

6.4 STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2017

This is a translation into English of the Statutory Auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English-speaking users.

This statutory auditors' report includes information specifically required by European regulations or French law, such as information about the appointment of the Statutory Auditors or verification of the information concerning the Group presented in the management report.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Annual General Meeting of Amundi,

OPINION

In compliance with the engagement entrusted to us by your Annual General Meeting, we have audited the accompanying consolidated financial statements of the Amundi Group for the year ended December 31, 2017.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2017 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

BASIS FOR OPINION

Audit framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under these standards are further described in the "Statutory Auditors' responsibilities for the audit of the consolidated financial statements" section of our report.

Independence

We conducted our audit engagement in compliance with the independence rules applicable to us, for the period from January 1, 2017 to the date of our report and specifically we did not provide any non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014 or the French Code of Ethics (Code de déontologie) for Statutory Auditors.

JUSTIFICATION OF ASSESSMENTS – KEY AUDIT MATTERS

In accordance with the requirements of articles L.823-9 and R.823-7 of the French Commercial Code (Code de commerce) relating to the justification of our assessments, we inform you of the key audit matters relating to the risks of material misstatement that, in our professional judgement, were of most significance in our audit of the consolidated financial statements, as well as how we addressed those risks.

These matters were addressed as part of our audit of the consolidated financial statements as a whole, and therefore contributed to the opinion we formed as expressed above. We do not provide a separate opinion on specific items of the consolidated financial statements.

**Risk identified**

The goodwill mainly results from external growth operations and amounts to € 5.7 billion as at December 31, 2017.

Management performs impairment tests whenever there is an indication of a loss in value, and at least once a year, in order to measure any impairment loss on goodwill. These tests are based on the comparison between the carrying amount of the cash generating unit (CGU) and its value in use. The value in use is calculated on the basis of the present value of the future cash flows generated by the CGU.

These provisional cash flows are determined on the basis of the medium-term plans based on the medium-term strategic plan established as part of the budgetary procedure, and are submitted for approval to the Board of Directors. They are based on assumptions concerning the growth of the Amundi Group's business in its various markets, integrating trends in macroeconomic parameters such as stock market indices, interest rates and exchange rates.

The present value of the future cash flows also takes into account assumptions concerning discount rates and growth rates to infinity which necessitate the exercise of judgment on the part of management.

In view of the materiality of the goodwill and the degree of judgment exercised by management to determine an impairment loss, we considered that this is a key audit matter.



Goodwill is recorded in the balance sheet for a net amount of € 5.7 billion as at December 31, 2017

See Notes 1.4.5, 1.4.6 and 5.13 to the consolidated financial statements

**Our response**

We analyzed the methods used by Amundi to identify any indications of loss in value.

We performed the verification of the calculations made, and we involved our valuation specialists to assess the assumptions used by management to determine the discount rates and the growth rates to infinity included in the calculations of the discounted cash flows, comparing them with external sources if necessary.

We analyzed the financial trajectories prepared by the Amundi Group's management and used in the impairment tests, in order to:

- compare them with the documents approved by the Amundi Group's relevant bodies;
- assess the main underlying assumptions. The reliability of these assumptions was notably assessed based on the comparison of the financial trajectories prepared in past years with the corresponding actual performance.

We also performed analyses of sensitivity to some assumptions (growth rate to infinity, discount rate) and analyzed the information provided in the notes to the consolidated financial statements on the results of these impairment tests and the level of sensitivity to the various assumptions.

Allocation of the purchase price of the Pioneer Investments entities, in accordance with IFRS 3 (revised)**Risk identified**

On July 3, 2017, Amundi acquired the companies of the Pioneer Investments Group from Pioneer Global Asset Management S.p.A. ("PGAM"), a subsidiary of the Italian bank UniCredit. The price of this acquisition was € 3.5 billion for net assets of approximately € 1 billion after purchase price allocation.

In accordance with IFRS 3R, the Amundi Group allocated the purchase price to the identifiable assets acquired and liabilities assumed relating to the Pioneer Investments entities, as well as to the goodwill.

The allocation of the purchase price led to the identification of intangible assets related to the Pioneer brand and to distribution agreements entered into with partners' networks in Italy, Germany, Austria and the Czech Republic. The brand was valued according to the royalty savings method, whereas the contractual commitments resulting from the distribution agreements are valued according to the excess earnings method.

We considered that the purchase price allocation and the measurement of the fair value of the intangible assets identified constituted a key audit matter. Indeed, by its very nature, this allocation requires the exercise of judgment to identify the identifiable assets acquired and the liabilities assumed, and to determine the various assumptions used to estimate the fair value of these assets and liabilities.



The brand is recorded in the balance sheet for €7.1 million, the distribution agreements for € 545.5 million, and residual goodwill for € 2.5 billion.

See Note 9.3.2.3 to the consolidated financial statements.

**Our response**






Our audit work notably consisted in the following:

- analyzing the procedures set up by the Amundi Group to identify the identifiable assets acquired and the liabilities assumed;
- assessing the process for the measurement of the fair value of these assets and liabilities, the assumptions used and the useful lives of the intangible assets applied;
- performing analyses of sensitivity to certain assumptions.






We involved valuation specialists to assess the actuarial assumptions used and to assess the valuation of the distribution agreements and the brand. We analyzed the financial trajectories used for the valuation of the distribution agreements and considered their consistency with the business plan prepared by management within the context of the acquisition of Pioneer.

Lastly, we considered the public information relating to purchase price allocations for past transactions in the asset management sector.

Recognition and measurement of performance fees

	Risk identified		Our response
	<p>Amundi manages a diversified fund portfolio covering all asset classes: in particular, active management (equities, bonds and multi-assets), passive management (ETFs, index funds and Smart Beta), management of real and alternative assets (real estate, private debt, infrastructure and private equity), as well as cash and structured products. For certain funds, contractual provisions stipulate remuneration in the event of the outperformance of the fund via the payment of a "performance fee".</p> <p>These fees are received by Amundi when a fund outperforms a defined index or exceeds a trigger point at the end of the calculation period specified in the prospectus.</p> <p>The fees correspond to a percentage of the outperformance. The corresponding income is recognised in profit or loss at the end of the calculation period specified in the prospectus, except for money-market funds for which they are recognised on an ongoing basis.</p> <p>The diverse maturity dates, indices and trigger points lead to complexity in determining the amount of the performance fees and in determining the different dates of recognition of the corresponding income.</p> <p>We therefore considered the recognition and methods of calculation of the outperformance fees to be a key audit matter.</p>		<p>We analysed the process for the calculation of the performance fees implemented by the Amundi Group.</p> <p>In particular, we tested the periodic reconciliations performed between the performance fees calculated by management and the amounts recognised in P&L, and, for the funds, with the fees provided by the funds administrator.</p> <p>In addition, on the basis of a sample of selected funds:</p> <ul style="list-style-type: none"> ■ we reconciled the reference index used with the prospectus; ■ we reconciled the fee amount determined by management with the amounts recognised; ■ for funds, we reconciled the performance fees recognised in P&L with the fees calculated by the funds administrator; ■ For non-monetary funds, we considered whether the fees were recognised by the management's Company at the end of the calculation period specified in the prospectus.
	<p><i>Performance fees are recorded in the profit and loss account for € 174,9 million.</i></p> <p><i>Refer to Notes 1.3.9 and 4.1 to the consolidated financial statements.</i></p>		

Estimation of retrocessions payable to third-party distributors

	Risk identified		Our response
	<p>The Amundi Group's management companies pay retrocessions to distributors according to contractual agreements. These generally equal a percentage of management fees.</p> <p>At the closing date, an estimation is made to determine the retrocessions to be paid by the group's management companies to third-party distributors.</p> <p>The process for the billing of these retrocessions and the estimation of the accruals is complex, given the large number of distributors, and the disparity in the billing frequencies and processes, and it necessitates the involvement of many participants.</p> <p>We considered that the estimation of accrued invoices at the closing date in respect with certain categories of retrocessions to be paid to third-party distributors involved a risk of material misstatement in the consolidated accounts, in view of the numerous distributors and distribution agreements, the disparity in the frequency of the billing of external distributors, and the complexity of the calculation of these estimates.</p>		<p>We analysed the procedure set up by the Finance Department to estimate, at the closing date, the accruals to be recorded for retrocessions to be paid to third-party distributors.</p> <p>We performed analytical procedures to assess the consistency of the accruals accounted for with the management fees recognized.</p> <p>In addition, for a sample of external distributors:</p> <ul style="list-style-type: none"> ■ we critically assessed the assumptions used to estimate accrued retrocessions to determine whether they are accounted for in accordance with contractual information and management data for the asset under management marketed by third-party distributors; ■ where possible, we reconciled the accruals recognised at the closing date with the invoices actually issued post-closing, in order to assess the reliability of the accrual recorded. <p>We also examined aged accrued retrocessions and we inquired any new information liable to call into question the estimates made.</p>
	<p><i>Retrocessions to be paid by the Group's management companies to third-party distributors are recognised in accruals, deferred income and sundry liabilities.</i></p> <p><i>The retrocessions are recognised in commissions and other customer activity expenses, in profit or loss.</i></p> <p><i>See Notes 1.3.9 and 5.10.2 to the consolidated financial statements.</i></p>		

VERIFICATION OF THE INFORMATION PERTAINING TO THE GROUP PRESENTED IN THE MANAGEMENT REPORT

As required by law and in accordance with professional standards applicable in France, we have also verified the information pertaining to the Group presented in the Board of Directors' management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Appointment of the Statutory Auditors

We were appointed as Statutory Auditors of Amundi by the Annual General Meetings held on November 16, 1989 for PricewaterhouseCoopers Audit and on May 31, 1991 for ERNST & YOUNG et Autres.

As at 31 December 2017, PricewaterhouseCoopers Audit was in the twenty-ninth year of total uninterrupted engagement and ERNST & YOUNG et Autres in the twenty-seventh year, respectively, of which twenty years since the Company became a public interest entity, due to its status as a credit institution.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

Management is responsible for preparing consolidated financial statements presenting a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union and for implementing the internal control procedures it deems necessary for the preparation of consolidated financial statements free of material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless it expects to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems, as well as, where applicable, any internal audit systems, relating to accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors of the Amundi Group.

RESPONSIBILITIES OF THE STATUTORY AUDITORS RELATING TO THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Objective and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free of material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in article L.823-10-1 of the French Commercial Code, our audit does not include assurance on the viability or quality of management of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the Statutory Auditors exercise professional judgement throughout the audit.

They also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence considered to be sufficient and appropriate to provide a basis for their opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management and the related disclosures in the notes to the consolidated financial statements;
- Assess the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of the audit report. However, future events or

conditions may cause the Company to cease to continue as a going concern. If the Statutory Auditors conclude that a material uncertainty exists, they are required to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or are inadequate, to issue a qualified opinion or a disclaimer of opinion;

- Evaluate the overall presentation of the consolidated financial statements and assess whether these statements represent the underlying transactions and events in a manner that achieves fair presentation;
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. The Statutory Auditors are responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed thereon.

Report to the Audit Committee

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit programme implemented, as well as the results of our audit. We also report any significant deficiencies in internal control that we have identified regarding the accounting and financial reporting procedures.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgement, were of most significance in the audit of the consolidated financial statements and which constitute the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in article 6 of Regulation (EU) No 537/2014, confirming our independence within the meaning of the rules applicable in France, as defined in particular in articles L.822-10 to L.822-14 of the French Commercial Code (Code de commerce) and in the French Code of Ethics (Code de déontologie) for Statutory Auditors. Where appropriate, we discuss any risks to our independence and the related safeguard measures with the Audit Committee.

Neuilly-sur-Seine and Paris-La Défense, March 7, 2018

The Statutory Auditors

PricewaterhouseCoopers Audit

ERNST & YOUNG et Autres

Emmanuel Benoist

Claire Rochas

Olivier Durand