
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 annual general meeting of the Company, to be held on **February 25, 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
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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)

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 annual general meeting is held.

代表委託表格

下列簽署人：

(公司名稱) -----

由以下人士代表-----

(正楷)

(女士/小姐/先生) -----

(正楷)

乃**東方匯理系列基金**(「本公司」)[-----]股股份之擁有人(公司的註冊辦事處設於 5, Allée Scheffer, L - 2520 Luxembourg)，謹此委任大會主席為享有代位權的特別代表，並向其授予一切權力，於**2019 年 2 月 25 日下午 3 時 30 分**在盧森堡舉行的本公司股東週年大會上擔任代表，大會議程如下：

議程：

- 1 修訂《細則》的若干條款內文，以實施根據日期為 2016 年 8 月 10 日、修訂 1915 年 8 月 10 日的商業公司法的新法例及根據歐洲議會和理事會 2017 年 6 月 14 日有關貨幣市場基金的新規例(EU) 2017/1131 規定的各項變更，該等變更將於 2019 年 3 月 20 日或本公司兩名董事決定的任何其他日期生效，但不遲於 2019 年 3 月 21 日。
- 2 修訂第 4 條，以授權本公司董事會就本公司註冊辦事處在盧森堡大公國境內的可能遷移作出決定。
- 3 修訂第 5 條，以預示發行無投票權股份的可能性及授權本公司董事會隨時可根據其設定的條件，決定將在同一子基金、類別或級別內發行的股份註銷、分拆或合併。
- 4 修訂第 6、7 及 10 條，以預示發行非實物化股份或按照 1915 年法例採用全球不記名證明書形式的可能性。
- 5 修訂第 7 條，以修訂持股限制，特別是在符合子基金及／或其股東的利益的情況下，包括在任何子基金達到某個規模，以致可能影響為該子基金找到適當投資的能力之時，限制發行股份。
- 6 修訂第 9 條，以根據已更新的 1915 年法例簡化與股東週年大會日期及時間有關的條文。
- 7 修訂第 10 條，以授權本公司董事會暫停對本公司違責的股東持有的全部股份所附帶的投票權及預示以視像會議或任何其他可識別股東的電子通訊方法舉行股東大會的可能性。
- 8 修訂第 11 條，以反映根據已更新的 1915 年法例修訂的會議召集程序。
- 9 修訂第 13 條，在不同目的以外，為要使董事會永遠主席的選舉成為一個選項，就向董事會發出通知、代表委託書及決議通函增添額外的通訊方式，及預示以電話會議、視像會議或任何其他電子通訊方法出席董事會的可能性。
- 10 修訂第 15 條，在不同目的以外，為要預示董事會在遵守 2010 年法例之下委任設於盧森堡或設於任何其他歐盟成員國的持牌管理公司的可能性；及修改本公司任何子基金可能購入

及持有本公司其他一隻或多隻子基金的證券的有關條件，使之配合 2010 年法例的修改條文。

- 11 修訂第 18 條，以預示由各委員會在董事會設定的各自權限內代表本公司行事的可能性。
- 12 修訂第 20 條，為要使組織章程細則有關應急遞延銷售費、支付贖回所得款項及最低持有額的內文與說明書配合；及預示將有投票權股份轉為無投票權股份（反之亦然）的潛在可能性。
- 13 修訂第 21 條，授權董事會在任何附屬公司或特種用途工具的價值未必能準確釐定，及在子基金是另一 UCITS（或其子基金）的聯接基金的情況下，在該 UCITS（或其子基金）的資產淨值暫停釐定的任何期間，暫停釐定資產淨值及發行和贖回股份以及有權將股份轉為公司另一子基金的股份。
- 14 修訂第 22 條，在不同目的以外，為要(i)預示董事會採用浮動定價方法或任何反攤薄機制的潛在可能性；及(ii)授權董事會在符合本公司或股東利益的情況下，決定採納（併股）拆股機制以便在符合上述利益之下為每隻子基金釐定新的資產淨值（以每股數字表示），並相應調整已發行股份的數目。
- 15 修訂第 23 條，使組織章程細則有關支付認購款項的內文與說明書配合。
- 16 修訂第 27 條，以授權本公司董事會在本公司的累計資產淨值少於 100,000,000 歐元時就本公司可能進行清盤作出決定。
- 17 完全重述組織章程細則，並於特別股東大會決議之日起生效，以反映特別股東大會所通過的各項修訂，包括文字上的配合、文書錯誤的更正或其他輕微的修改。
- 18 議決通過上述議程的各項決議於特別股東大會舉行之日生效。
- 19 其他事項。

各項議程	贊成	反對
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及若第一次會議並不成功，在其後召集的所有議程相同的會議上參與一切商議及就上述議程和前述條件的所有動議以下列簽署人的名義投票，批准及簽署所有交易和程序，作為代位者行事，及整體而言進行所有為執行本代表委託書所必要或有用的事情，並在需要時承諾給予追認。

於 2019 年[]在[]簽署。

（簽署）

本代表委託書必須於股東週年大會舉行之**之前至少 3 個營業日**發至 Amundi Luxembourg S.A.，地址為 5 Allée Scheffer, L-2520 Luxembourg（傳真號碼：+352 26 86 80 10），收件人法律部門，才屬有效。