
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
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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)

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.