

Paris, 29-January-2024

Dear Sir/Madam,

Thank you for including in your portfolio one or more shares of the **Amundi Prime USA** sub-fund.

The ETF Share Classes of your sub-fund will be consolidated on 6-March-2024 with the Amundi Prime USA UCITS ETF, a sub-fund of Amundi ETF ICAV. In concrete terms, this means that you will hold shares in the **Amundi Prime USA UCITS ETF** sub-fund to replace your shares in the Amundi Prime USA.

The details of this operation are explained in the attached document titled "Notice to shareholders: Amundi Prime USA". This notice, which has been approved by the CSSF, provides all the information required for these operations by the regulations in force. This full and accurate document allows you to familiarize yourself with the potential implications of this operation for your investment. We therefore recommend that you read it carefully.

Your usual financial adviser will be glad to provide any additional information you may require.

For further information, please contact client services on (+352) 26 86 80 80 or via e-mail at info@amundi.com.

Yours faithfully,

AMUNDI ASSET MANAGEMENT
Benoit Sorel
Director – ETF, Indexing & Smart Beta

Amundi Index Solutions
Société d'investissement à capital variable
Registered Office: 5, allée Scheffer, L-2520 Luxembourg,
Grand Duchy of Luxembourg
R.C.S. Luxembourg B206810
(the « **Company** »)

Luxembourg, 29 January 2024

NOTICE TO SHAREHOLDERS: Amundi Prime USA

**Consolidation of Shares of
“Amundi Prime USA” (the “Original Sub-Fund”) into “Amundi Prime USA UCITS
ETF” (the “Receiving Sub-Fund”)**

What this notice includes:

- **Explanatory letter** of the proposed consolidation
 - **Appendix I:** Key differences and similarities between the Original Sub-Fund and the Receiving Sub-Fund
 - **Appendix II:** Comparison of the features of the transferred share class(es) of the Original Sub-Fund and the corresponding receiving share class(es) of the Receiving Sub-Fund
 - **Appendix III:** Timeline for the proposed Consolidation
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Dear Shareholder,

As part of the ongoing review of the product range competitiveness and client interest assessment, based on the provisions of Article 31 of the Original UCITS's articles of incorporation, it has been decided to consolidate:

- (1) The Exchange Traded Fund (ETF) share classes described in Appendix II (the “**Transferred ETF Share Classes**”), which you may own in Amundi Prime USA, a sub-fund of the Company (the “**Original UCITS**”);

with

- (2) The share classes described in Appendix II of Amundi Prime USA UCITS ETF; a sub-fund of Amundi ETF ICAV an Irish UCITS collective asset-management vehicle established as an umbrella fund with segregated liability between its sub-funds and registered under the Irish Collective Asset management Vehicles Act 2015 having its registered office at One George's Quay Plaza, George's Quay, Dublin 2, Ireland, registered under the laws of Ireland with number C461194 and duly authorised by the Central Bank of Ireland (the “**Receiving UCITS**”),

(the “**Consolidation**”).

This notice is issued and sent to you to provide appropriate and accurate information on the Consolidation to enable you to make an informed judgement of the impact of the Consolidation on your investment.

Please note that the Consolidation will be processed automatically on the date indicated in Appendix III (the “**Consolidation Effective Date**”). It is not subject to your prior approval, vote or consent.

If you do not wish to participate to the Consolidation however, you can request the redemption of your Transferred ETF Share Classes in accordance with paragraph C. of this notice. Otherwise, your Transferred ETF Share Classes will automatically be converted into shares of the Receiving Sub-Fund of which you will become shareholder as from the Consolidation Effective Date in accordance with the terms and conditions of this notice.

Please note that, if you become shareholder of the Receiving Sub-Fund, as from the Consolidation Effective Date any claim or query related to your rights or obligations as shareholder of Amundi ETF ICAV will be submitted to the Irish courts.

Please take a moment to review the important information below. Should you have any question with respect to this notice or the Consolidation, please contact your financial advisor. Alternatively, you may also contact the management company of the Company by mail sent at:

Amundi Luxembourg S.A.
5, Allée Scheffer,
L-2520 Luxembourg
Grand Duchy of Luxembourg

Yours faithfully,

The Board

A. Comparison between the Original Sub-Fund and the Receiving Sub-Fund and Impact on Shareholders

The Original Sub-Fund and the Receiving Sub-Fund both are compartments of undertakings for collective investment in transferable securities (UCITS) of Amundi group. Although they are not domiciled in the same European jurisdiction and are not supervised by the same regulatory authority, they are subject to European Union harmonized UCITS legislation and offer similar protection to investors. The Receiving UCITS and the Original UCITS both exist under a form of public limited company qualifying as an investment company with variable capital and generally offer similar shareholders rights to their respective shareholders.

The Receiving Sub-Fund has been set-up for the purposes of the Consolidation and thus replicates, subject to some adjustments, the Original Sub-Fund. As further detailed in Appendix I, the Original Sub-Fund and the Receiving Sub-Fund share similar key features such as management process, target asset class, geographical exposures and maximum level of fees, but differ in some respect notably in terms of service providers. Both the Original Sub-Fund and the Receiving Sub-Fund seek to provide exposure to the same index, as further described in the table below.

It should also be noted that the Receiving Sub-Fund has adopted the International Central Securities Depository ("ICSD") settlement structure for the settlement of trading in its shares. Under the ICSD settlement structure, the aggregate holdings of all investors will be evidenced by a global share certificate and the sole registered holder of all shares in the Receiving Sub-Fund will be a nominee of the common depository. Under the ICSD settlement structure, investors who are not participants in the ICSD will need to use a broker, nominee, custodian bank or other intermediary which is a participant in the ICSD settlement structure to trade and settle shares. The chain of beneficial ownership in the ICSD settlement structure may therefore be similar to existing nominee arrangements under the settlement model adopted by the Original Sub-Fund.

This Consolidation would result in better economies of scale in the long term and greater levels of operational efficiency, both of which should benefit to shareholders of the Transferred ETF Share Classes on the longer term.

	Original Sub-Fund Amundi Prime USA	Receiving Sub-Fund Amundi Prime USA UCITS ETF
UCITS home Member State	Luxembourg	Ireland
UCITS supervisory authority	<i>Commission de Surveillance du Secteur Financier (CSSF)</i>	Central Bank of Ireland (CBI)
Legal form	<i>Société d'investissement à capital variable (SICAV)</i>	Irish Collective Asset-management Vehicle (ICAV)
Index	Solactive GBS United States Large & Mid Cap Index Net TR.	
Investment Objective	<p>The Original Sub-Fund's investment objective is to track the performance of Solactive GBS United States Large & Mid Cap Index Net TR. (the "Index"), and to minimize the tracking error between the net asset value of the Original Sub-Fund and the performance of the Index.</p> <p>In normal market conditions, it is anticipated that the Original Sub-Fund will track the performance of the Index with a tracking error of up to 1%.</p>	<p>The investment objective of the Receiving Sub-Fund is to track the performance of the Solactive GBS United States Large & Mid Cap Index Net TR. (the "Index").</p> <p>In normal market conditions, it is anticipated that the Receiving Sub-Fund will track the performance of the Index with a tracking error of up to 1%.</p>

Management Process	The exposure to the Index will be achieved through a Direct Replication mainly by making direct investments in transferable securities and/or other eligible assets representing the Index constituents in a proportion extremely close to their proportion in the Index.	The Receiving Sub-Fund is managed according to a passive approach and the exposure to the Index will be achieved through a direct replication, mainly by making direct investments in transferable securities and/or other eligible assets as further described below representing the Index constituents in a proportion extremely close to their proportion in the Index as further described in the section entitled “Replication Methods for Passively Managed Sub-Funds” of the Receiving Sub-Fund’s Prospectus. With the exception of permitted investments in OTC option and swap financial derivative instruments (as further described in “Techniques and instruments on securities and Derivatives” in the Prospectus) and cash, the Receiving Sub-Fund's investments will be equity and Equity Linked Instruments which will be listed and traded on Regulated Markets.
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Appendix I to this notice provides additional information on the key similarities and differences between the Original Sub-Fund and the Receiving Sub-Fund. Shareholders are also invited to carefully read the description of the Receiving Sub-Fund in its prospectus and relevant key information document (KID), which will be available on the following website: www.amundiETF.com.

The Consolidation of the Original Sub-Fund into the Receiving Sub-Fund may have tax consequences for certain shareholders. Shareholders should consult their professional advisers about the consequences of this Consolidation on their individual tax position.

B. Terms and Conditions of the Consolidation

On the Consolidation Effective Date, the assets and liabilities allocated to the Transferred ETF Share Classes will be transferred to the Receiving Sub-Fund and shareholders of the Original Sub-Fund who have not requested the redemption of their Transferred ETF Share Classes in accordance with this paragraph B. will automatically receive registered shares of the relevant share classes in the Receiving Sub-Fund. As from the Consolidation Effective Date, such shareholders will acquire rights as shareholders of the Receiving Sub-Fund and will thus participate in any increase or decrease in the net asset value of the Receiving Sub-Fund.

The Original UCITS will entrust an authorised auditor to validate the criteria adopted for the valuation of the assets and of the liabilities of the Original Sub-Fund, the Receiving Sub-Fund and the Transferred ETF Share Classes as of the date for calculating the exchange ratio. The appointed auditor is PricewaterhouseCoopers, Société cooperative (the “**Authorised Auditor**”).

A copy of the respective report of the Authorised Auditor will be made available upon request and free of charge to the shareholders of the Transferred Share Classes and to the CSSF.

As the proposed operation is a share class consolidation, the Authorised Auditor shall also confirm that shareholders remaining in the Original Sub-Fund will not suffer any detrimental effect as a result of the contribution of the Transferred ETF Share Classes in the Receiving Sub-Fund and that the allocation of the assets and liabilities allocated to the Transferred ETF Share Classes is fair.

The Consolidation exchange ratio will be calculated on the Consolidation Effective Date by dividing the net asset value of the relevant share class of the Transferred ETF Share Classes dated as at the Last Valuation Date (as defined in Appendix III) by the net asset value of the shares of the corresponding share class of the Receiving Sub-Fund as at the same date.

The Receiving Sub-Fund share classes will be specifically activated to effect the exchange with the corresponding Transferred ETF Share classes. For each Transferred ETF Share classes of the relevant class exchanged, shareholders will receive a share of the relevant share class of the Receiving Sub-Fund.

Any accrued income in the Transferred ETF Share Classes will be included in the final net asset value of the Transferred ETF Share Classes and accounted for in the net asset value of the relevant share class of the Receiving Sub-Fund after the Consolidation Effective Date.

Appendix II to this notice provides a detailed comparison of the features of the Transferred ETF Share Classes and the corresponding share classes of the Receiving Sub-Fund, which shareholders are invited to read carefully.

The cost of the Consolidation will be fully supported by the management company of the Receiving Sub-Fund.

In order to optimise the operational implementation of the Consolidation, no subscription, conversion and/or redemption orders relating to shares of the Original Sub-Fund on the primary market will be accepted after the “Cut-Off Point” (as such term is defined in Appendix III). Orders received on the primary market after the Cut-Off Point will be rejected.

The Receiving Sub-Fund is to be launched by effect of the Consolidation. No shares of the Receiving Sub-Fund will be issued before the Consolidation Effective Date. Any subscription, conversion or redemption request on the primary market received by the Receiving UCITS, the Receiving UCITS' management company, the Distribution, Paying or Information Agent by the applicable cut-off time on the Consolidation Effective Date will be processed on the the first following day that is a Business Day.

Shareholders of the Transferred ETF Share Classes who do not agree with the terms and conditions of this Consolidation have the right to redeem their shares at any time free of charges (excluding redemption fees charged by the Original Sub-Fund to cover divestment fees and except for the fees acquired by the Original Sub-Fund to prevent dilution of shareholders investment) from the date of this notice until the “**Cut-Off Point**” as set out in Appendix III.

Please note that shares that are purchased on the secondary market cannot generally be sold back directly to the Original Sub-Fund. As a result, investors operating on the secondary market may incur intermediary and/or brokerage and/or transaction fees on their transactions, over which the management company of the Original Sub-Fund has no influence. These investors will also trade at a price that reflects the existence of a bid-ask spread. Such investors are invited to contact their usual broker for further information on the brokerage fees that may apply to them and the bid-ask spreads they are likely to incur.

Such a redemption would be subject to the ordinary rules of taxation applicable to capital gains on the sale of transferable securities.

The Consolidation will be binding on all the shareholders of the Transferred ETF Share Classes who have not exercised their right to request the redemption of their shares within the timeframe set out above.

C. Documentation

The following documents are at the disposal of shareholders for inspection and for copies free of charge during normal business hours at the registered office of the management company of the Original Sub-Fund:

- the common terms of Consolidation;
 - the latest prospectus and KID of the Original Sub-Fund and the Receiving Sub-Fund;
 - copy of the Consolidation report prepared by the Authorised Auditor;
 - copy of the statement related to the Consolidation issued by the depositary of each of the Original Sub-Fund and the Receiving Sub-Fund.
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APPENDIX I

Key Differences and Similarities between the Original Sub-Fund and the Receiving Sub-Fund

The following table presents the main features and differences between the Original and Receiving Sub-Fund. Appendix II provides a comparison of the features of the Transferred ETF share class(es) of the Original Sub-Fund and the corresponding receiving share class(es) of the Receiving Sub-Fund.

Unless stated otherwise, terms in this document shall have the same meaning as in the prospectus of the Original UCITS or the Receiving UCITS.

Information that crosses both columns is information that is the same for both sub-funds.

	Transferred ETF Share Classes	Receiving Sub-Fund
Sub-Fund Name	Amundi Prime USA	Amundi Prime USA UCITS ETF
UCITS Name and Legal Form	Amundi Index Solutions <i>Société d'investissement à capital variable</i>	Amundi ETF ICAV Irish Collective Asset-management Vehicle
UCITS home Member State	Luxembourg	Ireland
UCITS supervisory authority	<i>Commission de Surveillance du Secteur Financier (CSSF)</i>	Central Bank of Ireland (CBI)
Management Company	Amundi Luxembourg S.A.	Amundi Ireland Limited
Investment Manager	Amundi Asset Management S.A.S.	
Reference Currency of the Sub-Fund	USD	
Investment Objective	The Original Sub-Fund's investment objective is to track the performance of Solactive GBS United States Large & Mid Cap Net TR Index (the "Index"), and to minimize the tracking error between the net asset value of the Original Sub-Fund and the performance of the Index. In normal market conditions, it is	The investment objective of the Receiving Sub-Fund is to track the performance of the Solactive GBS United States Large & Mid Cap Index Net TR. (the "Index"). In normal market conditions, it is anticipated that the Original Sub-Fund will track the performance of the Index with a tracking error of up to 1%.

	anticipated that the Original Sub-Fund will track the performance of the Index with a tracking error of up to 1%.	
Management Process	The exposure to the Index will be achieved through a Direct Replication mainly by making direct investments in transferable securities and/or other eligible assets representing the Index constituents in a proportion extremely close to their proportion in the Index.	<p>The Receiving Sub-Fund is managed according to a passive approach and the exposure to the Index will be achieved through a direct replication, mainly by making direct investments in transferable securities and/or other eligible assets as further described below representing the Index constituents in a proportion extremely close to their proportion in the Index as further described in the section entitled “Replication Methods for Passively Managed Sub-Funds” of the Receiving Sub-Fund’s Prospectus.</p> <p>With the exception of permitted investments in OTC option and swap financial derivative instruments (as further described in “Techniques and instruments on securities and Derivatives” below) and cash, the Sub-Fund’s investments will be equity and Equity Linked Instruments which will be listed and traded on Regulated Markets.</p>
Benchmark Index	Solactive GBS United States Large & Mid Cap Index Net TR.	
Index description	<p>The Index is an equity index representative of the large and mid-cap securities, covering approximately the largest 85% of the free-float market capitalization, listed and traded in the United States of America. The Index is a net total return index, meaning that dividends net of tax paid by the index constituents are included in the Index return.</p> <p>Bloomberg Ticker: SUSLMCN</p>	
Index Administrator	Solactive AG	
Applicable SFDR Disclosure Requirements	Article 6	
Profile of Typical Investor	The Original Sub-Fund and the Receiving Sub-Fund are dedicated to both retail and institutional investors seeking exposure to large and mid-cap US equities.	
Risk Profile	<p>Among the different risks described in the prospectus, the Original Sub-Fund and the Receiving Sub-Fund are more specifically exposed to the following risks:</p> <ul style="list-style-type: none"> - Risks relating to ordinary market conditions: the Original Sub-Fund and the Receiving Sub-Fund may have higher volatility due to its exposure to equity markets, Currency, Derivatives, Equity, Index replication, Listing market liquidity (ETF share class), Investment fund, Management, Market, Sustainable Investment, Use of techniques, concentration and Instruments; - Risks relating to unusual market conditions: Counterparty, Operational, Liquidity, Standard practices. 	

Risk Management Method	Commitment	
SRI	5	
Transaction day	Every day that the Original Sub-Fund's net asset value is to be published, provided that prices are quoted for a significant proportion of the Benchmark Index components (hereinafter a "Primary Market Day").	Each weekday other than New Year's Day, Good Friday, Easter Monday, 1 May (Labour Day), Christmas Day and 26 December (or such other day as the Directors may from time to time determine subject to advance Shareholder notice). Business Days when, in the sole determination of the Investment Manager, markets on which the Receiving Sub-Fund's Investments are listed or traded, or markets relevant to the Index are closed and as a result of which a substantial portion of the Index may not be traded, shall not be Transaction Days.
Transaction Cut-Off and Days	14:00h (CET) on the relevant Primary Market Day	17:00h (CET) on the relevant Transaction Day
Redemption/ Subscription Fees	<p>The primary market is the market on which shares are issued and/or redeemed by the Original Sub-Fund. The primary market is only relevant for the authorised participants of those classes of the Original Sub-Fund.</p> <p>The secondary market is the market on which the shares can be purchased and/or sold directly on the relevant stock exchanges.</p> <p>The Original Sub-Fund will not charge directly any purchase or sale fee in relation to the purchase or sale of the classes on any exchange where they are listed. However, market intermediaries, stock exchanges or paying agents may charge broker fees or other types of fees. The Original Sub-Fund does not receive these fees and has no control over these fees.</p>	<p>The primary market is the market on which shares are issued and/or redeemed by the Receiving Sub-Fund. The primary market is only relevant for the authorised participants of those classes of the Receiving Sub-Fund.</p> <p>The secondary market is the market on which the shares can be purchased and/or sold directly on the relevant stock exchanges. The Receiving Sub-Fund will not charge directly any purchase or sale fee in relation to the purchase or sale of the classes on any exchange where they are listed. However, market intermediaries, stock exchanges or paying agents may charge broker fees or other types of fees. The Receiving Sub-Fund does not receive these fees and has no control over these fees.</p>
French Plan d'Epargne Actions (PEA)	Not Eligible	
German Tax	As defined in the German Investment Funds Tax Act (InvStG ("GITA")), the Original Sub-Fund is designed to meet the criteria	As defined in the German Investment Funds Tax Act (InvStG) ("GITA"), the Receiving Sub-Fund is designed to meet the criteria of "equity funds".

	of “equity funds”.The percentage of gross assets invested in equities (as defined by the “InvStG”) is 60%.	The percentage of gross assets invested in equities (as defined by the “InvStG”) is 55%.
Financial Year and Report	October 1st to September 30th	January 1st to December 31st
Auditor	PricewaterhouseCoopers, Société coopérative	PricewaterhouseCoopers
Depository	CACEIS Bank, Luxembourg Branch	HSBC Continental Europe
Administrative Agent	CACEIS Bank, Luxembourg Branch	HSBC Europe Securities Services (Ireland) DAC
Registrar, Transfer Agent, And Paying Agent	CACEIS Bank, Luxembourg Branch	HSBC Europe Securities Services (Ireland) DAC

APPENDIX II

Comparison of the Features of the Transferred ETF Share Class(es) of the Original Sub-Fund and the Corresponding Receiving Share Class(es) of the Receiving Sub-Fund

Original Sub-Fund								Receiving Sub-Fund							
Share Class	ISIN	Currency	Distribution Policy	Hedged?	Management fees and other administrative or operating costs *	Management Fees (max)*	Administration fees (max)*	Share Class	ISIN	Currency	Distribution Policy	Hedged?	Management fees and other administrative or operating costs *	Management Fees (max)*	Administration fees (max)*
Amundi Prime USA UCITS ETF DR (C)	LU2089238468	USD	Accumulating	No	0.05%	Up to 0.03%	Up to 0.02%	Amundi Prime USA UCITS ETF Acc ¹	IE000FSN19U2	USD	Accumulating	No	0.05%	Up to 0.03%	Up to 0.02%
Amundi Prime USA UCITS ETF DR (D)	LU1931974858	USD	Distributing	No	0.05%	Up to 0.03%	Up to 0.02%	Amundi Prime USA UCITS ETF Dist ¹	IE000IEGVMH6	USD	Distributing	No	0.05%	Up to 0.03%	Up to 0.02%

¹ New share class

* Management fees and other administrative or operating costs are the sum of Management Fees (max) and Administration Fees (max). They are as at the latest financial year end (as described in Appendix I) or, for a new share class, estimated based on the expected total of charges.

** Management fees and other administrative or operating costs are the sum of Management Fees (max) and Administration Fees (max). They are as at the latest financial year end (as described in Appendix I) or, for a new share class, estimated based on the expected total of charges.

APPENDIX III Timeline for the Proposed Consolidation

Event	Date
Beginning of Redemption/Conversion Period	29 January 2024
Transferred ETF Share Classes' Cut-Off Point	29 February 2024, 14h00 (CET)
Original Sub-Fund Freezing Period	From 29 February 2024 14h00 (CET) until 5 March 2024
Last Valuation Date	5 March 2024
Consolidation Effective Date**	6 March 2024*

* or such later time and date as may be determined by the Boards and notified to shareholders of the Transferred ETF Share Classes in the Original Sub-Fund in writing, upon (i) approval of the Consolidation by the CSSF, (ii) completion, as applicable, of the thirty (30) calendar days prior notice period and additional five (5) working days referred to in the body of this document, and (iii) registration of the Receiving Sub-Fund in all jurisdictions where the Transferred ETF Share Classes are distributed or registered for distribution. In the event that the Boards approve a later Consolidation Effective Date, they may also make such consequential adjustments to the other elements in this timetable as they consider appropriate.

** Subscription, conversion and redemption of shares within the Receiving Sub-Fund will be temporarily suspended on the Consolidation Effective Date. Any subscription, conversion or redemption request on the primary market received by the Receiving UCITS, the Receiving UCITS' management company, the Distribution, Paying or Information Agent, for an execution on the Consolidation Effective Date will be executed on the following valuation day.