AMUNDI ETF MSCI SPAIN UCITS ETF

Prospectus and Regulations

PROSPECTUS

UCITS subject to European Directive 2009/65/EC

I. GENERAL FEATURES

- **Name:** **AMUNDI ETF MSCI SPAIN UCITS ETF** (the " Fund")

- **Legal form and Member State in which the UCITS has been set up:** French Mutual Fund (FCP)

- **Launch date and scheduled duration:** The Fund was approved by the French Market Regulator (AMF) on 20 August 2008 and launched on 16 September 2008 for an anticipated duration of 99 years.

- **Summary of the management offer:**

ISIN code	Allocation of distributable sums	Accounting currency	Frequency of NAV calculation	Initial NAV	Minimum initial subscription	Minimum subsequent subscription	Eligible subscribers
FR0010655746	Accumulation and/or distribution at the discretion of the Management Company	euro	Daily	155.15 euros	Primary market 6800 unit(s) Secondary market 1 unit(s)	Primary market 1 unit(s) Secondary market 1 unit(s)	All subscribers

- **Address from which the latest annual or periodic report and financial statements may be obtained:**

The latest annual or periodic report and financial statements will be sent to investors within eight working days upon written request from the holder to:

Amundi Asset Management
Amundi ETF
90 boulevard Pasteur
CS 21564
75730 Paris Cedex 15
Tel: 01 76 32 47 74
Email: info@amundietf.com

Further details are available from Amundi Asset Management and on its website amundietf.com.

The website of the Autorité des Marchés Financiers (‘AMF’) at amf-france.org contains further information on the list of regulatory documents and all investor protection regulations.

II. SERVICE PROVIDERS

- **Management Company:**

Amundi Asset Management (the ‘Management Company’)
Société Anonyme (a French public limited company),
Portfolio Management Company authorised by the AMF under approval no. GP 04000036

Registered office: 90, Boulevard Pasteur - 75015 Paris

- **Custodian and Registrar:**

CACEIS Bank (the “Depositary”),
Public company (Société Anonyme),
Main business: Banking institution, investment services provider, licensed by the French banking and investment companies committee (Comité des Etablissements de Crédits et des Entreprises d'Investissement - CECEI) on 1 April 2005,
Registered office: 1-3 place Valhubert, 75013 Paris

With regard to regulatory duties and duties contractually entrusted by the management company, the depositary’s main task is taking custody of the UCITS’ assets, checking that the decisions of the management company are lawful and monitoring the UCITS’ cash flows.

The depositary and the management company belong to the same group therefore, in accordance with the applicable regulations, they have implemented a policy to identify and prevent conflicts of interest. If a conflict of interest cannot be avoided, the management company and the depositary shall take all necessary measures to manage, monitor and report this conflict of interest.

The description of the delegated custodial duties, the list of the depositary’s delegatees and sub-delegatees and information relating to conflicts of interest that may result from these delegations are available on its website at: caceis.com or free of charge upon written request.
Updated information can be provided to unitholders upon request.

- **Institution responsible for clearing subscription and redemption orders by delegation of the Management Company:**

CACEIS Bank,
Public company (Société Anonyme),
Registered office: 1-3 place Valhubert, 75013 Paris
Main business: Bank and investment service provider approved by CECEI on 1 April 2005.

The depositary is also responsible for the Fund’s liability accounting on behalf of the Management Company, which includes the centralisation of unit subscription and redemption orders and managing the Fund’s unit issue account.

- **Independent Auditor:**

PwC Sellam, represented by Mr Patrick Sellam,
Registered office: 63, rue de Villiers, 92200 Neuilly-sur-Seine

- **Delegated Accounting Manager:**

CACEIS Fund Administration,
Public company (Société Anonyme),
Registered office: 1-3, Place Valhubert -75013 Paris

CACEIS Fund Administration is a company of the CRÉDIT AGRICOLE group specialising in the administrative and accounting management of UCITS on behalf of clients inside and outside the Group.
CACEIS Fund Administration has accordingly been appointed by the Management Company as Delegated Fund Accountant for the valuation and accounting for the Fund. CACEIS Fund Administration is responsible for valuing the assets, establishing the Fund’s NAV and establishing its regular financial statements.

- **Market-makers:**

On 05 December 2012, the financial institution acting as market-maker was as follows:

BNP Paribas Arbitrage
General Partnership (Société en nom collectif)
Registered office: 160-162 boulevard Mac Donald – 75019 Paris

III. OPERATING AND MANAGEMENT ARRANGEMENTS

III.1 General features

- **Features of the units:**

ISIN code: FR0010655746

- **Nature of the right attached to the category of units:** each unitholder is entitled to joint-ownership of the Fund's assets, proportional to the number of units held.

- **Registration or other arrangements for maintaining unitholder records:** The Depositary is responsible for liability accounting. Units can be cleared through Euroclear France, Clearstream Banking S.A. and Euroclear Bank.

- **Voting rights:** no voting rights are attached to the units: decisions are made by the Management Company. Note: investors will be notified of changes to the Fund's operating arrangements either individually, through the press or by any other means in accordance with current regulations.

- **Form of units:** bearer units.

- **Decimalisation (fractioning), if any**: subscriptions and redemptions are made in whole units.

- **Admission of the units to the Euronext Paris NextTrack market:**

Under Article D.214-22-1 of the French Monetary and Financial Code (the "CMF"), shares or units of collective investment undertakings may be listed for trading, provided that these entities have set up a mechanism to ensure that the listed market price of the shares or units does not diverge significantly from their net asset value. The following operating rules developed by Euronext Paris SA apply accordingly to the listing of the Fund's units:

- reservation thresholds are set by applying a 1.5% variation on either side of the Fund's Indicative Net Asset Value or "iNAV" (see "Indicative Net Asset Value" section), published by Euronext Paris SA and updated during each trading session on an estimate basis according to variation of the MSCI Spain Index;

- trading of the Fund's units on the Euronext Paris NextTrack market will be suspended in the following cases:

  - suspension or halt of the listing or calculation of the MSCI Spain Index by the index provider;
  - suspension of the market(s) on which the securities comprising the MSCI Spain Index are listed;
  - if the listed price of the MSCI Spain Index is unavailable to NYSE Euronext;
  - if Euronext Paris cannot obtain the Fund's NAV for the day and/or publish the "iNAV";
  - violation of applicable Euronext Paris rules by a market-maker;
  - failure of Euronext Paris's IT or electronic systems in particular;
  - if stock market disturbances or difficulties render normal market-making impossible;
  - any other event that prevents the calculation of the Fund's iNAV or the trading of Fund units.

Market-makers likewise ensure that the market price of the Fund units does not diverge by more than 1.5% on either side of the Fund's Indicative Net Asset Value, in order to comply with the reservation thresholds set by Euronext Paris SA (see "Indicative Net Asset Value" section).

- **End date of financial year:** last trading day in March of each year.

- **End date of first financial year:** last trading day of March 2009.

▶ Tax treatment:

The Fund is eligible for the Plan d'Epargne en Actions ("PEA" reserved for French investors) and life insurance policies. The Fund may provide a support vehicle for life insurance policies denominated in units of account.

The UCITS, by its nature, is not subject to taxation. However, unitholders may be taxed on any income distributed by the Fund or when they sell Fund units. The tax treatment applicable to amounts distributed by the Fund or unrealised or realised capital gains or losses will depend on the individual unitholder's tax situation, residence for tax purposes and/or the investment jurisdiction of the Fund. If an investor is uncertain of his or her tax position, the investor should consult a financial advisor or a professional investment consultant to determine the tax rules applicable to his or her particular situation before any investment. Some income distributed by the UCITS to unitholders residing outside France may be subject to withholding tax in France.

Germany: at least 90% of the Fund will be permanently invested in listed shares. For the purposes of interpreting this ratio, shares issued by REITs (as defined by the German Ministry of Finance) or UCIs are not considered as shares.

US tax considerations

The U.S. Foreign Account Tax Compliance Act ("FATCA") aims to combat tax evasion by U.S. persons holding accounts abroad.

According to the U.S. Internal Revenue Code, the term "U.S. Person" means an individual who is a U.S. citizen or resident, a partnership or corporation organised in the United States or under the laws of the United States or any State thereof, a trust if (i) a court within the United States has authority under applicable law to hand down orders or judgments concerning substantially all issues regarding the administration of the trust, and (ii) one or more U.S. persons have authority to control all substantial decisions of the trust, or an estate of a decedent who was a citizen or resident of the United States.

Under FATCA, any Foreign Financial Institution ("FFI") (bank, management company, undertaking for collective investment, etc.) is specifically required to disclose the assets and income received by U.S. persons and, if the required information has not been disclosed, to withhold 30% tax on (i) certain U.S. source income (including, among other types of income, dividends and interest), (ii) gross proceeds from the sale or disposal of U.S. source assets, and (iii) non-U.S. source income that qualify as U.S. source income ("Foreign Passthru Payments").

The Inter-Governmental Agreement ("IGA") signed by France and the United States of America, provides for the automatic exchange of information between the French and U.S. tax authorities and thereby in certain cases removes the requirement for French FFIs deemed compliant with FATCA to withhold the 30% tax.

The Fund has decided to comply with the FATCA requirements under the French IGA applicable to "reporting financial institutions" and was registered as such with the U.S. tax administration.

As a result, by investing or keeping their investments in the Fund, investors are informed and acknowledge that:

(i) The Management Company and the Fund are "French reporting financial institutions" and, accordingly, are registered with the US tax administration. As a first step, the Management Company has been registered as a "Sponsoring entity" and will act on behalf of the Fund which will thus be sponsored for the purposes of FATCA;

(ii) to be in compliance with these tax provisions, the Fund's FATCA status requires obtaining from investors, for the entire period during which assets are held in the Fund, additional personal information regarding their FATCA status. All investors are required to self-certify their FATCA status prior to making any investments in the Fund (with their financial intermediary, the management company, any delegated entity or the distributor), by filling out a W8, W9 or equivalent form in effect, and for the FFIs, by providing their GIIN. In the event of change of circumstances that impact their reported FATCA status, investors must immediately inform their financial intermediary, the Fund, the delegated entity or the distributor of such change in writing by filling out an updated form;

(iii) under its reporting obligations, the Management Company and/or the Fund shall be required to report certain confidential information (including, among other things, the investor's name, address, tax identification number and, in some cases, certain information regarding the investment in the Fund), the self-certification, the GIIN or any other document received from (or concerning) the investors, and shall automatically exchange information with the French tax authorities or any other competent authority, in order to comply with FATCA, the IGA or any other applicable laws or regulations;

(iv) investors who fail to document their FATCA status properly or who refuse to report their FATCA status or the required information within the prescribed deadline may be regarded as recalcitrant and be reported to the competent tax or government authorities by their financial intermediary, the Management Company and/or the Fund;

(v) to avoid the potential impact of the Foreign Passthru Payment mechanism which may become applicable from 1 January 2017, the Fund, the Management Company or its delegated entity reserve the right to prohibit any subscription to the Fund, as from that date, by any Non-Participating Financial Institution (a financial institution non-compliant with FATCA), particularly if such request is in the general interest of the Fund's investors. Despite all best efforts to comply with the obligations under FATCA and to avoid any withholding tax, no guarantee may be given as to the non-application of such tax or the consequences of an investment in this Fund by a financial institution non-compliant with FATCA. Should the Fund become subject to withholding tax, the Fund's results may be affected thereby. The amount of withholding tax could therefore be withheld or deducted from any redemption or payment to be made to investors who refuse to provide the Fund with the information requested or who are not compliant with FATCA.

The provisions herein are not a complete analysis of all the tax rules and considerations or tax-related advice and shall not be considered as a complete list of all the potential tax-related risks inherent in subscribing or holding of Fund units or shares. All investors should consult their usual advisors regarding the tax aspects and potential consequences of subscribing, holding or redeeming units or shares by virtue of the laws applicable to such investors and, in particular, by virtue of the rules of disclosure or withholding under FATCA concerning investors in the Fund.

III.2 Special provisions

▶ **Classification:**

Eurozone equities.
The Fund is an index-tracking Fund.

▶ **Investment objective:**

The Fund’s investment objective is to track the performance of the MSCI Spain Index (see “Benchmark index” section), as closely as possible, whether the Index rises or falls.

The Fund is managed so as to achieve a gap between changes in its NAV and changes in the value of the

MSCI Spain Index (referred to below as the “MSCI Spain Index”) as small as possible. The target for maximum tracking error between the Fund’s NAV and the value of the MSCI Spain Index is 2%.
If the “tracking error” exceeds 2%, the objective would nevertheless be to remain below 15% of the volatility of the MSCI Spain Index.

Benchmark index:

The Fund’s benchmark index is the euro-denominated MSCI Spain Index with net dividends reinvested (net return).

The MSCI Spain Index is an "equities" index calculated and published by the international index supplier MSCI Inc. ("MSCI"). The equities in the MSCI Spain Index are leading securities traded in the Spanish markets.

The investment universe of the MSCI Spain Index aims at covering approximately 85% (+/-5%) of the Spanish market’s float-adjusted market capitalisation.

For a publicly traded company, the “float” or “free-float” is the portion of stock readily available for market trading, as opposed to shares considered to be stable (treasury shares, shares held by company founders or the government, blocking shares, controlling interests, etc.).

The MSCI Spain Index shares the following basic features with the MSCI indices:
a) it belongs to MSCI’s range of “investable” equity indices, which are segmented by size, style and industry;
b) securities included in the MSCI Spain Index are float-adjusted;
c) classified by sector according to the Global Industry Classification Standard (GICS).

MSCI’s methodology and calculation methods mean that the number of stocks making up the MSCI Spain Index varies. At 28.11.2014* the MSCI Spain Index had 23 components.

** Source: MSCI*

The full methodology of the construction of the MSCI Spain Index is available on the MSCI website: mscibarra.com.

The performance tracked is the closing price of the MSCI Spain Index.

- **<u>MSCI Spain Index publication</u>**

The MSCI Spain Index is calculated by MSCI using the official closing prices of the stock exchanges on which the Index constituents are traded.

The MSCI Spain Index closing price is available on the MSCI website: msci.com.

The MSCI Spain Index is also calculated on each Trading Day.
The MSCI Spain Index is available via Reuters and Bloomberg.
Via Reuters: .dMIES00000NEU
Via Bloomberg: MSDESPN

- **<u>MSCI Spain Index revision</u>**

MSCI indices are designed to reflect changes in equity markets as closely as possible. For this reason, they are regularly revised to take account of changes affecting a stock’s capitalisation (number of shares and float) or its sector classification.

The main revisions are as follows:
· real-time revisions for major changes in a company’s capital structure (merger/acquisition, large rights issues or IPOs, etc.);
quarterly revisions (end of February, May, August and November) to take significant market events into account;

· half-yearly revisions (end of May and November) for rebalancing;
· annual full revision (end of May) of the investment universe of all the countries covered by the indices.

MSCI Spain Index revision rules are published by MSCI and available on the MSCI website: msci.com.

Benchmark index applicable to the Fund's investment objective:
The administrator of the benchmark index, MSCI Limited, is registered in the ESMA register of administrators and benchmark indices.

Further information on the benchmark index can be found on the benchmark index administrator's website at www.msci.com

Pursuant to Regulation (EU) 2016/1011 of the European Parliament and of the Council of 08 June 2016, the Management Company has a procedure for monitoring the benchmark indices used, which sets out the action to be taken in the event that a benchmark materially changes or ceases to be provided.

▶ **Investment strategy:**

The Fund is managed by "index tracking".

1. Strategy employed:

The Fund is managed using a technique known as "index-tracking", the objective of which is to replicate changes in the performance of the MSCI Spain Index using a synthetic replication method.

To maintain the closest possible correlation with the performance of the MSCI Spain Index, the Fund will buy a diversified portfolio of stocks (the "Portfolio") and an over-the-counter (OTC) total return swap, a financial derivative instrument which turns the exposure to the securities in the Portfolio into exposure to the MSCI Spain Index.

The Fund shall observe the investment rules stipulated in Articles R214-21, R214-22 and R214-23 the French Monetary and Financial Code.

The Portfolio comprising directly held assets described in the "Assets used" section, complies with the provisions of Article R 214-21 of the French Monetary and Financial Code (CMF).

The Fund's exposure to the Index achieved through the total return swap may be eligible for exemption ratios applicable to the index-tracking UCITS referred to in Article R214-22 of the French Monetary and Financial Code (CMF). That Article stipulates that an index may comprise up to 20% equities or debt securities issued by the same entity; this limit may be raised to 35% maximum for a single issuing entity, when such increase is justified by special market circumstances such as the regulated markets where some marketable securities or some money-market instruments are largely dominant.

2. Assets used (except embedded derivatives):

The Fund's exposure to the Index is achieved through the total return swap.

The Portfolio consists of the Fund's directly held assets described below.

- Equities
:

The Fund will be permanently 60% exposed at least to one or more markets for equities issued in one or more Eurozone countries. The Fund will be permanently at least 60% exposed to the Spanish equities market.

Up to 100% of the Fund's net assets will be invested, subject to the legal and regulatory ratios, in international equities (any economic sector, traded on any market).
The stocks in the Fund's portfolio will consist of stocks included in the MSCI Spain Index and other international stocks, from all economic sectors, including small-cap markets. The equities in the Fund's assets will be chosen

to limit costs associated with reproducing the MSCI Spain Index.

Over 75% of the portfolio's value will, at all times, consist of stocks of companies registered in a Member State of the European Union, or in another State which is part of the European Economic Area (EEA) and has signed a tax convention with France that provides for administrative assistance to prevent fraud and tax evasion. This minimum level of equity exposure makes the Fund eligible for a Plan d'Epargne en Actions (French Stock Savings Plan – PEA).

At least 90% of the Fund will be permanently invested in listed shares. For the purposes of interpreting this ratio, shares issued by REITs (as defined by the German Ministry of Finance) or UCIs are not considered as shares.

- Interest-rate instruments: Up to 25% of the Fund's net assets may be invested in any kind of bond instruments.
  Portfolio securities will be selected according to the best judgement of the management and in compliance with the Management Company's internal credit risk monitoring policy.
  For the purpose of stock-picking, management does not - neither exclusively nor automatically - rely on the ratings issued by rating agencies, but bases its buy and sell opinion about a security on its own credit and market analyses. For information, management may specifically deal in securities with minimum ratings, at the time of purchase, of BBB- in the S&P and Moody's scale ("investment grade" rating).
  The bond issuers selected may be from the private sector or from the public sector (national or local governments, etc.), and private sector debt may account for up to 100% of all debt instruments.
  Foreign debt instruments will be denominated in the currency of one of the OECD member countries.

In order to meet its investment objective and/or manage intermediate financial flows, the Fund may hold up to 10% of its assets in the following:

- Debt instruments and money market instruments in euros: cash flow will be managed through money market instruments.

  Portfolio securities will be selected according to the best judgement of the management and in compliance with the Management Company's internal credit risk monitoring policy.
  For the purpose of stock-picking, management does not - neither exclusively nor automatically - rely on the ratings issued by rating agencies, but bases its buy and sell opinion about a security on its own credit and market analyses. For information, management may specifically deal in securities with minimum ratings of AA in the S&P and Moody's scale.
  The bond issuers selected may be from the private sector or from the public sector (national or local governments, etc.), and private sector debt may account for up to 100% of all debt instruments. The average maturity of these instruments will not exceed 10 years.

- UCITS units or shares:

The Fund may hold up to 10% of its assets in units and/or shares of UCITS. These UCITS are representative of all asset classes, in compliance with the Fund's requirements.

They may be UCITS managed by the Management Company, or by other entities, which may or may not belong to the Crédit Agricole SA Group, including related companies.

3. Derivatives:

The Fund will use OTC derivative financial instruments, in particular futures such as total return swaps, to swap the value of stocks held by the Fund for the value of the MSCI Spain Index.

The Fund may take positions in the following derivatives:

- Type of market:
  - ☒ regulated
  - ☒ organised
  - ☒ over-the-counter

- Categories of risk in which the Fund intends to take a position:
  - ☒ equity risk
  - ☐ interest rate risk
  - ☒ currency risk
  - ☐ credit risk
  - ☐ other risks

- Nature of positions to be taken, which must be limited to those required to meet the management objective:
  - ☒ hedging
  - ☒ exposure
  - ☐ arbitrage
  - ☐ other

- Types of instruments used:
  - ☒ futures: on equities and indices
  - ☒ options: on equities and indices
  - ☒ total return swaps: on equities and indices.
    The Fund may enter into exchange contracts in two combinations from the following types of flows:
    - fixed rate
    - variable rate (indexed on the Eonia, Euribor, or any other market benchmark)
    - performance linked to one or more listed currencies, equities, stock market indices or securities, UCIs or investment funds
    - dividends (net or gross)
  - ☒ total return swap:
  - ☐ credit derivatives: credit default swaps
  - ☐ other

- Strategies for use of incorporated derivatives to achieve the management objective:
  - ☒ constructing synthetic exposure to a particular security, sector and/or to the MSCI Spain Index via the use of total return swaps.
  - ☒ management of intermediate cash flows (dividends, subscriptions/redemptions, etc.) to achieve the desired degree of exposure to a stock, a business sector and or the MSCI Spain index via the use of futures.
  - ☒ management of intermediate cash flows (dividends, subscriptions/redemptions, etc.) to reach the desired degree of exposure to a particular stock and/or sector and/or to the MSCI Spain Index via the use of options.

These instruments may be used to hedge up to 100% of the Fund's net assets.

For information purposes, when the Fund is being set up, total return swaps represent approximately 100% of net assets and they represent up to 110% during its life cycle.
The assets held by the Fund and on the performance of which the total return swaps focus are retained by the depositary.

The forward total return swap is kept in position in the depositary's books.

4. Securities incorporating derivatives (“embedded derivatives”): None

5. Deposits and liquid assets:

The Fund may hold up to 20% of its net assets in deposits for a maximum term of twelve months. The deposits are used for cash management purposes and help the Fund achieve its management objectives.

6. Borrowing:

The Fund may temporarily, and in exceptional cases, borrow up to 10% of its net assets in order to optimise its cash flow management.

7. Temporary acquisitions and sales of securities: None

- Over-exposure of the assets: None

Total exposure to risks arising from these commitments and from open positions in real securities shall not exceed 110% of net assets.

Information relating to financial guarantees (temporary purchases and sales of securities) and total return swaps:

Type of collateral:

In the context of temporary purchases and sales of securities and OTC derivative transactions, the Fund may receive collateral of securities and cash.

The discounts that may be applied to the collateral received will take into account the nature, maturity, credit quality, currency and price volatility of the securities, as well as the results of the stress tests performed.

The securities received as collateral must adhere to the criteria defined by the Management Company. They must be:

- liquid
- transferable at any time
- diversified in compliance with the eligibility, exposure and diversification rules of the UCITS
- issued by an issuer that is not an entity of the counterparty or its group

For bonds, the securities will also be issued by high-quality issuers located in the OECD whose minimum rating may be AAA to BBB- on the scale of Standard & Poor’s or with a rating deemed equivalent by the management company. Bonds must have a maximum maturity of 50 years.

The criteria described above are detailed in a Risk Policy available on the Management Company’s website at www.amundi.com and may be subject to changes, particularly in the event of exceptional market circumstances.

The discounts that may be applied to the collateral received will take into account the credit quality, the price volatility of the securities and the results of the stress tests performed.

Reuse of cash received as collateral: Cash received as collateral may be reinvested in deposits, government bonds, repurchase agreements or short-term money market UCITS in accordance with the Management Company’s Risk Policy.

Reuse of securities received as collateral:

Not authorised: Securities received as collateral may not be sold, reinvested or provided as collateral.

Overview of the procedure for choosing intermediaries / counterparties and comments:

The Management Company generally issues a bid tender. In this case, a comprehensive Request For Proposal ("RFP") (total return swap and market making) was issued for a portion of the AMUNDI ETF Fund product line. For this reason, neither the Management Company nor the Delegated Fund Manager have undertaken or shall undertake, for this particular Fund, a formal competitive bidding procedure that can be tracked and monitored among counterparties for OTC derivative financial instruments, as the counterparty has already been selected during the comprehensive RFP. The Fund may carry out these transactions with BNP Paribas SA or any other Company of the BNP Paribas SA group as counterparties or intermediaries.

Risk profile:

Your money will be invested primarily in financial instruments selected by the Delegated Fund Manager. These financial instruments are subject to market fluctuations.

Investors are warned that their initial capital invested is not guaranteed.

The Fund has high volatility due to its exposure to equity markets.

The main risks for investors if they invest in the Fund are as follows:

- Equity risk:

The Fund is 100% exposed to the MSCI Spain Index. The Fund is therefore exposed to market risks related to fluctuations in the value of the stocks that make up the MSCI Spain Index. Stock market fluctuations can lead to significant changes in net assets which can adversely affect the Fund's NAV. The Fund's net asset value may therefore fall significantly. The Fund accordingly has a high degree of equity risk.

- Capital risk:

Given the equity risk, investors are warned that they may suffer capital losses which cannot be quantified in advance since investments are subject to normal market fluctuations and to the risks inherent in any investment in securities. The initial capital invested is not guaranteed. Only people who would be able to bear the loss of their investment should invest.

- Factors that may influence the ability of the Fund to track the performance of the MSCI Spain Index:

The ability of the Fund to track the performance of the MSCI Spain Index may be affected by the following factors:

- the re-weightings of the MSCI Spain Index which is tracked by the Fund may generate transaction and/or trading costs;
- whether there are market fees;
- and/or due to minor valuation discrepancies that would not be such as to result in the calculation of the Fund's net asset value being suspended. These discrepancies may be due to some commodities being temporarily unavailable in the MSCI Spain Index or to exceptional circumstances that may have caused distortions in the MSCI Spain Index weightings, including cases of suspension or temporary disruption in the listing of securities in the MSCI Spain Index.

- Credit risk:

This is the risk that the quality of an issuer's credit might fall or that the issuer might default. Depending on the direction of the Fund's trades, a fall (in a purchase) or a rise (in a sale) in the value of the debt securities to which the Fund is exposed can lead to a fall in the Fund's net asset value.

- Counterparty risk related to the tracking method selected:

To meet its investment objective the Fund will use OTC derivative financial instruments (including total return swaps) negotiated with credit institutions. The Fund will be exposed to the counterparty risk that results from the use of derivative financial instruments executed with a credit institution. The Fund is accordingly exposed to the risk that the credit institution in question will not be able to honour its commitments for these instruments. Default by the counterparty of a swap (or by any other issuer) may lower the Fund's NAV. Under the current rules, however, the counterparty risk resulting from the use of swaps will be limited to 10% of the Fund's net assets per counterparty at any time

The Fund may also be exposed to trading difficulties or a temporary inability to trade certain securities in which the Fund invests, in the event of a counterparty defaulting on total return swaps (TRS).

Legal risk:
The use of temporary purchases and sales of securities and/or total return swaps (TRS) may create a legal risk, particularly relating to the swaps.

- Liquidity risk:

Trading certain securities in the MSCI Spain Index may be difficult or even impossible temporarily, particularly as a result of a lack of trades in the market or regulatory restrictions. These market disruptions may cause the Fund’s net asset value to fall.

- Liquidity risk in a stock market:

The Fund's stock market price may deviate from its indicative net asset value. The liquidity of the Fund's units in a stock market may be affected by any suspension that could, in particular, but not only, be due to:

i) the suspension or halt of the calculation of the MSCI Spain Index by the Index provider,
ii) the suspension of the market(s) on which are listed the underlyings of the MSCI Spain Index,
iii) a relevant listing market not being able to obtain or to calculate the Fund’s indicative net asset value,
iv) a violation by a market maker of the rules applicable in the relevant listing market,
v) failure of the systems, in particular of IT or electronic systems in a relevant listing market,
vi) any other event that prevents the calculation of the Fund's indicative net asset value or the trading in Fund units.

- **Guarantee or protection:** None

- **Eligible subscribers and standard investor profile:**

- **Eligible subscribers:**

All subscribers

- **Standard investor profile:**

The Fund is open to any subscriber, including those investing in a French PEA.

This Fund is intended for investors who seek long term capital growth and exposure to Spanish equities, while offering opportunities for short-term arbitrage. . It is continuously listed on one or more trading markets and its units may be traded in the same way as simple stocks. It therefore combines the advantages of a listed security and those of an UCITS. Furthermore, it is eligible for the French stock savings plan (PEA).

The amount that might be reasonably invested in this Fund depends on the investor’s personal situation. To determine this amount, investors should consider their personal assets, their current financial needs and the recommended investment period as well as their willingness to accept risks or their wish to invest cautiously. It is also strongly recommended that investors sufficiently diversify their investments so as to avoid exposing themselves entirely to the risks of this Fund.

All investors are therefore invited to consult their own financial advisors about their individual situations.

This Fund's units cannot be offered or sold directly or indirectly in the United States of America (including its territories and possessions), to/on behalf of a U.S. Person as defined in U.S. "Regulation S" adopted by the Securities and Exchange Commission ("SEC").
The term "U.S. Person" means:
(a) any individual residing in the United States of America;
(b) any entity or company organised or incorporated under the laws of the United States;
(c) any estate of which the executor or the administrator is a U.S. Person;
(d) any trust of which any trustee is a U.S. Person;
(e) any branch or subsidiary of a non-US entity located in the United States of America;
(f) any non-discretionary account (other than an estate or trust) held by a financial intermediary or any other

fiduciary organised, incorporated, or (if an individual) resident in the United States;
(f) any discretionary account (other than an estate or trust) held by a financial intermediary or any other fiduciary organised, incorporated, or (if an individual) resident in the United States; and
(h) any entity or company, if
(i) organised or incorporated under the laws of any non-U.S. jurisdiction and
(ii) formed by a U.S. person principally for the purpose of investing in securities not registered under the U.S. Securities Act of 1933, as amended, unless it is organised or incorporated, and owned, by Accredited Investors (as defined in Rule 501(a) of the Act of 1933, as amended) who are not individuals, estates or trusts.

▶ **Recommended investment period:**

The minimum recommended investment period is 5 years.

▶ **Determination and allocation of distributable sums:**

Accumulation and/or distribution at the discretion of the Management Company

▶ **Distribution frequency:**

If the Management Company decides to distribute some or all of the net profit and/or of the net realised capital gains one or more payments may be made in a year.
Distributions will be made by encashment of coupons.

▶ **Accounting currency:** euro

▶ **Features of the units:**

- **<u>Currency of the units</u>:** euro

- **<u>Initial NAV</u>:**

155.15 euros per Fund unit.

The initial net asset value is equal to the closing price of the MSCI Spain Index on 16 September 2008.

▶ **Subscription and redemption:**

As indicated above, the Fund's activity is organised on two markets, one "**primary**" and the other "**secondary**".

The persons wishing to acquire or subscribe units will be required to certify in writing, at the time of any acquisition or subscription of units, that they are not 'U.S. Persons'. Any unitholder who becomes a "U.S. Person" must immediately notify the Fund's Management Company of the change.

- **<u>Subscription and redemption in the primary market:</u>**

On the primary market, new Fund units are subscribed and/or redeemed in return for (i) cash or (ii) in-kind contribution/withdrawal of a basket of equities representative of the composition of the MSCI Spain Index complete with a "cash adjustment".

In this market, initial subscriptions are only allowed in minimum quantities of 6800 units and subsequent subscriptions are only allowed in minimum quantities of one unit. Redemptions are made in whole units, with a minimum value of EUR 500,000 or equivalent in the currency of the unit per redemption request.

Orders for the subscription and redemption of Fund units are cleared on a daily basis by the Depositary, between 09:00 and 17:00 (Paris time), on days when the Paris Stock Exchange is open (the "**Trading Day**"). Subscription and redemption requests sent after 17:00 (Paris time) on a Trading Day will be processed as orders received between 09:00 and 17:00 (Paris time) on the next Trading Day.

A Trading Day is a working day on which the Fund's NAV can be calculated and published.

The Fund's net asset value on a given Trading Day is calculated using the closing price of the MSCI Spain Index on that day.

Subscriptions/redemptions in cash only
Cash-only orders centralised by the Depositary between 09:00 and 17:00 (Paris time) on a given Trading Day will be executed on the basis of the net asset value of that same Trading Day.

Subscriptions/redemptions made by contributions/withdrawals to/from a portfolio of equities representing the composition of the MSCI Spain Index
Orders centralised by the Depositary between 09:00 and 17:00 (Paris time) on a given Trading Day will be executed on the basis of the terms set by the Management Company at 17:00 (Paris time) on the same Trading Day, as follows:
(1) contribution of a portfolio of equities reflecting the MSCI Spain Index as determined by the Management Company, which the subscriber must deliver, and, where applicable,
(2) payment of a cash amount in euros to or from the Fund ("cash adjustment") where a subscription/redemption order is for a minimum initial subscription of 6800 units and a minimum subsequent subscription of one unit. Redemptions are made in whole units, with a minimum value of EUR 500,000 or equivalent in the currency of the unit per redemption request. The cash adjustment will be equal to the difference in euros between the net asset value of the Fund units on that date and the value in euros of the equities to be delivered on that date.

Orders will be executed in accordance with the table below:

D	D	D: the net asset value calculation day	D+1 business day	D+2 business days	D+2 business days
Clearance before 04:00 p.m. of subscription orders[1]	Clearance before 04:00 p.m. of redemption orders[1]	Execution of the order on D at the latest	Publication of the net asset value	Settlement of subscriptions	Settlement of redemptions

[1]Unless any specific timescale has been agreed with your financial institution.

The Delegated Fund Manager reserves the right to refuse the securities offered/requested for all subscriptions/redemptions made by contributions/withdrawals of securities and has 7 days from the date of the deposit/request to indicate its decision.

Subscriptions/redemptions must be paid for/delivered no later than five Trading Days after the calculation and publication of the net asset value.

Subscription and redemption orders must be for a whole number of units.

- **Institutions designated to receive subscriptions and make redemptions:**

CACEIS Bank
Registered office: 1-3 place Valhubert, 75013 Paris

Investors should note that orders sent to distributors other than the aforementioned institutions should take into account the fact that the cut-off time for the centralisation of orders applies to those distributors with CACEIS Bank.
As a result, these distributors may apply their own cut-off time, which may precede the above-mentioned cut-off time, so as to allow them to meet their order transmission deadline with CACEIS Bank.

- **Listing and trading Fund units in the secondary market:**

The secondary market is where existing Fund units are traded. It consists of all stock markets on which the Fund is or will be admitted for regular trading.

Purchases and sales on the secondary market do not incur any subscription or redemption fees. Orders for the purchase or sale of units may be placed in any market where the Fund is (or will be) traded, through an approved broker. Nevertheless, placing a stock market order will trigger costs over which the Management Company has no influence.

There is no minimum amount for purchase/sale orders placed in the secondary market, except those that might be imposed by the stock market where Fund units are listed.

The price of a unit traded in the secondary market depends on supply and demand and roughly matches the indicative NAV (see “Indicative Net Asset Value” section).

"Market makers" maintain secondary market liquidity acting as market counterparties (see “Market-makers” section). They contract with the market companies in question to maintain a maximum difference between the highest bid and lowest offer prices. Their activities ensure that trading in Fund units remains liquid. They also ensure, through arbitrage between the primary and secondary markets, that the Fund’s listed market price does not diverge significantly from its Indicative NAV.

If the MSCI Spain Index listing is halted or suspended, the Fund's listing is suspended at the same time. As soon as listing of the MSCI Spain Benchmark Index resumes, the Fund's listing resumes likewise, taking account of any change in the Fund's NAV and iNAV since the interruption.

The units acquired in the secondary market generally cannot be resold directly in the primary market. Unitholders must buy and sell units in a secondary market, with the assistance of an intermediary (a broker, for example) and may have to pay corresponding fees. In addition, unitholders may pay more than the current NAV when they buy units and may also receive less than the current NAV when they sell them.

Fund units will be listed on the Euronext Paris market.

The Management Company may apply for these units to be listed on other markets.

On Euronext Paris, Fund units will be listed and traded in the product segment dedicated to Trackers: NextTrack.

- **Market-makers:**

On 05. December 2012, the financial institution acting as market-maker is:

BNP Paribas Arbitrage
General Partnership (Société en nom collectif)
Registered office: 160-162 boulevard Mac Donald – 75019 Paris

The "Market-makers" will provide market-making services for Fund units from the date they are listed on the market where the Fund is traded. They will mainly act as market-makers through their continuous presence on the market, maintaining a buy/sell price range and ensuring adequate liquidity.

Specifically, the financial institutions acting as "Market-makers" that have signed a market-making contract for the Fund have made a commitment to Euronext Paris SA to meet the following conditions for the Fund:
- a maximum total spread of 2% between offer price and bid price in the centralised order book
- a minimum nominal amount on both offer and bid sides corresponding to the value in Euros of 1200 Fund units.

Market-makers's obligations will immediately be suspended if the value of the MSCI Spain Index becomes unavailable or if one of its component securities is suspended. The obligations of the "Market-makers" will generally be suspended in case of unusual disturbances or difficulties on the stock market in question which prevents standard market-making operations (e.g. listing disturbances, etc.).

Market-makers must also ensure that the Fund unit’s market price does not differ by more than 1.5% either side of the Indicative NAV (see “Indicative Net Asset Value” section).

The Management Company may ask market-makers to halt their trading in Fund units should exceptional circumstances arise or should investor interest require it.

SECONDARY MARKET BUY AND SELL TERMS AND CONDITIONS

If the stock market value of the listed Fund's units or shares significantly differs from its indicative net asset value or if the Fund's units or shares have been suspended from trading, investors may be allowed, under the conditions described below, to have their units redeemed in the primary market directly with the listed Fund without the minimum-size requirements described in the "Subscription and redemption fees (applicable solely to primary market trading)" section having to apply thereto.

The Management Company shall decide whether to proceed with this type of primary market opening and on the duration of such opening, based on the criteria listed below, the analysis of which shall be used to qualify the materiality of the market disruption:

- Verification that the nature of the suspension or of the significant disruption of the secondary market in one of the potential stock markets is not occasional;

- Link between the market disruption and the traders in the secondary market (such as for example a default of all or part of the Market Makers trading in a given market or a malfunction affecting the operating or IT systems of a given stock market), by conversely excluding, the disruptions, if any, with causes external to the secondary markets of the Fund's units or shares, such as, among other things, an event affecting the liquidity and the valuation of all or part of the components of the Benchmark Index;

- Analysis of any other objective factor that may affect the equal treatment of the Fund's unitholders and/or their interests.

As an exception to the provisions on fees mentioned in the "Subscription and redemption fees (applicable solely to primary market trading)" section, the unit redemption transactions carried out in this case in the primary market shall only be subject to a redemption fee of 1% maximum payable to the Fund and intended to cover the costs related to the transaction paid by the Fund.

In such exceptional primary market opening cases, the Management Company will post on its website amundietf.com the procedure to be followed by investors wishing to redeem their units in the primary market. The Management Company will also provide said procedure to the stock market operator that lists the Fund's units.

- **Date and frequency of NAV calculation:**

Daily

- **Place and methods of publication or communication of the net asset value:**

The net asset value of each unit category is calculated and published each day when the Euronext Paris listing market is open or if one of the markets on which the Fund is listed for trading is open (in particular the Borsa Italiana, the Deutsche Börse, the London Stock Exchange and the SIX Swiss Exchange), with the exception of days upon which the markets listing the assets that make up the index are closed, provided that the orders placed on the primary and secondary markets can be covered.

The net asset value of each Fund unit category is available on request to the Management Company and on its website www.amundietf.com.

Furthermore on the days the NAV is published, an Indicative Net Asset Value (see “Indicative Net Asset Value” section) in euros will be published by Euronext Paris.

- **Costs and Fees:**

- **<u>Subscription and redemption fees: :</u>**

Subscription and redemption fees increase the subscription price paid by the investor, while redemption fees *decrease the redemption price. Fees are retained by the Fund to compensate for its costs incurred in investing or liquidating the assets. Fees not paid to the Fund revert to the Management Company, the distributor, etc.*

- On the primary market:

Fees payable by the investor, deducted when subscriptions or redemptions are made	Basis	Rate
Subscription fee not retained by the Fund	Net asset value X number of units	3% on each cash subscription
Subscription fee not retained by the Fund	Net asset value X number of units	None
Subscription fee not retained by the Fund	Net asset value X number of units	3% on each cash subscription
Subscription fee not retained by the Fund	Net asset value X number of units	None

Exemption from fees:
The Management Company and BNP Paribas Arbitrage and BNP Paribas SA are exempt from paying subscription fees not retained by the Fund or redemption fees not retained by the Fund.

The nature of these fees is detailed in the section describing subscription and redemption arrangements.

- On the secondary market:

Purchases and sales on the secondary market do not incur any subscription or redemption fees. Orders for the purchase or sale of units may be placed in any market where the Fund is traded, through an approved broker. Nevertheless, placing a stock market order will trigger costs over which the Management Company has no influence (e.g. broker's commission on stock-market orders to buy or sell units charged by the investor's broker).

The distribution of this Prospectus, and the purchase or sale of Fund units, may be subject to restrictions in certain countries, as may the purchase or sale Fund units. This Prospectus is not an offer or solicitation by any person in any country where such offer or solicitation would be illegal or where the person making it would not meet the applicable statutory conditions or directed to any person to whom it would be illegal to make such a solicitation.

- **Administrative and management fees: :**

These fees cover all expenses billed directly to the Fund, except for transaction costs. Transaction costs include intermediary costs (broker's fees, etc.) and the turnover commission, if any, that might be charged by the Depositary and the Management Company.

The following fees may be charged on top of the operating and management fees when they are provided for in detail:
- *performance fees. These reward the Management Company when the Fund exceeds its objectives. They are therefore billed to the Fund;*
- *turnover commissions billed to the Fund.*

For more details of the fees actually billed to the Fund, refer to the key investor information document.

Fees charged to the Fund	Basis	Rate structure
Actual fixed rate	Net assets	0.25% including tax

Administrative and management fees will be charged directly to the Fund's income account.

The following costs may be added to the fees charged to the Fund, as detailed above:

- Exceptional legal costs related to recovery of the debts of the Fund;
- Costs related to fees payable by the Management Company to the AMF in connection with managing the Fund.

- **Commission in kind:**

The Management Company receives no commission in kind either for itself or for third parties.

Warning:
The tax treatment applicable to amounts distributed by the Fund or to its unrealised or realised capital gains or losses depends on the tax laws applicable to the individual investor's tax position and country of tax residence and/or on the jurisdiction in which the Fund holds assets.
Some income distributed by the Fund to unitholders residing outside France may be subject to withholding tax in France. We recommend that you consult your tax adviser on this issue.

Investors should also note that the Investment Income Taxation Directive specifies certain tax obligations taxation for Fund representatives and agents and on certain unitholders.
Other regulations specifying similar obligations may be introduced in jurisdictions outside the European Union. In principle, under that Directive, and potentially under comparable regulations that might be adopted elsewhere, the payment of interest (which may include the proceeds of the sale, redemption or repurchase of Fund units by certain unit-holders) may in certain circumstances be disclosed to the local tax authorities.

Investors are invited to refer to the Fund's Annual Report for further information.

IV. COMMERCIAL INFORMATION

Unitholders are informed of any changes affecting the Fund in accordance with the procedures defined by the French Market Regulator (Autorité des Marchés Financiers, AMF): individual information or by any other method (financial notice, interim report, etc.).

Financial notices may be published in the press and/or on the website amundietf.com in the News section.

The Prospectus for the Fund, the latest annual and periodic documents, and the NAV of each category of units shall be sent, within one week, on written request from the investor to :
Amundi Asset Management - Amundi ETF - 90 boulevard Pasteur - CS 21 564 - 75730 PARIS cedex 15

The Management Company provides investors with information on how the criteria for compliance with social, environmental and governance quality objectives are taken into account in its investment policy on its website at amundi.com and, in the Fund's annual report.

The transparency policy is available on request from the Management Company and on its website amundietf.com and information about the asset composition of the Fund is available on request from the Management Company and on its website amundietf.com where it is published with a delay of at least three stock market days.
In addition, the Management Company may directly or indirectly send the breakdown of Fund assets to unitholders who are classified as professional investors by the ACPR, the AMF or equivalent European authorities, for the sole purpose of calculating regulatory requirements under the Solvency II Directive. This data will be sent, if applicable, within a period of no less than 48 hours after publication of the net asset value.

Further details are available from the Management Company and at amundietf.com.

- **Indicative net asset value:**

The indicative net asset value ("iNAV") is published by the stock exchange during trading hours on every day the Fund's NAV can be calculated and published.

A Trading Day is a business day on which the Fund's NAV can be calculated and published.

The iNAV is the Fund's instantaneous theoretical market value at a given moment, used as a reference price by market-makers and day traders. It is calculated for each market in which the Fund units are listed and traded.

The iNAV is automatically and continuously updated throughout the days when Fund units are listed for trading.

In case of closure of one or more stock exchanges on which the securities included in the MSCI Spain Index are listed (e.g. for a public holiday as defined in the Target calendar), when the iNAV cannot accordingly be calculated, trading in both Fund unit categories may be suspended.

On Euronext Paris, the "iNAV" is published every 15 seconds throughout the Paris trading session (09:00 to 17:35). The "iNAV" history is published continuously on the Euronext Paris website (euronext.com) and by most financial information providers (Reuters, Bloomberg and others).

Reservation thresholds are set by applying a 1.5% variation on either side of the iNAV of Fund units, as published by Euronext Paris SA. These are updated during each trading session on an estimate basis according to variation of the MSCI Spain Index.

V. INVESTMENT RULES

The Fund shall comply with the investment rules laid down by European Directive 2009/65/EC of 13 July 2009. The Fund will comply with the legal ratios decreed by the French Monetary and Financial Code - Regulatory Part.

The legal investment rules applicable to the Fund are those which govern coordinated UCITS, up to 10% of whose assets are invested in other UCI, as well as those which are applied to its AMF classification - "Eurozone country equities".

The main financial instruments and management techniques used by the Fund are listed in Chapter III.2 "Special Provisions" of the Prospectus. Amendments to the French Monetary and Financial Code will be taken into consideration by the Management Company in managing the Fund as soon as they are implemented.

AMUNDI ETF MSCI SPAIN UCITS ETF (THE "FUND") IS NOT SPONSORED, ENDORSED, SOLD OR PROMOTED BY MSCI INC. ("MSCI"), ANY OF ITS AFFILIATES, ANY OF ITS INFORMATION PROVIDERS OR ANY THIRD PARTY INVOLVED IN, OR RELATED TO, COMPILING OR CREATING ANY MSCI INDEX (COLLECTIVELY, THE "MSCI PARTIES"). THE MSCI INDICES ARE THE EXCLUSIVE PROPERTY OF MSCI AND ARE SERVICE MARKS OF MSCI OR ITS AFFILIATES. THE MSCI INDICES HAVE BEEN LICENSED FOR USE FOR CERTAIN PURPOSES BY AMUNDI ASSET MANAGEMENT. NONE OF THE MSCI PARTIES MAKES ANY REPRESENTATION OR WARRANTY,EXPRESS OR IMPLIED, TO THE ISSUER OR OWNERS OF THIS FUND OR ANY OTHER PERSON OR ENTITY REGARDING THE ADVISABILITY OF INVESTING IN FUNDS GENERALLY OR IN THIS PARTICULAR FUND OR THE ABILITY OF ANY MSCI INDEX TO TRACK CORRESPONDING STOCK MARKET PERFORMANCE. MSCI OR ITS AFFILIATES ARE THE LICENSORS OF CERTAIN TRADEMARKS, SERVICE MARKS AND TRADE NAMES AND OF THE MSCI INDICES WHICH ARE DETERMINED, COMPOSED AND CALCULATED BY MSCI WITHOUT REGARD TO AMUNDI ASSET MANAGEMENT, THIS FUND OR THE UNITHOLDERS OF THIS FUND OR TO ANY OTHER PERSON OR ENTITY. NONE OF THE MSCI PARTIES HAS ANY OBLIGATION TO TAKE THE NEEDS OF AMUNDI ASSET MANAGEMENT, THE UNITHOLDERS OF THIS FUND OR ANY OTHER PERSON OR ENTITY INTO CONSIDERATION IN DETERMINING, COMPOSING OR CALCULATING THE MSCI INDICES. NONE OF THE MSCI PARTIES IS RESPONSIBLE FOR OR HAS PARTICIPATED IN DETERMINATION OF THE TIMING OF, PRICES AT, OR QUANTITIES OF THIS FUND TO BE ISSUED OR IN THE DETERMINATION OR CALCULATION OF THE EQUATION BY OR THE CONSIDERATION INTO WHICH THIS FUND IS REDEEMABLE. FURTHERMORE, NONE OF THE MSCI PARTIES HAS ANY OBLIGATION OR LIABILITY TO THE ISSUER OR OWNERS OF THIS FUND OR ANY OTHER PERSON OR ENTITY IN CONNECTION WITH THE ADMINISTRATION, MARKETING OR OFFERING OF THIS FUND.

ALTHOUGH MSCI SHALL OBTAIN INFORMATION FOR INCLUSION IN OR FOR USE IN THE CALCULATION OF THE MSCI INDICES FROM SOURCES THAT MSCI CONSIDERS RELIABLE, NONE OF THE MSCI PARTIES WARRANTS OR GUARANTEES THE ORIGINALITY, ACCURACY AND/OR THE COMPLETENESS OF ANY MSCI INDEX OR ANY DATA INCLUDED THEREIN. NONE OF THE MSCI PARTIES MAKES ANY WARRANTY, EXPRESS OR IMPLIED, AS TO THE RESULTS TO BE OBTAINED BY THE ISSUER OF THE FUND, OWNERS OF THE FUND, OR ANY OTHER PERSON OR ENTITY, FROM THE USE OF ANY MSCI INDEX OR ANY DATA INCLUDED THEREIN. NONE OF THE MSCI PARTIES SHALL HAVE ANY LIABILITY FOR ANY ERRORS, OMISSIONS OR INTERRUPTIONS OF OR IN CONNECTION WITH ANY MSCI INDEX OR ANY DATA INCLUDED THEREIN. FURTHERMORE, NONE OF THE MSCI PARTIES MAKES ANY EXPRESS OR IMPLIED WARRANTIES OF ANY KIND, AND THE MSCI PARTIES HEREBY EXPRESSLY DISCLAIM ALL WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE, WITH RESPECT TO EACH MSCI INDEX AND ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL ANY OF THE MSCI PARTIES HAVE ANY LIABILITY FOR ANY DIRECT, INDIRECT, SPECIAL, PUNITIVE, CONSEQUENTIAL OR ANY OTHER DAMAGES (INCLUDING LOST PROFITS) EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

VI. GLOBAL RISK

Commitment calculation method.

VII. ASSET VALUATION AND ACCOUNTING RULES

▶ Principle

General accounting conventions are applied in compliance with the following principles:

- continuity of trading,
- consistency of accounting methods from one year to the next,
- independent financial years.

The standard method for recognising assets in the accounts is the historic cost method, except for portfolio valuation.

▶ Asset valuation rules

The net asset value per unit is calculated in accordance with the following valuation rules:

- Securities traded in a regulated market (French or foreign), are valued at market price. Market price valuation is carried out under conditions specified by the Management Company. Securities contributed to or held by the Fund are valued at their latest market price.

- Differences between the market prices used to calculate the NAV and the historic cost of the securities in the portfolio are recognised in an account "Estimation Differences".

However:

- Securities for which a price has not been recorded on the valuation date or for which the price has been corrected, are valued at their probable trading value as estimated by the Management Company. The Independent Auditor is informed of these valuations and their justification when conducting audits.

- Except in the case of major transactions, negotiable debt instruments and similar securities are valued using an actuarial method; the rate used is the rate of equivalent securities issues adjusted, when necessary, by a difference that is representative of the intrinsic features of the security issuer. However, negotiable debt instruments with a residual maturity of three months or less will be valued according to the linear method unless they are particularly volatile. The procedures for the application of these rules are set by the Management Company. In accordance with the instructions of the French Market Regulator (AMF), negotiable debt instruments (other than Treasury Notes) are valued as indicated below:

    - short-term securities (3 months or less): valued at cost price, with any discount or premium spread over their remaining life;
    - securities with more than 3 months but not more than one year to maturity: valued at the Euribor rate published in the Official List, plus or minus a margin, based on the reputation of the issuer;
    - securities with over 1 year to maturity: valued at the equivalent BTAN rate, plus or minus a margin, based on the reputation of the issuer.

- Treasury notes are valued at the market rate, provided daily by Banque de France.

- UCITS units or shares are valued at the last known net asset value.

- Securities not traded in a regulated market are valued by the Management Company at their likely trading value. Their valuation is based on their assets and yield, taking into account the prices used in recent major transactions.

- Transferable securities covered by a temporary disposal or acquisition contract are valued in accordance with the legislation in force, and the methods used are determined by the Management Company.

Securities received under repurchase agreements are entered in the purchase portfolio as "Receivables representing securities received under repurchase agreements" at the value stipulated in the contract, plus interest receivable. However, if their maturity exceeds 3 months, these securities are valued at the current value of the contract (market value).

Securities surrendered under repurchase agreements are entered in the purchase portfolio and valued at market price. Interest receivable and payable for repurchase transactions is calculated pro rata. Liabilities representing securities lent under repurchase agreements are posted in short portfolios at the value set forth in the agreement, plus any accrued interest due. On settlement, the interest received and paid is shown as debt revenues. However, if their maturity exceeds 3 months, these securities are valued at the current value of the contract (market value).

Loaned securities are valued at market price. The consideration received for the loan is recorded as debt revenues. Accrued interest is included in the market value of the loaned securities.

- Transactions on firm forward financial agreements or options traded in organised markets (French or foreign) are valued at market value according to procedures specified by the Management Company. Contracts on forward markets are valued at the settlement price.

Valuation of financial collateral:
Collateral is valued daily at market price (mark-to-market method). The discounts that may be applied to the collateral received will take into account the credit quality, the price volatility of the securities and the results of the stress tests performed. Margin calls are made daily, unless otherwise stipulated in the framework contract covering these transactions or if the Management Company and the counterparty have agreed to apply a trigger threshold.

- Firm forward transactions, options or currency transactions on OTC markets as authorised under the laws and regulations governing UCITS are valued at market value or at a value according to procedures specified by the Management Company. Interest rate and/or currency swap contracts are valued at their market value based on the price calculated by discounting future cash flows (principal and interest), at the market interest rates and/or currency rates. This price is adjusted for credit risk.

▶ Accounting method

Securities entering or leaving the portfolio are booked excluding costs.

Revenues are accounted for when received.

Revenues consist of:
- income from securities,
- dividends and interest received on foreign securities, at the foreign currency rate,
- cash proceeds in foreign currency, loan income, and revenue from lending of securities and other investments.

The following deductions are made from these revenues:
- management fees,
- financial expenses and charges on the lending and borrowing of securities and other investments.

Off-Balance Sheet commitments:

Firm forward contracts are entered, for their market value, as Off-Balance Sheet commitments at the settlement price. Options are converted into their underlying equivalent asset. OTC interest rate swaps are valued on the basis of the nominal value, plus or minus the corresponding estimation difference.

▸ Equalisation account

Income Equalisation accounts ensure fair allocation of income among unit-holders, regardless of the subscription or redemption date.

VIII - REMUNERATION

The Management Company has adopted the remuneration policy of the Amundi group, to which it belongs.

The Amundi group has implemented a remuneration policy adapted to its organisation and its activities. This policy is designed to regulate practices regarding the different remunerations of employees authorised to make decisions, exercise control functions or take risks within the group.

This compensation policy has been defined with regard to the Group’s economic strategy, objectives, securities and interests, to the management companies which are part of the group, to the UCITS managed by the Group’s companies and their unitholders. The objective of this policy is to discourage excessive risk-taking by specifically running contrary to the risk profile of the UCITS managed.

Furthermore, the management company has implemented suitable measures to prevent conflicts of interest.

The remuneration policy is adopted and overseen by the Board of Directors of Amundi, the parent company of the Amundi group.

The remuneration policy is available on the amundi.com website or free of charge upon written request from the Management Company.

Prospectus updated on: February the 1st, 2019

REGULATIONS
Mutual Fund
AMUNDI ETF MSCI SPAIN UCITS ETF

SECTION 1 – ASSETS AND UNITS

Article 1 – Joint-ownership units

The joint ownership rights are expressed as units, each unit corresponding to an identical share of the assets of the Fund (the "**Fund**"). Each unitholder is entitled to joint-ownership of the Fund's assets in proportion to the number of units held.
The term of the Fund is 99 years from its launch, unless it is wound up early or extended pursuant to these Regulations.

The features of the various categories of unit and their access conditions are set out in the Fund's Key Investor Information Document and Prospectus.

The different unit classes may:

- Have different arrangements for allocating revenue: (distribution or accumulation);
- Be denominated in different currencies;
- Incur different management fees;
- Be subject to different subscription and redemption fees;
- Have different nominal values;
- Be systematically hedged against risk, either partially or in full, as set out in the Prospectus. The hedging process is performed using financial instruments that reduce the impact of the hedging transactions for the Fund's other unit classes to a minimum;
- Be reserved for one or several distribution networks.

Grouping or subdivision of units is allowed.

The Management Company's governing body may, at its sole discretion, divide units by creating new units which are allocated to unitholders in exchange for existing units.

Article 2 – Minimum level of assets

Units may not be redeemed if the Fund's assets fall below the amount set out in the Regulations; should this happen, and unless the asset value has in the meantime increased above this threshold, the Management Company shall take steps to merge or unwind the relevant Fund within thirty days or it shall take one of the actions set out in Article 411-16 of the French Market Regulator 's (AMF) General Regulations (transfer of UCITS).

Article 3 – Issue and redemption of units

Units can be issued at any time at the request of the bearers. They will be issued at their net asset value plus, where applicable, the subscription fee.

Redemptions and subscriptions are carried out under the terms and conditions set out in the Fund's prospectus and key investor information document.

Fund units may be listed for trading in compliance with applicable laws and regulations.

Subscriptions must be paid up in full on the day of the net asset value calculation. They may be paid in cash and/or securities. The Management Company has the right to refuse the securities offered, provided it informs the purchaser of its decision within seven days of their remittance. If accepted, contributed securities shall be measured according to the rules set out in Article 4, and the subscription shall take place based on the first net asset valuation following the acceptance of the securities concerned.

Redemptions may be made in cash and/or in kind. If a redemption in kind corresponds to a representative proportion of the assets in the portfolio, then the Fund or the Management Company only needs to obtain the written signed agreement of the outgoing unitholder. If the redemption in kind does not correspond to a representative proportion of the assets in the portfolio, all holders must give their written agreement authorising the outgoing unitholder to redeem their units against certain specific assets, as explicitly set out in the agreement.
By way of exception to the foregoing, if the Fund is an ETF, redemptions on the primary market may, with the agreement of the Management Company and in accordance with the best interests of unitholders, be made in kind under the conditions set out in the Fund’s prospectus or regulations. The assets will then be issued by the issuing account holder, in accordance with the terms and conditions set out in the Fund’s prospectus.
In general, redeemed assets are valued according to the rules set out in Article 4 and redemption in kind is conducted on the basis of the first net asset value following acceptance of the securities in question.

Redemptions shall be settled by the issuing account holder within a maximum of five days following the unit’s valuation.

If however, under exceptional circumstances, the reimbursement requires the prior sale of Fund assets, this period may be extended but shall not exceed 30 days.

Except in the event of inheritance or a living gift, the disposal or transfer of units between unitholders, or from unitholders to a third party will be considered as a redemption followed by a subscription. If a third party is involved, the amount of the disposal or the transfer must, if applicable, be made up by the beneficiary in order to reach the minimum subscription level required by the prospectus and the key investor information document.

Pursuant to Article L. 214-8-7 of the French Monetary and Financial Code, the redemption of units by the Fund, like the issuance of new units, may be temporarily suspended by the Management Company when exceptional circumstances require it and the interest of the unitholders demands it.

If the net asset value of the Fund is less than the amount specified by the Regulations, no further units may be redeemed.

Minimum subscription conditions may apply as stipulated in the Fund’s prospectus.

The Fund may temporarily or permanently, completely or partially cease to issue units pursuant to the third paragraph of Article L. 214-8-7 of the French Monetary and Financial Code in situations that objectively require the closure of subscriptions, such as when the maximum number of units has been issued, a maximum amount of assets has been reached, or a specific subscription period has expired. The triggering of this mechanism will be notified by any means to existing holders regarding its activation, the threshold and the objective situation that led to the decision to partially or completely close subscriptions. In the event of a partial closure, this notification by any means will specify explicitly the arrangements under which existing unitholders may continue to subscribe for the duration of the partial closure. Unitholders will also be notified by any means of the decision by the Fund or the Management Company either to cease the complete or partial closure of subscriptions (when they pass below the trigger threshold), or to continue it (in the event of an adjustment to the threshold or a change in the objective situation that led to the activation of the mechanism). A change in the objective situation or the trigger threshold for the mechanism must always be made in the best interests of unitholders. The notification by any means will state the precise reasons for such changes.

Clauses resulting from the U.S. Dodd-Frank Act:

The Management Company may limit or prevent the direct or indirect holding of Fund units by any person who is a “Non-Eligible Person” as defined below.

A Non-Eligible Person is:

- a U.S. Person as defined in U.S. Regulation S of the Securities and Exchange Commission ("SEC"); or
- any other person (a) who seems to be directly or indirectly in violation of the laws and regulations of any country or any government authority, or (b) who may, according to the Fund's Management Company, cause damage to the Fund that it would not otherwise have suffered or incurred.

Management Company may:

(i) refuse to issue any unit if it seems that as a result of such issuance, said units would or could be held directly or indirectly by or on behalf of a Non-Eligible Person;

(ii) at any time request that a person or entity whose name is listed in the unitholders' registry provide it with information, and a statement to that effect, indicating that such person would deem necessary to determine whether the actual beneficiary of the units is a Non-Eligible Person or not; and

(iii) carry out, within a reasonable timeframe, a mandatory redemption of all the [units/shares] held by a unitholder/shareholder if it seems that the latter is (a) a Non-Eligible Person and, (b) such person is the sole or joint beneficiary of the units. During such timeframe, the actual beneficiary of [the units/shares] may present comments to the competent body.

The mandatory redemption will be carried out at the latest known net asset value less, if applicable, any applicable costs, fees and dues, that will remain payable by the Non-Eligible Person.

Article 4 – NAV calculation

The NAV of the units is calculated in accordance with the valuation rules set out in the prospectus.

Contributions in kind may only consist of the securities, currencies or contracts that are eligible for the Fund; contributions and redemptions in kind are valued using the same valuation rules as for the calculation of the Fund’s NAV.

SECTION 2 - FUND OPERATIONS

Article 5 - The Fund Manager

The Fund is managed by the Management Company in accordance with the guidelines defined for the Fund.

The Management Company will, at all times, act on behalf of the unitholders and it alone is entitled to exercise the voting rights attached to the securities included in the Fund.

Article 5a – Operating rules

The instruments and deposits eligible to form part of the Fund’s assets are described in the Prospectus, as are the investment rules.

Article 5b – Listing for trading on a regulated market and/or multilateral trading facility

Units may be listed for trading on a regulated market and/or multilateral trading facility in accordance with prevailing regulations. If the Fund whose units are listed for trading on a regulated market has a management objective based on an index, the Fund shall have set up a mechanism to ensure that the price of its units does not significantly differ from its net asset value.

Article 6 - Depositary

The Depositary performs the duties for which it is responsible by application of the legal and regulatory provisions in force and those contractually entrusted to it by the Management Company. It must ensure that decisions taken by the Management Company are lawful. As applicable, it shall take any prudential measures that it deems useful. It is required to notify the French Market Regulator (AMF) of any disputes with the

Management Company.

Article 7 – Independent Auditor

The governing body of the Management Company appoints an Independent Auditor for a term of six financial years, after obtaining the agreement of the AMF.
It certifies that the accounts are true and fair.
The Independent Auditor's appointment may be renewed.

The Independent Auditor is required to notify the AMF as soon as is practicable of any fact or decision concerning the undertaking for collective investment in transferable securities of which the Independent Auditor has become aware in the performance of the audit and that might:
1. Constitute a breach of the legal or regulatory provisions applicable to such undertaking and that may have a material effect on its financial position, earnings or assets;
2. Adversely affect the conditions or the continuity of its operations;
3. Lead to the expression of reservations or refusal to certify the financial statements.
Asset valuations and the determination of exchange rates used in currency conversions, mergers or demergers shall be audited by the Independent Auditor.
They will assess any contribution or redemption in kind under their own responsibility, with the exception of ETF redemptions in kind on the primary market.
It shall verify the composition of the assets and other items prior to publication.

The Independent Auditor's fees shall be set by mutual agreement between the former and the governing body of the Management Company in accordance with a schedule of work specifying the measures deemed necessary.
The Independent Auditor shall certify the circumstances underlying any interim dividend distributions.

Article 8 – Report and accounts

At the each financial year-end, the Management Company prepares summary accounts and a report on the management of the Fund during the year ended.

The Management Company is required to prepare at least half-yearly and under the oversight of the Depositary, the inventory of the Fund's assets. All the documents listed above are audited by the Independent Auditor.

The Management Company shall hold these documents for consultation by the unitholders for a period of four months from the financial year-end and shall notify the unitholders of the amount of income attributable to them: these documents are either sent by post at the express request of the unitholders, or made available to them at the Management Company's offices.

SECTION 3 – ALLOCATION OF DISTRIBUTABLE SUMS

Article 9

The distributable sums consist of:
1° The net profit plus any amounts carried forward and plus/minus the balance of income accruals;
2. Realised capital gains, net of fees, less any realised capital losses, net of fees recorded during the financial year, plus any net capital gains of the same nature recorded during prior financial years which have not been distributed or accumulated and plus/minus the balance of capital gains accruals.
The sums mentioned under 1° and 2° may be distributed, in whole or in part, independently from one another.
Distributable sums are paid out within a maximum of 5 months following the fiscal year-end.
The Fund's net income is equal to the sum of interest income, arrears, bonuses and awards, dividends, directors' fees, as well as all income arising from the securities that make up the Fund's portfolio, plus the income from amounts available on a temporary basis and minus management fees and interest on loans.
The Management Company determines the allocation of any distributable income.

For each class of units, as applicable, the Fund may select for each of the sums mentioned under 1 and 2 one

of the following options:
Full accumulation: distributable sums will be fully accumulated, with the exception of those amounts which are subject to compulsory distribution by law;
Full distribution: distributable amounts are fully distributed, to the nearest rounded figure;
For Funds which prefer to maintain the freedom to capitalise and/or distribute and/or carry forward any distributable sums, the Management Company decides each year how to allocate each of the amounts listed under 1 and 2.
If applicable, the Management Company may decide, during the fiscal year, to pay one or more interim dividends within the limits of the net income of each of the amounts mentioned under 1 and 2 recognised as at the date of the decision.
The specific terms of allocation of income are described in the Prospectus.

SECTION 4 - MERGER - DEMERGER - DISSOLUTION - LIQUIDATION

Article 10 – Merger – Demerger

The Management Company may contribute part or all of the Fund's assets to another UCITS managed by it or may split the Fund into two or more other mutual funds which it shall then manage.
bearers must be advised of future mergers or demergers one month in advance. After each transaction, new certificates will be issued stating the number of units held by each unit-holder.

Article 11 – Dissolution – Extension

If the Fund's assets remain below the minimum level set in Article 2 for thirty days running, the Management Company shall notify the French Market Regulator (AMF) and then either arrange a merger with another mutual fund or wind up the Fund.

The Management Company may wind up the Fund early; it shall notify the unitholders of such decision and of the date after which subscription or redemption shall no longer be accepted.

The Management Company will wind up the Fund if it receives a request to redeem all its assets, if the Depositary ceases to operate and no other Depositary has been appointed, or on expiry of its term, if it is not extended.

The Management Company shall notify the French Market Regulator (AMF) by post of the winding-up date and procedure selected. It will then send the statutory auditors' report to the French Market Regulator (AMF).

The Management Company may decide, with the Depositary's consent, to extend the Fund's term. The decision must be taken at least three months before expiry of the Fund's anticipated term and the unitholders and the French Market Regulator (AMF) must be notified of such decision.

Article 12 – Liquidation

In the event of dissolution, the Management Company or the person nominated to that effect will act as liquidator; failing that, a liquidator will be appointed by the court of law at the request of any interested party. To this end, the Management Company, or the depositary where applicable, will be granted the broadest powers to sell the assets, pay off any creditors and distribute the available balance among the unitholders in the form of cash or securities.

The statutory auditor and the depositary will continue to perform their duties until the liquidation is complete.

SECTION 5 - DISPUTES

Article 13 – Jurisdiction – Election of domicile

Any disputes relating to the Fund that arise during the Fund's lifetime or during its liquidation, either among the unitholders or between the unitholders and the Management Company or the Depositary, shall be brought before the competent courts.

Regulations updated on: February the 1st, 2019

ADDITIONAL INFORMATION FOR INVESTORS IN THE UNITED KINGDOM

A. General

AMUNDI ETF MSCI SPAIN UCITS ETF (the "**Fund**") is an unincorporated collective investment scheme established under French law as a *Fonds Commun de Placement* (*FCP*). The investment manager of the Fund is Amundi Asset Management (the "**Management Company**").

This supplement forms part of and should be read in conjunction with the Fund's key investor information document (the "KIID") and the prospectus incorporating the Fund's detailed memorandum and the Fund's governing rules, as such documents may be amended or supplemented from time to time (the "Prospectus"). References to the KIID and the Prospectus are to be taken as references to those documents as supplemented or amended hereby. In addition, words and expressions defined in the Prospectus, unless otherwise defined below, shall bear the same meaning when used herein.

The Fund is a recognised collective investment scheme within the meaning of Section 264 of the UK Financial Services and Markets Act 2000 (the "**FSMA**") and Fund units may be promoted to investors in the United Kingdom by persons who are authorised persons for the purposes of the FSMA.

B. Facilities Agent

Amundi Asset Management, London branch (the "**Facilities Agent**") has been appointed, pursuant to an agreement with the Management Company, to act as the facilities agent for the Fund in the UK and it has agreed to provide certain facilities at the address mentioned below in respect of the Fund. The Facilities Agent shall receive such fees as may be determined from time to time between the Management Company and the Facilities Agent.

C. Documents Available for Inspection

The English language KIID and Prospectus (or either of its constituents i.e. the detailed memorandum and the Fund's governing rules) and the most recently published annual and half yearly reports relating to the Fund may be inspected free of charge and copies of them obtained (free of charge) from the Facilities Agent at the address mentioned below.

D. Prices and Redemption

Information regarding the price of Fund units may be obtained from the Facilities Agent at the address mentioned below, from the Management Company and via the website amundietf.com.

Investors may sell their Fund units on the London Stock Exchange at a price not significantly different from the net asset value. Further information regarding the redemption of Fund units can be obtained from the Facilities Agent.

E. Complaints

Complaints about the operation of the Fund may be submitted to the Management Company directly or through the Facilities Agent to the following address:

Amundi, London branch
41 Lothbury
London EC2R 7HF
England

If a complaint is not resolved to an investor's satisfaction, the investor may be entitled to refer it to the Financial Ombudsman Service at South Quay Plaza, 183 Marsh Wall, London E14 9SR, UK. Investors will be informed of any rights they may have in this regard when a complaint is responded to.

F. Compensation

The activities of the Management Company are not covered by the Financial Services Compensation Scheme.

G. Cancellation

With respect to the Management Company, investors in the Fund will have no right to cancel or withdraw from an investment in the Fund.