

PROHIBITION OF SALES TO UK RETAIL INVESTORS – *The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (UK). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Commission Delegated Regulation (EU) No 2017/565 (as amended) as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (EUWA); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 (as amended) as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 (as amended) as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended) as it forms part of domestic law by virtue of the EUWA (the UK PRIIPs Regulation) for offering or selling the Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.*

MiFID II Product Governance / Retail investors, professional investors and eligible counterparties target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Securities, taking into account the five categories referred to in item 18 of the Guidelines published by ESMA has led to the conclusion that: (i) the target market for the Securities is eligible counterparties, professional clients and retail clients, each as defined in MiFID II; (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Securities to retail clients are appropriate - investment advice, portfolio management, and pure execution services, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

Any person subsequently offering, selling or recommending the Securities (a distributor) should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

UK MIFIR product governance / Retail investors, professional investors and eligible counterparties target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Securities, taking into account the five categories referred to in item 18 of the Guidelines published by the ESMA on 5 February 2018 (in accordance with the FCA's policy statement entitled "Brexit our approach to EU non-legislative materials"), has led to the conclusion that: (i) the target market for the Securities is retail clients, as defined in point (8) of Article 2 of Commission Delegated Regulation (EU) No 2017/565 (as amended) as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (EUWA), and eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (COBS) and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA (UK MiFIR); (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Securities to retail clients are appropriate - investment advice, portfolio management, and pure execution services, subject to the distributor's suitability and appropriateness obligations under COBS, as applicable.

Any person subsequently offering, selling or recommending the Securities (a distributor) should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the UK MiFIR Product Governance Rules) is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under COBS, as applicable.

FINAL TERMS DATED 23 AUGUST 2023

Amundi

Legal Entity Identifier (LEI): 96950010FL2T1TJKR531

Kupon Aktienanleihe OMV AG 2023-2025 Anlageprodukt ohne Kapitalschutz

Issue of Euro 40,000,000 of Share Linked Certificates by Amundi
under the Euro 10,000,000,000 Notes and Certificates Programme

The Base Prospectus referred to below (as supplemented by these Final Terms) has been prepared on the assumption that, other than as provided in sub-paragraph (ii) above, any offering of Certificates in any member state of the European Economic Area (each a **Member State**) shall be made pursuant to an exemption from the requirement to publish a prospectus for offers of Certificates, in accordance with the Prospectus Regulation. Accordingly, any person offering or intending to offer Certificates may only do so:

- (i) in circumstances under which neither the Issuer nor any Dealer is under any obligation to publish a prospectus pursuant to article 3 of the Prospectus Regulation or a supplemental prospectus in accordance with article 23 of the Prospectus Regulation; or
- (ii) in a Non-Exempt Offer Jurisdiction as referred to in paragraph 32 of Part A below, provided that such person is one of the persons referred to in paragraph 32 of Part A below and that such offer is made during the Offer Period specified for such purpose in such same paragraph.

Neither the Issuer nor any Dealer has authorised or authorises the offering of any Certificates in any other circumstances.

The expression **Prospectus Regulation** means the Regulation (EU) 2017/1129 of the European Parliament and the Council dated 14 June 2017 as amended.

PART A- CONTRACTUAL TERMS

Terms used in these Final Terms shall have the meaning given to them in the chapter headed "*Terms and Conditions of the Certificates*" of the base prospectus dated 11 July 2023 and the first supplement to the Base Prospectus dated 4 August 2023 which together constitute a base prospectus (the **Base Prospectus**) as defined in the Regulation (EU) 2017/1129 of the European Parliament and the Council dated 14 June 2017 as amended (the **Prospectus Regulation**).

This document constitutes the Final Terms of the Certificates described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus, as supplemented, in order to obtain all the relevant information. Copies of the Base Prospectus, as supplemented, shall be published, in accordance with article 21 of the Prospectus Regulation and are available on the websites of (a) the AMF (www.amf-france.org) and (b) the Issuer (www.amundi.com). A summary of the issue is appended to these Final Terms and includes the information contained in the summary of the Base Prospectus and relevant information on the Final Terms.

- | | | | |
|----|------|-------------|--------|
| 1. | (i) | Issuer: | Amundi |
| 2. | (i) | Series N°: | 39 |
| | (ii) | Tranche N°: | 1 |

	(iii) Date on which the Certificates become fungible:	Not Applicable
3.	Specified Currency(ies):	Euro (“€”)
	Replacement Currency:	U.S. dollar
4.	Aggregate Nominal Amount:	40,000,000 €
5.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	(i) Calculation Amount:	1,000€
7.	(i) Issue Date:	1 September 2023
	(ii) Trade Date:	4 August 2023
	(iii) Interest Period Commencement Date:	20 October 2023
8.	Maturity Date:	20 October 2025
9.	Interest Basis:	6% Fixed Rate
10.	Coupon Switch Option:	Not Applicable
11.	Redemption/Payment Basis:	Share Linked Redemption
12.	Issuer/holders redemption option:	Not Applicable
13.	Authorised Issue Dates:	Issuer Board of Directors Resolution dated 27 April 2023
14.	Placement method:	Non-syndicated
15.	Hybrid Certificates:	Not Applicable
16.	Exercise of Certificates:	Not Applicable

TERMS RELATING TO INTEREST (IF ANY) PAYABLE

17.	Fixed Rate Certificates:	Applicable
	(i) Interest Rate:	6 per cent. <i>per annum</i> payable
	(ii) Interest Period:	Each Period ending on 20 October of each year - Adjusted in accordance with the Business Day Convention specified below
	(iii) Interest Payment Date(s)	20 October in each year adjusted in accordance with the Business Day Convention specified below
	(iv) Business Day Convention:	Following Business Day Convention
	(v) Fixed Coupon Amount(s):	EUR 60 per Calculation Amount

	(vi) Broken Coupon Amount(s):	Not Applicable
	(vii) Day Count Fraction:	Not Applicable
18.	Floating Rate Certificates and Rate Linked Certificates	Not Applicable
19.	Change of Interest Basis:	Not Applicable
20.	Zero Coupon Certificates	Not Applicable
21.	Underlying Reference Linked Interest Certificates other than Rate Linked Certificates	Not Applicable

TERMS RELATING TO REDEMPTION

22.	Redemption at the Option of the Issuer	Not Applicable
23.	Redemption at the Option of the Holders	Not Applicable
24.	Final Redemption Amount on each Certificate	Underlying Reference Linked Final Redemption Amount. Physical Settlement Condition is applicable
25.	Underlying Reference Linked Redemption Amount Certificates	Applicable

(A) TERMS RELATING TO THE UNDERLYING REFERENCE

(1)	Share Linked Redemption Amount:	Applicable
	(i) Type of Certificates:	Single Share Linked Certificates
	(ii) Share Company:	OMV AG
	(iii) Share:	OMV AG
		ISIN Code: AT0000743059
	(iv) Exchange:	Vienna Stock Exchange
	(v) Related Exchanges:	All Exchanges
	(vi) Physical Settlement:	Applicable
		- Physical Settlement Condition: is deemed to occur if the the Final Value of the Underlying Reference is greater than the Final Redemption Barrier Value on the Final Redemption Amount Determination Date.

- Entitlement in relation to each Certificate:

A number of deliverable shares (**Number of Deliverable Shares**) equal to the Calculation Amount divided by the Initial Value. The Number of Deliverable Shares will be rounded to the next lower integer number of the Relevant Share and an amount in Euros (**Fractional Share Amount**) equal to the non-deliverable fraction of the Calculation Amount multiplied by the Final Value.

Certificates will not be aggregated for the purpose of physical settlement.

- Relevant Share(s): OMV AG

- Settlement Business Day: Maturity Date

- Share Amount: Number of Deliverable Shares

(vii)	Party responsible for calculation of the Redemption Amount:	Calculation Agent
(viii)	Valuation Time:	In accordance with Section 1.1.VI of Part 3
(ix)	Specified Maximum Days of Disruption:	eight
(x)	Exchange Business Day	Single Share Basis
(xi)	Scheduled Trading Day	Single Share Basis
(xii)	Additional Disruption Events:	Change in Law, Hedging Disruption and Increased Cost of Hedging apply
(xiii)	Extraordinary Events	Change in Listing/Listing Suspension apply
(xiv)	Correction Deadline:	within a Settlement Cycle following the original publication and before the Maturity Date
(xv)	Weighting for each Share comprised in the Basket:	Not Applicable
(2)	Index Linked Redemption Amount:	Not Applicable
(3)	Fund Linked Redemption Amount:	Not Applicable
(4)	Inflation Linked Redemption Amount:	Not Applicable
(5)	Foreign Exchange Rate Linked Redemption Amount:	Not Applicable
(6)	Commodity Linked Redemption Amount:	Not Applicable

- (7) Credit Linked Certificates: Not Applicable
- (8) Dynamic Linked Redemption Certificates: Not Applicable

(B) TERMS RELATING TO FINAL REDEMPTION

DETERMINATION OF THE INITIAL VALUE OF THE UNDERLYING REFERENCE:

- (i) Initial Determination Date: 20 October 2023
- Observation Dates for Initial Determination Date(s): 20 October 2023
- (ii) Initial Value: Determined in accordance with Value Determination Terms set forth below
- (iii) Value Determination Terms for the Reference Value Initial Value:

(Section 2.2 of Part 3 of the Conditions)

DETERMINATION OF THE FINAL VALUE OF THE UNDERLYING REFERENCE:

- (i) Value Determination Terms for the Reference Value Final Value in respect of any Redemption Amount Determination Date:

(Section 2.2 of Part 3 of the Conditions)

- Observation Dates for any Redemption Amount Determination Date: 2 October 2025

DETERMINATION OF THE PERFORMANCE:

- (i) Performance: Not Applicable
- (ii) Cap: Not Applicable
- (iii) Floor: Not Applicable

DETERMINATION OF THE FINAL REDEMPTION AMOUNT:

- I **Terms relating to Indexed Final Redemption Amount** Not Applicable
- II **Terms relating to Barrier Final Redemption Amount** Applicable
- (1) Barrier Final Redemption: Applicable
- (i) Performance Condition: Not Applicable

(ii)	Final Value Condition:	Applicable
	• The Final Redemption Amount shall be:	
	– if the Final Value of the Underlying Reference is:	less than the Final Redemption Barrier Value :
		Number of Deliverable Shares + Fractional Share Amount (as such terms are defined in paragraph 25 of Part A above)
	– In all other cases:	Redemption Rate x Calculation Amount
	• Final Redemption Barrier Value:	65 % of the Initial Value
(iii)	Participation Rate:	Not Applicable
(iv)	Redemption Rate:	100 %
(v)	Final Redemption Amount Determination Date:	2 October 2025
(vi)	Business Day Convention:	Following Business Day Convention
(2)	Barrier Final Redemption 2:	Not Applicable
(3)	Amortizing Barrier Final Redemption:	Not Applicable
(4)	Airbag Barrier Final Redemption:	Not Applicable
(5)	Dual Barrier Final Redemption 1:	Not Applicable
(6)	Dual Barrier Final Redemption 2:	Not Applicable
(7)	Dual Barrier Final Redemption 3:	Not Applicable
(8)	Twin Win Barrier Final Redemption:	Not Applicable
26.	Redemption Amount Switch Option	Not Applicable
27.	Automatic Early Redemption Event:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES

28.	Form of the Certificates:	Dematerialised Bearer Certificates
29.	Business Centre or other special provisions relating to Payment Dates:	Not Applicable
30.	Payment Business Day or other special provisions relating to Payment Business Days:	Following Business Day Convention
31.	Name and address of the Dealer:	Amundi Finance

91-93 Boulevard Pasteur, 75015 Paris, France

32. Non-Exempt Offer: Certificates may not be offered by the Dealer, BAWAG P.S.K. Bank für Arbeit und Wirtschaft und Österreichische Postsparkasse AG (**BAWAG PSK**) and its german branch SÜDWESTBANK – BAWAG AG Niederlassung Deutschland (collectively referred to, with the Dealer, as the **Authorised Offerors** other than pursuant to article 1(4) of the Prospectus Regulation in Austria and Germany (**Non-Exempt Offer Jurisdictions**) during the period from 4 September to 13 October 2023 (**Offer Period**). See also paragraph 9 of Part B below.
33. General Consent: Not Applicable
34. Total commission and concession: Maximum 2.72 per cent. of the Aggregate Nominal Amount
35. United States Tax Considerations The Securities are not Specified Securities for purposes of Section 871(m) of the U.S. Internal Revenue Code of 1986.
36. Prohibition of Sales to EEA Retail Investors: Not Applicable
37. Prohibition of Sales to UK Retail Investors: Applicable

RESPONSIBILITY

The Issuer hereby accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: _____

Duly authorised

PART B– OTHER INFORMATION

1. ADMISSION TO TRADING

- (i) Admission to Trading Not Applicable

2. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

Save for any fees payable to the Authorised Offerors, no person involved in the offer of the Certificates has, as far as the Issuer is aware, any material interest in the offer. The Dealer, the Authorised Offerors and their affiliates have concluded, and may in the future conclude, financial and commercial transactions with, and may provide other services to, the Issuer during the normal course of business.

3. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: The net proceeds from the issue of Securities will be used by the Issuer for its general financing requirements and hedging its obligations under the Securities
- (ii) Estimated net proceeds: Aggregate Nominal Amount of the Tranche
- (iii) Estimated Total Expenses: Maximum 2.72 per cent. per annum of the Aggregate Nominal Amount

4. INFORMATION CONCERNING THE UNDERLYING REFERENCE – Underlying Reference Linked Certificates only

The exercise price or the final reference price of the underlying: Not Applicable

Details of past and future performance and volatility of OMV AG may be obtained, free of charge: On the relevant website : www.omv.com

Where the Underlying is a security: Applicable

- (a) the name of the issuer of the security: OMV AG
- (b) the ISIN (International Security Identification Number) or other such security identification code: ISIN Code: AT0000743059

Where the Underlying is an index: Not Applicable

Where the Underlying is an interest rate, a description of the interest rate: Not Applicable

5. OPERATIONAL INFORMATION

ISIN Code: FR001400JXR6

CFI Code: DEMMMS

Common Code: 266188200

Any clearing system(s) other than Euroclear France/Euroclear Bank SA/NV and Clearstream Banking S.A. and relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent: UPTEVIA

Registered office : 89-91, rue Gabriel Péri, 92120 Montrouge, France

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

6. TERMS AND CONDITIONS OF THE OFFER

Total amount of the securities offered to the public: EUR 40,000,000

Offer Period From 4 September 2023 to 13 October 2023 (the “**Offer End Date**”), (both dates included). The Issuer reserves the right to shorten or withdraw the Offer of the Certificates, at any time on or prior to the Offer End Date.

Offer Price: Certificates issued on 1 September 2023 will be entirely subscribed by the Dealer.

Certificates will then be offered to the public on the secondary market during the Offer Period at an Offer Price equal to 1,000 € per Certificate.

Conditions to which the offer is subject: The offer of the Certificates is conditional upon their issue and on any additional conditions set out in the standard terms of business of the Authorised Offerors, notified to investors by such relevant Authorised Offeror. Between the Authorised Offerors and their customers, the offer of the Certificates is further subject to conditions that may be agreed between them and/or specified in the arrangements in place between them.

Description of application procedure (including the period during which the offer shall be open and possible changes): Applications for the Certificates by the public, within the limit of the number of available Certificates, will be made in accordance with the Authorised Offerors’ usual procedures.

Description of option to reduce subscriptions and arrangements for refunding amounts paid in excess by subscribers: Not Applicable

Details of the minimum and/or maximum subscription amounts (expressed either as a number of securities or total investment amount):	Not Applicable
Details of method and time limits for payment and delivery of Certificates:	The Certificates will be issued on the Issue Date against payment to the Issuer by the Dealer of the Aggregate Nominal Amount. Investors will be notified by the relevant Authorised Offeror of their allotments of Certificates and the settlement arrangements in respect thereof.
Manner and date of publication of the results of the offer:	Not Applicable
Procedure for exercise of any pre-emption rights, negotiability of subscription rights and treatment of unexercised subscription rights:	Not Applicable
If the Certificates are being offered simultaneously in several countries, and if a tranche has been or is being reserved for certain prospective investors, specify which tranche:	Not Applicable
Procedure for notifying subscribers of their allotments and indication whether dealing may commence prior to notification:	Investors will be notified of their allotments by the relevant Authorised Offeror. No dealing in the Certificates may take place prior to the Issue Date.
Amount of all expenses and taxes charged to the subscriber or purchaser:	Not Applicable
Authorised Institution(s) in countries where the Certificates are being offered:	Any Authorised Offeror which satisfies the conditions listed below “Conditions relating to Issuer’s consent to use the Base Prospectus”.
Conditions relating to Issuer’s consent to use the Base Prospectus:	The conditions to the Issuer’s consent are that such consent (a) is only valid during the Offer Period and (b) only extends to the use of the Base Prospectus to make Non-Exempt Offers of the relevant Tranche of Securities in Austria and Germany.

7. PLACEMENT AND UNDERWRITING

Name(s) and address(es) of entities with overall responsibility for coordinating the issue and the various parties and, to the extent such information is known to the Issuer or the distributor, the relevant dealers in the countries where the Certificates are being offered:	The Dealer has appointed the following Authorised Offerors for the distribution of the Certificates in Austria and Germany : For Austria BAWAG P.S.K. Bank für Arbeit und Wirtschaft und Österreichische Postsparkasse AG
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Wiedner Gürtel 11 - 1100 Vienna, Austria

For Germany

SÜDWESTBANK – BAWAG AG Niederlassung
Deutschland which is the German branch of BAWAG
P.S.K. Bank für Arbeit und Wirtschaft und
Österreichische Postsparkasse AG

Rotebühlstraße 125 - 70178 Stuttgart; Deutschland

Name and address of intermediaries acting as paying agents and depositary agents in each relevant country: Not Applicable

Entities that have agreed to underwrite the Certificates on a firm commitment basis and those that have agreed to place the Certificates without a firm commitment or under “best efforts” arrangements. If the entire issue has not been underwritten, specify the proportion not underwritten. Amundi Finance

Overall amount of underwriting commission and of the placing commission: Maximum 2.72 per cent. per annum of the Aggregate Nominal Amount

Name(s) and address(es) of entities that have undertaken to act as authorised intermediaries on the secondary market, by providing bid/ask price liquidity and description of the main terms of their undertaking: Amundi Finance has undertaken to act as authorised intermediary on the secondary market, by providing bid price liquidity to the Authorised Offerors under normal market conditions.

When the underwriting agreement has been or will be reached: 1 September 2023

8. **POST-ISSUANCE INFORMATION RELATING TO THE UNDERLYING**

The Issuer will not provide any post-issuance information unless required by law or regulation.

SUMMARY

Section A – Introduction and Warnings
Warnings
<p>This summary (the “Summary”) should be read as an introduction to the base prospectus dated 11 July 2023 (the “Base Prospectus”) as supplemented by the first supplement dated 4 August 2023 (the “Supplement”) and the final terms (the “Final Terms”) to which this is annexed. Any decision to invest in any Securities should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference thereto, any supplement from time to time and the Final Terms. An investor in the Securities could lose all or part of the invested capital. Where a claim relating to information contained in the Base Prospectus is brought before a court, the plaintiff may, under national law where the claim is brought, be required to bear the costs of translating the Base Prospectus and the Final Terms before the legal proceedings are initiated. Civil liability attaches only to the Issuer solely on the basis of this Summary, including any translation of it, but only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the Final Terms or where it does not provide, when read together with the other parts of the Base Prospectus and the Final Terms, key information in order to aid investors when considering whether to invest in the Securities.</p> <p><i>You are about to purchase a product that is not simple and may be difficult to understand.</i></p>
Name and international securities identification number (ISIN) of the Securities
<p>The Securities described in this Summary are Certificates Kupon Aktienleihe OMV AG 2023-2025 Anlageprodukt ohne Kapitalschutz issued for 40,000,000 euros (the “Securities”). International Securities Identification Number (“ISIN”) of the Securities is: FR001400JXR6.</p>
Identity and contact details of the Issuer
<p>Amundi (the “Issuer”), 91-93 boulevard Pasteur, 75015 Paris, France (telephone number: +33 1 76 33 30 30). The legal entity identifier (“LEI”) of the Issuer is 96950010FL2T1TJKR531.</p>
Approval of the Base Prospectus and of the Supplement
<p>The Base Prospectus has been approved as a base prospectus by the <i>Autorité des marchés financiers</i> (the “AMF”), 17, place de la Bourse, 75082 Paris Cedex 02, France - Tel.: 01 53 45 60 00, on 11 July 2023 under the approval number no. 23-301. The first Supplement has been approved by the AMF on 4 August 2023 under approval number no. 23-346.</p>
Section B - Key information on the Issuer
Who is the Issuer of the Securities?
Domicile / legal form / LEI / law under which the Issuer operates / country of incorporation
<p>The Issuer is a private company with limited liability (<i>société anonyme</i>) whose registered office is in France, 91-93 boulevard Pasteur, 75015 Paris, and subject to French law. The Issuer is a credit institution governed by all applicable legislative and regulatory provisions and its statutes. The Issuer’s LEI is 96950010FL2T1TJKR531.</p>
Principal activities
<p>The Issuer's corporate purpose is to carry out with individuals and legal entities, both in France and abroad, for itself or for the account of third parties or jointly (i) operations determined by the authorization of a credit institution which has been issued by the French <i>Autorité de contrôle prudentiel et de résolution</i>; (ii) all related transactions within the meaning of the French monetary and financial code; (iii) the creation or acquisition of interests in all companies or other French or foreign entities, including all portfolio management companies, in all investment firms and credit institutions ; (iv) and more generally all operations related directly or indirectly to this object or likely to facilitate its accomplishment.</p>
Major shareholders
<p>The Issuer is 68.93% owned by Crédit Agricole Group (including holdings of Crédit Agricole S.A., SACAM Développement and Crédit Agricole Immobilier), 28.91% by the public, 1.52% by employees of the Amundi group¹ and 0.64% by treasury shares.</p>
Identity of the Issuer’s key managing directors
<p>The chairman of the board of directors of the Issuer is Philippe BRASSAC and the chief executive officer of the Issuer is Valérie BAUDSON.</p>
Identity of the Issuer’s statutory auditors

¹ Employee ownership increased in 2023 due to the capital increase reserved to employees implemented on 27 July 2023. (0.787m new shares were created).

PricewaterhouseCoopers Audit and Mazars are the auditors of the Issuer.

What is the key financial information regarding the Issuer?

Key financial information

Income statement				
(in euros)	31 December 2022	31 December 2021	30 June 2023 unaudited data	30 June 2022
Net interest income (or equivalent)	-23 231	-30 833	•	-10 660
Net fee and commission income	3 175 223	3 211 228	•	1 610 977
Net impairment loss on financial assets	-9 046	32 130	•	-7 825
Net trading income	0	0	•	0
Measure of financial performance used by the issuer in the financial statements such as operating profit	1 322 845	1 585 867	720 902	652 935
Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent)	1 073 716	1 369 540	590 712	526 536

Balance sheet

(in euros)	31 December 2022	31 December 2021	30 June 2023 unaudited data	30 June 2022	#Value as outcome from the most recent Supervisory Review and Evaluation Process ('SREP')
Total assets	28 616 748	28 718 017	•	26 486 056	N/A
Senior debt	1 427 268	1 813 842	•	1 658 456	N/A
Subordinated debt	302 677	303 859	•	300 681	N/A
Loans and receivables from customers (net)	2 045 699	2 056 675	•	2 182 960	N/A
Deposits from customers	0	0	•	0	N/A
Total equity	11 081 029	10 726 953	•	10 514 249	N/A
Non performing loans (based on net carrying amount)/Loans and receivables)	0	0	•	0	N/A
Common Equity Tier 1 capital (CET1) ratio or other relevant prudential capital adequacy ratio depending on the issuance	19.1%	16.1%	20.2%	17.9%	N/A
Total Capital Ratio	20.9%	18.1%	•	19.9%	N/A
Leverage Ratio calculated under applicable regulatory framework	19.0%	13.6%	•	N/A	N/A

Qualifications in the audit report

Statutory auditors' reports on the audited consolidated annual financial statements for the periods ended 31 December 2021 and 31 December 2022 do not contain any qualification.

What are the key risks that are specific to the Issuer?

- **Risk associated with the asset management activity**
 - Operational risks

- Non-compliance with investment rules, failure to align management with (implicit or explicit) promises made to clients or decrease in fund liquidity could result in clients compensation, a penalty applied by the regulator or *Ad hoc* support measures.
- Incident resulting from the failure of an operational process or a human error could result in clients' compensation or a penalty applied by the regulator.
- Amundi is exposed to non-compliance, tax, regulatory and legal risks that could have a material adverse effect on its business, earnings and financial position.
- A failure in Amundi's operational systems or infrastructure, including business continuity plans, could disrupt operations, and damage Amundi's reputation.
- **Activity risks**
 - Business risk
 - Changes in financial markets could significantly impact Amundi's AuM, net revenues and earnings.
 - Amundi is dependent upon the distribution networks of its major partners.
 - Management fee rates are subject to competitive and market pressure.
 - Demand from Amundi's clients depends on external factors that have an overall impact on the asset management market.
 - The failure to recruit and retain employees could lead to the loss of clients and may cause AuM, revenue and results of operations to decline.
 - Harm to Amundi's reputation could result in a decrease in its assets under management, its revenue, and its earnings.
 - Non-financial risk
 - Amundi is subject to non-financial risks if it fails to meet the expectations of its various stakeholders regarding corporate social responsibility.
- **Financial risk**
 - Credit risk
 - Amundi is exposed to default risk on its investment portfolio as well as through guarantees given on funds.
 - Amundi is exposed to counterparty risk related to the use of derivatives.
 - Amundi is exposed to equity investment risk.
 - Amundi is exposed to concentration risk with respect to securities acquired by guaranteed funds.
 - Market risk
 - Changes in the value of assets held by Amundi could affect its results and its equity.
 - Amundi is exposed to fluctuations in foreign exchange rates.
 - Amundi is subject to real estate risks related to its structured notes activity.

Section C - Key Information on the Securities

What are the main features of the Securities?

Type, class and ISIN

The Securities are certificates ("**Certificates**") issued under Series number 39 and Tranche number 1. The Securities are denominated in Euro ("€") and are payable in €. The Securities are Underlying Reference Linked Securities by reference to the relevant share OMV AG (ISIN: AT0000743059) (the "**Underlying Reference**" or "**Relevant Share**"). The Securities are issued in bearer dematerialised form (*au porteur*). International Securities Identification Number (ISIN) of the Securities is FR001400JXR6.

Ratings

Not applicable, the Securities are unrated.
Amundi's long-term credit rating is A+, with a stable outlook (Fitch Ratings).

Currency, denomination, par value, the number of the Securities issued and the term of the Securities

The currency of the Securities is Euro (€).
The Securities have a specified denomination of €1,000.
40,000 Securities will be issued.
Aggregate Nominal Amount : €40,000,000
The maturity date of the Securities is 20 October 2025.

Rights attached to the Securities

Event of Default – There will be no event of default.

Taxation – All payments of principal, interest or other revenues under the Securities by the Issuer will be made without any withholding or deduction in respect of any tax, duty, assessment or governmental charge of any nature whatsoever imposed, levied or collected by or within any jurisdiction or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law. The Issuer will not be obliged to make any increased payment to compensate for any such withholding or deduction.

Representation of Holders – The Holders of the Securities are not grouped in a *Masse*.

Governing law - French law.

Interest –The interest basis of the Securities is 6 per cent. Fixed Rate.

The Interest Rate is calculated as specified below: Fixed Coupon

Interest commencement date: 20 October 2023

Interest payment date: Interest will be payable annually in arrears on 20 October in each year subject to adjustment in accordance with Following Business Day Convention. The first interest payment will occur on 21 October 2024.

Redemption – Unless previously redeemed, purchased or cancelled, the Securities will be redeemed on 20 October 2025 (the “**Maturity Date**”) and cash and/or physically settled. The **Final Redemption Amount** will be calculated as follows: **Barrier Final Redemption**

The **Final Redemption Amount** will be:

- If the **Final Value** of the Underlying Reference is **less than the Final Redemption Barrier Value** on the **Final Redemption Amount Determination Date**, each Security will be redeemed on the **Maturity Date**, by (i) physical delivery of a Number of Deliverable Shares (as defined below) and (ii) an amount in € equal to the **Fractional Share Amount** (as defined below).

- In all other cases:

Calculation Amount x Redemption Rate

Where :

- **Final Redemption Barrier Value:** 65 % of the Initial Value
- **Number of Deliverable Shares:** Calculation Amount divided by Initial Value. The Number of Deliverable Shares will be rounded to the next lower integer number of the Relevant Share.
- **Fractional Share Amount:** equal to the non-deliverable fraction of the Calculation Amount multiplied by the Final Value
- **Calculation Amount:** 1,000 €
- **Redemption Rate:** 100 %
- **Initial Value:** means the value of the Underlying Reference on the Initial Determination Date
- **Initial Determination Date:** 20 October 2023
- **Observation Date for the Initial Determination Date:** 20 October 2023
- **Final Value:** means the value of the Underlying Reference on the Final Redemption Amount Determination Date
- **Final Redemption Amount Determination Date:** 2 October 2025
- **Observation Date in respect of the Final Redemption Amount Determination Date :** 2 October 2025

Early Redemption: the Securities may be redeemed before the Maturity Date.

Early Redemption for tax reasons or illegality: the Securities may be redeemed early for tax reasons or illegality at the Issuer's discretion at the Early Redemption Amount specified in the General Terms and Conditions.

Physical Settlement: If a Physical Settlement Condition as specified in the applicable Final Terms is satisfied on the relevant determination date, each Security will be redeemed on the Maturity Date or, where applicable, on an Automatic Early Redemption Date, by physical delivery of a certain quantity of the Underlying as specified in the applicable Final Terms.

Physical Settlement Condition: is deemed to occur if the Final Value of the Underlying Reference is less than the Final Redemption Barrier Value on the Final Redemption Amount Determination Date.

- Entitlement in relation to each Security: A number of deliverable shares (**Number of Deliverable Shares**) equal to the Calculation Amount divided by the Initial Value. The Number of Deliverable Shares will be rounded to the next lower integer number of the Relevant Share and an amount in Euros (**Fractional Share Amount**) equal to the non-deliverable fraction of the Calculation Amount multiplied by the Final Value. Securities will not be aggregated for the purpose of physical settlement
- Relevant Share: OMV AG (ISIN: AT0000743059)
- Settlement Business Day: Maturity Date
- Share Amount: Number of Deliverable Shares

Seniority of the Securities

The Securities constitute direct, unconditional, unsecured and senior preferred (within the meaning of Article L.613-30-3-I-3° of the French *Code monétaire et financier*) obligations of the Issuer and rank equally amongst themselves and (subject to exceptions provided by law) equally with all unsecured and senior preferred indebtedness of the Issuer, present or future.

Restrictions on the free transferability of the Securities

Subject to certain restrictions relating to the offer, sale and delivery of Securities and to the distribution of offer documents in the United States, the European Economic Area, the United Kingdom, Austria, Germany, Spain, France, Italy, Belgium, the Czech Republic, Poland, Ireland, Hungary, Switzerland, Hong Kong, Japan, Singapore and Taiwan, there is no restriction on free transferability.

Where will the Securities be traded?

Admission to trading

The Securities are not admitted to trading.

What are the key risks that are specific to the Securities?

Most material risk factors specific to the Securities

There are risk factors which are material for the purpose of assessing the risks related to the Securities, including the following:

Risks relating to the market of the Securities

- The market value of the Securities may be adversely impacted by many events which could result in a loss of investment for the Holders.
- Trading of Securities in any secondary market may be limited and Holders may not be able to easily dispose of their Securities or to dispose of them at a price that provides a return comparable to similar products for which an active market would have developed.

Risks as the creditor of the Issuer

- A resolution procedure initiated at the level of the Crédit Agricole Group or any entity of the Crédit Agricole Group, or Amundi could result in a more rapid decline in the market value of the Securities.
- The exercise of any power under the Directive 2014/59/EU, as amended or any suggestion of such exercise at the level of the Crédit Agricole Group or any entity of the Crédit Agricole Group could materially adversely affect the rights of the Holders, the price or value of their investment in the Securities and/or the ability of the Issuer, to satisfy its obligations under the Securities. As a result, Holders could lose all or a substantial part of their investment in the Securities and/or not receive the remuneration initially provided for.
- the Holders do not benefit from any protection or guarantee of the capital invested in connection with their investment in the Securities.
- Return on the Securities may be limited or delayed by the insolvency of the Issuer. The commencement of insolvency proceedings against the Issuer could have a material adverse effect on the market value of Securities issued. Any decisions taken by a class of affected parties could significantly impact the Holders of Securities and cause them to lose all or part of their investment, should they not be able to recover all or part of the amounts due to them from the Issuer.
- Absence of gross-up provisions under the Securities. The Issuer shall not be obliged to make any increased payment to compensate for any withholding or deduction relating to any Securities. Holders may receive less than the full amount due, and the market value of such Securities will be adversely affected. As a result, Holders could lose part of their investment in the Securities.
- Absence of negative pledge: As a result of the absence of negative pledge, Holders of the Securities will not benefit from protection regarding the status of the Securities or assets to support the Securities, bear more credit risk than secured creditors of the Issuer and may lose all or part of their investment in the Securities.

Risks relating to the structure of a particular issue of Securities

Risks relating to the interest rate of the Securities:

Fixed Rate Securities involve the risk that subsequent changes in market interest rates may adversely affect the value of the relevant Securities.

Risks relating to Certificates :

There are no events of default under the Certificates. Accordingly, if the Issuer fails to meet any obligations under the Securities, including the payment of any interest (or bankruptcy proceedings are instituted), Holders will not be able to accelerate the payment of principal. Upon a payment default, the sole remedy available to Holders of such Securities for recovery of amounts owing in respect of any payment of principal or interest on such Securities will be the institution of proceedings to enforce such payment, which could be time-consuming and costly. This could result in significant delays in the payment of interest or principal and could

have a material adverse effect on the Holders seeking repayment. As a result, Holders could lose all or part of their investment in the Certificates.

No collective organisation of Holders, as each Certificate constitutes a separate claim and not form a Series. Holders of Certificates are not grouped into a masse or collective body with a view to protecting their interests. As a consequence, their interests may not be well represented and protected, which could have an adverse effect on the market value of the Certificates and could result in the Holders of Certificates losing part of their investment in the Certificates.

Risks relating to the relevant underlying of the Securities

Certain Factors may affect the value and the trading price of the Securities: price or value of the Underlying Reference, volatility of the Underlying Reference, rate of interest, remaining time. As a result of all of these factors, any Holder who sells the Securities prior to the stated Maturity Date may receive an amount in the secondary market which may therefore be significantly less than the intrinsic market value of the Securities and which may also be less than the amount that the Noteholder would have received if the Holder had retained the Securities until the Maturity Date.

Risk of capital loss for Securities for which the indexation of the payment and/or redemption amount is determined based on a calculation formula and indexed to the Underlying Reference. In the event of an unfavourable change in the price, value or level of the Underlying, or in the event of the occurrence of an unfavourable change in the price, value or level of the Underlying, or in the occurrence of or the absence of occurrence of an event affecting the Underlying, the Holders may suffer a significantly decreased rate of return on the Securities or even no return whatsoever, could see the amounts of interest and repayment significantly negatively impacted and lose all or part of the capital initially invested.

Investment in Share Linked Securities may bear similar market risks to a direct equity investment. The market price of Share Linked Securities may be volatile and may be affected by the time remaining to the redemption date, the volatility of the share, and the financial results and prospects of the issuer of the relevant share as well as economic, financial and political events in one or more jurisdictions, including factors affecting the stock exchange(s) or quotation system(s) on which any such share may be traded. As a result, Holders are exposed to the risk that changes in the relevant price of the share may have an adverse effect on the amounts of interest, early redemption or final redemption, if any, as well as on the value of Share Linked Securities.

The Holders of Physical Settlement Share Linked Securities will receive share(s) rather than a monetary amount upon delivery. Holders will, therefore, be exposed to the issuer of such share(s) and the risks associated with such share(s). Under certain circumstances the share(s) may only have a very low value or may, in fact, be worthless, and as a consequence the Holders may lose the original invested amount. The value of Physical Settlement Share Linked Securities may be affected and/or their settlement may be delayed if in the opinion of the Calculation Agent, delivery of the share amount is impracticable because a special event has occurred and is continuing on the Delivery Date. This may have a negative adverse effect on the value of the Securities and, in the case of payment of a cash amount, will affect the timing of the valuation of such Securities and as a result, the amount of nominal principal payable on redemption. As a result, Holders may lose all or part of their investment due to the occurrence of a special event.

Risk factors relating to specific features

Barrier: The payment of redemption amount will be conditional on the value or performance of the Underlying Reference as determined in accordance with the Conditions applicable to the relevant Determination Date, being greater than or equal to a specified barrier value and if such condition is not satisfied then the redemption amount may be less than par. As a result, Holders may lose all or part of their investment.

Section D - Key Information on the Offer of Securities and Admission to Trading on a Regulated Market

Are the Securities being offered to the public as part of a Non-Exempt Offer?

This issue of Securities is being offered in a Non-Exempt Offer in Austria and Germany.

Consent: Subject to the conditions set out below, the Issuer consents to the use of the Base Prospectus in connection with a Non-exempt Offer of Securities by the Dealers, Amundi Finance, BAWAG P.S.K Bank für Arbeit und Wirtschaft und Österreichische Postsparkasse AG (“**BAWAG PSK**”) and its German branch SÜDWESTBANK – BAWAG AG Niederlassung Deutschland which are identified as an Authorised Offeror in respect of the relevant Non-exempt Offer and authorised to make such offers under applicable legislation implementing the Markets in Financial Instruments Directive, as amended (Directive 2014/65/EU) together, the “**Authorised Offerors**”.

Offer period: The Issuer’s consent referred to above is given for Non-Exempt Offers of Securities during the period from 4 September 2023 until 13 October 2023 (the “**Offer End Date**”) (both dates included). The Issuer reserves the right to shorten or withdraw the offer of the Certificates at any time on or prior to the Offer End Date (the “**Offer Period**”).

Conditions to consent: Such consent only extends to the use of the Base Prospectus to make Non-Exempt Offers of the Securities in Austria and Germany. The consent relates to Offer Period ending no later than the date falling 12 months from the date of the approval of the Base Prospectus by the AMF.

An investor intending to purchase or purchasing any Securities in a Non-Exempt Offer from an Authorised Offeror will do so, and offers and sales of such Securities to an investor by such Authorised Offeror will be made, in accordance with the terms and conditions of the offer and other agreements in place between such Authorised Offeror and such investor including arrangements in relation to price, allocations, settlement arrangements and expenses to be charged to the Investor (the “Terms and Conditions of the Non-Exempt Offer”). The Issuer will not be a party to any such arrangements with such investors (other than Dealer) in connection with the Non-Exempt Offer or sale of the Securities concerned and, accordingly, the Base Prospectus and these Final Terms will not contain such information. The terms and conditions of the Non-Exempt Offer shall be provided to investors by that Authorised Offeror at the time of the Non-Exempt Offer. Neither the Issuer nor any of the Authorised Offerors has any responsibility or liability for such information or the consequences of its use by the relevant investors.

Under which conditions and timetable can I invest in the Securities?

General terms, conditions, expected timetable of the offer and details of the admission to trading

The Securities are being offered as a Non-Exempt Offer.

Offer jurisdictions: The Member States in which financial intermediaries may use the Base Prospectus in connection with such offer are as follows: Austria and Germany.

Offer period: The period from 4 September 2023 until 13 October 2023 (both dates included). The Issuer reserves the right to shorten or withdraw the Offer of the Certificates, at any time on or prior to the Offer End Date.

Offer price: each Security will be offered for subscription at a price equal to 100% of the specified denomination of such Security, i.e. 1,000€.

Conditions to which the offer is subject to their issuance.

Description of the application process: Applications for the Certificates by the public within the limit of the number of available Certificates will be made in accordance with the relevant Authorised Offeror’s usual procedure.

Details of the minimum and/or maximum amount of application: Not Applicable.

Manner in and date on which results of the Offer are to be made public: Not Applicable.

Estimate of the total expenses, including estimated expenses charged to the investor by the Issuer or the offeror

Estimate of the total expenses: The estimated expenses charged to the investor amount maximum 2.72% per annum of the Aggregate Nominal Amount.

Why is this Prospectus being produced?

Use and estimated net amount of the proceeds

The net proceeds from the issue of Securities will be used by the Issuer for its general financing requirements and hedging its obligations under the Securities. Estimated net proceeds: 40,000,000 €.

Subscription agreement

The offer will be the subject of an underwriting agreement between the Issuer and Amundi Finance. Certificates issued will be entirely subscribed by Amundi Finance.

Most material conflicts of interest pertaining to the offer or the admission to trading

The Issuer, the Calculation Agent, the Arranger and the Dealer are all part of the same group. Potential conflicts of interest may arise. Save for any fees payable to the Authorised Offerors, no person involved in the offer of the Securities has, as far as the Issuer is aware; any material interest in the offer. The Dealer, the Authorised Offerors and their affiliates have concluded, and may in the future conclude, financial and commercial transactions with, and may provide other services to, the Issuer during the normal course of business.