000,000.
- 17 To completely restate the Articles of Incorporation with effect as of the date that will be resolved by the extraordinary general meeting in order to reflect the various amendments adopted by the extraordinary general meeting, including wording alignments, corrections of clerical errors or other minor modifications.

- 18 To resolve that the effective date of the resolutions of the above agenda shall become effective on the date of the extraordinary general meeting.
- 19 Miscellaneous.

Items of the Agenda	For	Against
1		
2		
3		
4		
5		
6		
7		
8		
9		
10		
11		
12		
13		
14		
15		
16		
17		
18		
19		

and at all subsequent meetings that may be convened with the same agenda in the event that the first Meeting proves unsuccessful, to take part in all deliberations and to vote in the name of the undersigned on all motions relating to said agenda and the aforementioned conditions, approve and sign all transactions and proceedings, act as substitute, and in general, do all that is necessary or useful for the execution of the present proxy, promising ratification if required.

Signed at [\_\_\_\_\_], on [\_\_\_\_\_], 2019.

\_\_\_\_\_  
(Signature)

A proxy received in the framework of the first extraordinary general meeting convened for February 25, 2019 remains valid, except in case of reception of the present proxy.

To be valid, this proxy has to be sent to Amundi Luxembourg S.A. at 5 Allée Scheffer, L-2520 Luxembourg (Fax number : +352 26 86 80 99), to the attention of the Legal Department, **at least 3 business days before** the extraordinary general meeting is held.

