

AMUNDI FUNDS

Arbitrage VaR 2 (GBP)¹

Simplified Prospectus - May 2011

This simplified prospectus contains information about Amundi Funds Arbitrage VaR 2 (GBP), a sub-fund (the "Sub-Fund") of Amundi Funds (the "Fund"), an umbrella fund currently organised as a "société d'investissement à capital variable" created as an unincorporated mutual investment fund ("Fonds commun de Placement") on July 18, 1985 under Luxembourg law and qualifying as an undertaking for collective investment in transferable securities (UCITS) under part I of the Luxembourg law of 20 December 2002. Its registered office is situated at 5 allée Scheffer, L-2520 Luxembourg. The Fund is registered under number B 68.806 at the register of commerce at the district court of Luxembourg.

The Fund contains a large number of other sub-funds, which are described in the Fund's full prospectus. For further details, the current full prospectus of the Fund should be consulted. Terms in capitals where not defined in this document are defined in the Fund's full prospectus.

For details about the Sub-Fund's holdings please see the Fund's most recent annual or semi-annual report. The full prospectus and the latest periodical reports may be obtained on request, free of charge, from Amundi Luxembourg or, as the case may be, the local Representative in the relevant country.

Subscriptions may only be based on the latest prospectus and local offering document (if applicable), as authorised by the Supervisory Authority of the relevant country.

In the event of any inconsistency, ambiguity or discrepancy in relation to the meaning of any wording or phrasing in any translation, the English version shall prevail.

¹ This Sub-Fund will be merged into Amundi Funds Arbitrage VaR 2 (EUR) on June 24, 2011 on the basis of the NAV dated June 22, 2011.

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PART A: GENERAL INFORMATION

■ Introduction to the Absolute Return Sub-Funds

Unless otherwise mentioned in a particular Sub-Fund's description and always subject to all applicable investment limitations (see "Further Information: Investment Powers and Limitations" of the full prospectus), the following principles will apply to the Sub-Funds:

- Each Sub-Fund may invest in financial derivative instruments for hedging purpose and for the purpose of efficient portfolio management, while following, on the level of the underlying values, the investment limit(s) laid down in the investment policy of each Sub-Fund.
- Each Sub-Fund is also authorized to employ techniques and instruments relating to transferable securities and money market instruments under the conditions and within the limits laid down under Chapter XX "Further Information", B "Additional Investment Restrictions", points 1.4 to 1.6 of the full prospectus.

■ Introduction to the Absolute Return Sub-Funds - Arbitrage VaR Sub-Funds

The objective of the Arbitrage VaR Sub-Funds is to achieve a total return in the currency referred to in the name of each Sub-Fund by actively managing a portfolio investing at least two thirds of the assets in currencies, bonds and other debt securities and using arbitrage strategies between and within these asset categories.

To achieve this objective, the Investment Manager takes advantages of opportunities in the above-mentioned values, in combining different approaches (fundamental, judgmental, technical etc.), different investment horizons (from long-term strategic positions to short-term trading), and different strategies (directional, relative value, volatility etc.). The application of these strategies causes a progression of the Sub-Fund's performance independent of the market trends.

The use of these arbitrage strategies will bring the Sub-Fund to hold position in diversified and lowly correlated asset classes including but not limited to global bonds, emerging bonds and currencies.

Consequently, unless otherwise mentioned in a particular Sub-Fund's description and subject to all applicable investment limitations (see "Further Information: Investment Powers and Limitations") and within the overall active risk (VaR) limit:

Each Sub-Fund may invest in:

- Bonds and money market instruments issued in any currency by any issuer, without rating limit;
- Mortgage-backed and asset-backed securities;
- OECD currencies.
- Units/shares of UCITS and/or other UCIs up to 10% of its net assets and/or
- Cash, and/or deposits.

The use of derivatives will be an integral part of the investment policy and strategies of each Sub-Fund. Futures, options, contracts for difference, forwards, warrants, swaps and other derivatives will be used for arbitraging, hedging against and/or overexposing purposes.

Strategies for using derivatives to achieve the management objective are the following:

- A cash & carry strategy which consists in purchasing a bond at the spot price, selling the corresponding futures contract, then delivering the bond upon maturity of the futures contract. This arbitrage seeks to take advantage of the overestimation of the futures contract with respect to the bond.
- A reverse cash & carry strategy which consists in selling a bond at the spot price, in purchasing the corresponding futures contract, and then accepting delivery of the bond upon maturity of the futures contract. This arbitrage seeks to take advantage of the underestimation of the futures contract with respect to the bond.

Each Sub-Fund may purchase or sell securities under repurchase agreements for hedging and efficient portfolio management purposes.

■ Investment objective and policy

The objective of this Sub-Fund is to outperform the daily compounded GBP 3-Month LIBOR by more than 1% p.a. over a minimum investment horizon of 1 year after taking into account charges.

On a daily basis, the fund managers aim to maintain the 95% ex-post VaR, with respect to the rolling one year performance objective, below a 2% threshold. This means that statistically, and under normal market conditions, the Sub-fund is constructed so as not to underperform its performance objective by more than 2% over one year with a confidence interval of 95%.

Risk allocation is determined via an annualised ex-ante VaR of 95%, calculated daily, which will be between 0 and 2.5%.

The Sub-Fund may invest up to 5% of its assets in units/shares of UCITS/or other UCIs.

The "GBP 3 Month LIBOR" index represents the reference indicator of the Sub-Fund.

The base currency of the Sub-Fund is Pound Sterling.

■ Risk profile

Investments in Absolute Return Sub-Funds are primarily subject to interest rate, credit and prepayment risks relating to bonds. In addition, the assets of such Sub-Funds may also be affected by market fluctuations due to the investments in financial instruments and equities.

Statistical monitoring is performed for each of the Absolute Return Sub-Funds. Thus, this monitoring does, under no circumstances, guarantee a minimum performance. Investors are informed that they might not recover all or part of their initial investments.

The mainly identified risks of Arbitrage VaR Sub-funds are Exchange Risk, Interest Rate Risk, Credit Risk, Market Risk, Liquidity Risk, Risks attached to transactions into derivatives, Management and Investment Strategy Risk as well as Volatility Risk.

In general terms, none of the Absolute Return Sub-Funds seeks a leverage effect through the commitments that imply the derivatives outlined above. The fact remains that, in absolute terms, any Sub-Fund using derivative instruments for whatever use, can be considered as integrating a leverage effect to some extent. Furthermore, in accordance with the provision of the 2002 Law, the Fund is not authorised to borrow, except the borrowing made on a temporary basis, those permitting the acquisition of immovable property essential for the direct pursuit of its business as well as back-to-back loan in relation with the acquisition of currencies.

It should be noted that Shares are neither guaranteed nor principal protected and that there can be no assurance that Shares are redeemed at the price for which they have been subscribed.

■ Typical investor profile

In the light of the Sub-Fund's investments, objectives and strategies, they are appropriate for investors who seek to protect their investments from volatile fluctuations. The aim of this Sub-Fund is to achieve a stable total return through a combination of capital appreciation and income.

An investment in the Sub-Fund is not a deposit in a bank or other insured depository institution. Investment may not be appropriate for all investors. The Sub-Fund is not intended to be a complete investment programme and investors should consider their long-term investment goals and financial needs when making an investment decision about the Sub-Fund. An investment in the Sub-Fund is intended to be a long-term investment. The Sub-Fund should not be used as a trading vehicle.

■ Shares Classes/Allocation of earnings

Shares of the Sub-Fund are divided into several Classes available to investors according to their quality. Shares may be further sub-divided into Distribution and Accumulation Shares. Accumulation Shares automatically retain, and re-invest, all attributable incomes within the Sub-Fund when Distribution Shares pay any attributable income in the form of a dividend. This can either be paid by bank transfer into your bank account, or by cheque sent to your home address, in both cases in the currency specified (please note that bank transfer and foreign exchange costs will be borne by the investor).

Accumulation Shares in non-certificated registered form may appear as the most efficient way for investors to manage their account. Indeed they enable investors to give conversion and redemption instructions by letter, fax or telex with no need to return any Share certificates.

Share Classes	Share Categories Available *	Dividend Payment for Distribution shares	Authorised Investors	Minimum Initial Subscription	Minimum Subsequent Subscription
AG Class	A / D	In September	All Investors	None	None
SG Class	A		All Investors. Shares only available through a network of distributors specifically authorised by the Board.	None	None
Classic H (H) Class	A		All Investors. Shares only available through a networks of distributors specifically authorised by the Board. Difference with Class S : Reduced Subscription Fee	None	None
MG Class	A		Italian GPF and UCITS, UCIs or mandates authorized by the Board	None	None
IG Class	A / D	In September	Institutional Investors investing for their own account or for individuals within the framework of a collective savings or any comparable scheme as well as UCITS.	Equivalent in GBP of USD 500,000	None
OG Class	A		Institutional Investors specifically authorized by the Board	Equivalent in GBP of USD 500,000	None

* A = Accumulation Shares/ D = Distribution Shares

■ Fees and expenses

Fees charged to the investors:

Share Classes	Maximum subscription fee	Maximum conversion fee	Maximum redemption fee
AG Class	4.50%	1.00%	/
SG Class	3.00%	1.00%	/
Classic H Class	1.00%	1.00%	/
MG Class	2.50%	1.00%	/
IG Class	2.50%	1.00%	/
OG Class	5.00%	1.00%	/

Operating expenses charged directly to the Sub-Fund and reflected in the net asset value:

Share Classes	Maximum Management Fee	Maximum Administration Fee	Maximum Distribution Fee	« Taxe d'abonnement »*	Performance fee
AG Class	0.50%	0.30% p.a. of the NAV	/	0.05% p.a.	30% over the Performance objective : GBP 3-Month LIBOR + 1%
SG Class	0.60%	0.30% p.a. of the NAV	/	0.05% p.a.	
Classic H Class	0.80%	0.30% p.a. of the NAV	/	0.05% p.a.	
MG Class	0.25%	0.25% p.a. of the NAV	/	0.01% p.a.	
IG Class	0.30%	0.10% p.a. of the NAV	/	0.01% p.a.	
OG Class	/	0.10% p.a. of the NAV	/	0.01% p.a.	

* see paragraph Taxation of the Fund.

As described in the above table, a performance fee has been added to the Management fee for this Sub-Fund. The structure of the Performance fee is defined as follows:

Observation Period

The Observation Period for the Performance Fees calculation for **Arbitrage VaR 2 (GBP)** purpose begins January 1 and ends as December 31.

The performance fee is calculated separately for each Class of Shares. It shall be accrued daily, deducted and paid annually for each relevant Class of Shares as listed in the table above.

The performance fee is calculated as follows:

The Performance Fee is calculated by comparing the NAV of each Sub-Funds relevant Class of Shares and the reference asset (hereinafter the "Reference Asset").

The initial Reference Asset of the first Observation Period corresponds to the initial NAV of the Sub-Fund Class of Shares on December 31, 2010 for Arbitrage VaR 2 (GBP). The initial Reference Asset for the subsequent Observation Periods corresponds to the NAV of the Sub-Funds Class of Shares after deduction of all fees on the last Dealing Day of the previous Observation Period.

Any subsequent Reference Asset during an Observation Period corresponds to the Reference Asset of each relevant Class of Shares calculated on the previous Calculation Day, after taking into account subscription and redemption amounts of the Dealing Day, adjusted by the daily Performance Objective of the relevant Sub-Fund.

This means notably, the following:

- If over the Observation Period, the NAV of each relevant Class of Shares is higher than the Reference Asset, the Performance Fee will represent 30% of the difference between those assets. If over the Observation Period, the NAV of each Sub-Funds relevant Class of Shares is lower than the Reference Asset, the Performance Fee will be nil.
- If over the Observation Period, the NAV of each relevant Class of Shares is higher than the Reference Asset, a provision for Performance Fee will be accrued in the NAV calculation process. In the event that the NAV of each Sub-Funds relevant Class of Shares becomes lower than the Reference Asset, all accruals for Performance Fees previously booked will be reversed. The reversals of provisions may not exceed the sum of the prior allocations.
- In case of redemption, the proportion of the accrued provision corresponding to the number of shares redeemed shall be immediately crystallized and due to the Management Company.
- If, at the end of the Observation Period, the NAV of each Sub-Funds relevant Class of Shares exceeds the Reference Asset, the Performance Fee recorded will be allocated to Amundi Luxembourg and a new Period will begin.
- If, at the end of the Observation Period, the Reference Asset exceeds the NAV of each Sub-Funds relevant Class of Shares, no Performance Fee will be allocated to Amundi Luxembourg and a new Period will begin.
- The above Performance fee shall be directly charged to the statement of operations of each Class of Shares of the relevant Sub-Fund.
- The Auditor of the SICAV shall verify the method of calculating the Performance fee.

Taxation of the Fund

The Fund is not subject to any taxes in Luxembourg on income or capital gains.

The only tax to which the Fund is subject is the "Taxe d'abonnement". Such tax is payable quarterly based on the value of the net assets of the Fund at the end of the relevant calendar quarter at the rate of 0.05% per annum, decreasing to 0.01% for I Classes Category, M Classes Category, O Classes Category, Money Market Sub-Funds and Reserve sub-funds.

Interest and dividend income receive by the Fund may be subject to non-recoverable withholding tax in the countries of origin.

Taxation of the Shareholders

Under present Luxembourg law, no tax is levied neither ordinary income nor capital gains. Only Luxembourg residents are subject to Luxembourg tax. However, in accordance with the European Union Savings Directive ("EUSD") effective from 1st July 2005, certain sub-funds are subject to a withholding tax when a Luxembourg paying agent makes distributions from and redemption of shares to investors residing in another Member State. Unless the individual investors specifically request to be brought within the EUSD exchange of information regime, such distributions and redemptions will be subject to withholding tax at the rate of 20% until 31/12/2010 and 35% thereafter.

Prospective investors should inform themselves of, and where appropriate, take advice on the laws and regulations (such as those relating to taxation and exchange controls) applicable to the subscription, holding and redemption of units in the country of their citizenship, residence or domicile.

NAV Calculation and Prices Publication

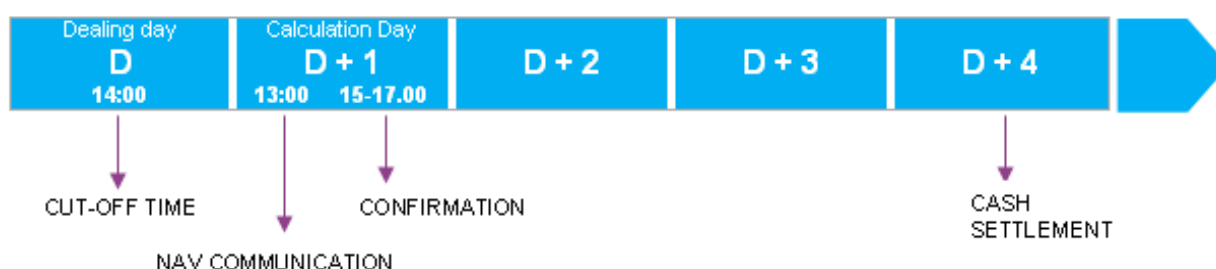
The Net Asset Value (“NAV”) per Share of the Sub-Fund is calculated in Luxembourg on any Calculation Day and is dated from the Dealing Day being Business Day preceding the Calculation Day. A Business Day is defined as being any day during which banks are opened for business in Luxembourg.

The NAV per share of each Dealing Day will be available from the Administration Agent as well as on Reuters and will also be published in any national newspaper of a country in which the Fund is authorised for public distribution, if so decided by the Board.

Subscriptions / Redemptions and Conversions of Shares

Shares may be sold or redeemed (and/or converted) on any Dealing Day, at their respective Dealing Price (Net Asset Value) in accordance with the Articles of Incorporation. To subscribe / redeem or convert shares, instructions may be given by fax, telex or by post either to the Fund or to an authorised distributor. Allotment of shares will be executed following the timing set out in the schedules below (Luxembourg time).

DEALING TIMES



Allotment of shares is conditional upon receipt by the Custodian of cleared monies within four Business Days of the relevant Dealing Day. If timely settlement is not made an application may lapse and be cancelled. All applications will be duly confirmed by contract notes. Unless otherwise or clearly specified by the investor, shares will be purchased or redeemed at the Dealing Price calculated in the base currency of the Sub-Fund. In the absence of specific instructions, Shares will be issued as non-certificated accumulation Shares of the Classic class. If on any Dealing Day, the Fund receives request for redemptions (or conversions) of Shares equalling or exceeding 10 per cent of the number of Shares or of the assets of the Sub-Fund, it may declare that such redemptions (or conversions) are deferred until a Dealing Date such as all or certain investments of the Sub-Fund have been sold. Conversions from Shares of one Class of a Sub-Fund to Shares of another Class of either the same or different Sub-Fund are not permitted except if any investor complies with all the conditions required for the Class into which the conversion is made. Except in the case of a suspension of deferral or right to redeem or purchase Shares of the relevant Sub-Funds, a request for conversion, once made, may not be withdrawn. The Fund may temporarily suspend or restrict the issue, redemption and conversion shares if necessary in order to protect the Shareholders' interest .

Prohibition of Late Trading and Market Timing

Late Trading and Market Timing practices are strictly prohibited as further detailed in the Fund's full prospectus.

Performance of the Sub-Fund

The performance of the Sub-Fund is presented in the Part B Statistics attached hereto. Performance is expressed in the Fund accounting year. (1st July to 30 June). For more recent information investors may refer to the latest periodical reports available or consult Amundi Funds web site, www.amundi-funds.com.

Additional Important Information

Legal structure:	The Sub-Fund is a sub-fund of Amundi Funds, an umbrella fund, organised as a “société d’investissement à capital variable” under part I of the law of 20 December 2002 on undertakings for collective investment.
Supervisory Authority:	Commission de Surveillance du Secteur Financier, Luxembourg (www.cssf.lu).
Management Company	Amundi Luxembourg, 5, Allée Scheffer, L-2520 Luxembourg.

Investment Manager:	Amundi acting through its main establishment (90, boulevard Pasteur, F-75015 Paris, France) or its London branch (41 Lothbury, London EC2R 7HF, United Kingdom).
Sponsor and Distributor:	Amundi, 90, boulevard Pasteur, F-75015 Paris, France.
Custodian, Central Administrator and Principal Paying Agent	CACEIS Bank Luxembourg, 5 allée Scheffer, L-2520 Luxembourg.
Independent Auditor:	PricewaterhouseCoopers s.a.r.l., 400 route d'Esch, L-1471 Luxembourg.
Shareholders meeting:	The annual general meeting of shareholders of the Fund will be held in Luxembourg at 11 a.m. on the last Friday of October in each year (or if such day is not a bank business day in Luxembourg, on the next following bank business day in Luxembourg)
For further information, please contact Amundi Luxembourg, 5, Allée Scheffer, L-2520 Luxembourg.	

AMUNDI FUNDS ARBITRAGE VAR 2 (GBP) - C

Acc. Shares

Reference currency: GBP

CAUTION

Past performance does not guarantee future returns.

The value of an investment can rise or fall with market fluctuations, and you may lose the amount originally invested.

The TER does not include subscription and redemption fees.

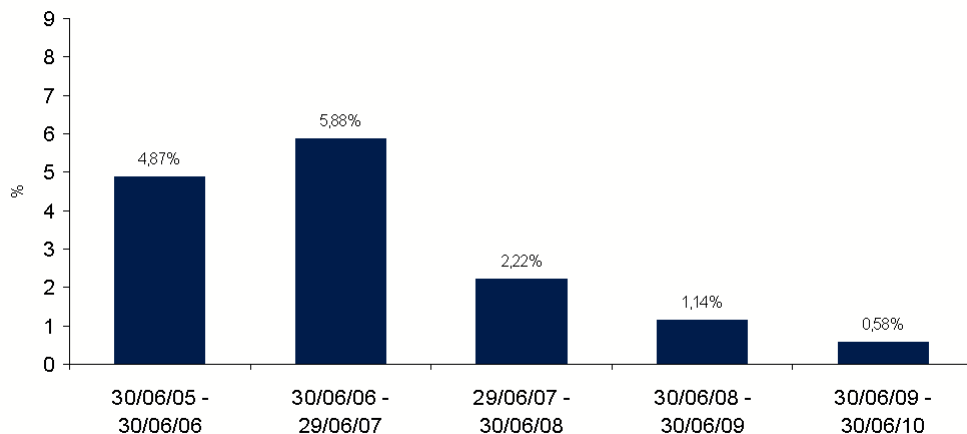
Data relating to transactions have to be analysed depending on the investment strategy of the Sub-Fund.

Performance is calculated taking into consideration net returns.

Note :

The Total Expense ratio (TER) including performance fees is based on the accrued provision on 30/06/2009. The final performance fees will be known at the end of the performance fees observation period (december 31, of each year).

■ PERFORMANCE AT 30/06/10



■ PERFORMANCE AT 30/06/10

Performances	1 year	3 years	5 years
AMUNDI FUNDS ARBITRAGE VAR 2 (GBP) - C	0.58%	3.98%	15.46%
100% GBP 3 Month LIBOR	0.72%	10.95%	22.62%

■ PRESENTATION OF THE FEES CHARGED TO THE UCITS FROM 01/07/09 TO 30/06/10

Total Expense Ratio (TER) excl. performance fees	0.88
Total Expense Ratio (TER) incl. performance fees	0.88

■ INFORMATION ON TRANSACTIONS FROM 01/07/09 TO 30/06/10

Portfolio Turnover Rate (PTR)	8.33
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■ PUBLICATION DATE 21/10/10