**AMENDMENT AGREEMENT
TO THE [[2001/2007/2013] FBF MASTER AGREEMENT RELATING TO TRANSACTIONS ON FORWARD FINANCIAL INSTRUMENTS]/[1995 AFB MASTER AGREEMENT FOR FOREIGN EXCHANGE AND DERIVATIVES TRANSACTIONS][[1]](#footnote-1)
dated [•]**

Between

**[•]**, [corporate form] having its registered office [•], registered with [the Trade and Companies Register of [•] under number [•]], duly represented for the purposes hereof,

("**Party A**") ;

and

**[•]**, [corporate form] having its registered office [•], registered with [the Trade and Companies Register of [•] under number [•]], duly represented for the purposes hereof,

("**Party B**" and, together with Party A, the "**Parties**") ;

**WHEREAS:**

(A) The Parties entered into on [•] a [Master agreement relating to transactions on forward financial instruments ([2001/2007/2013] version) published by the Fédération Bancaire Française ("**FBF**")]/[Master agreement for foreign exchange and derivatives transactions (1995 version) published by the Association Française des Banques ("**AFB**")], as supplemented and/or amended by its Schedule and, where applicable, as subsequently amended (the "**Agreement**").

(B) [\_\_\_] 2019, the FBF published the Benchmarks Events Technical Schedule (the "**Technical Schedule**") to allow parties to include new provisions in confirmations governed by the Agreement, notably in order to comply with certain requirements of Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds and amending Directives 2008/48/EC and 2014/17/EU and Regulation (EU) 596/2014.

(C) By signing this Amendment Agreement, the Parties wish to to apply the Technical Schedule to Transactions governed by the Agreement.

Capitalized terms used but not defined in this Amendment Agreement shall have the meaning ascribed to them in the Agreement.

**The Parties hereby agree as follows:**

**1. Amendments to the agreement**

The Parties agree to amend the Agreement by inserting the following paragraph at the end of Article [2.3][[2]](#footnote-2)/[2.4][[3]](#footnote-3)/[3.3][[4]](#footnote-4) of the Agreement :

"Notwithstanding the above, the Benchmarks Events Technical Schedule published by the *Fédération Bancaire Française* on [\_\_\_] 2019 applies, unless otherwise specified in a Confirmation, to all Transactions governed by the Agreement, [regardless the date they were entered into]/[entered into after [\_\_\_]][[5]](#footnote-5).

[For the avoidance of doubt, the provisions of Articles 2, 3 and 4 of the Benchmarks Events Technical Schedule shall be deemed not to constitute an "amendment", within the meaning of Article 3.3 of the Agreement, of the other technical schedules referred to in the Benchmarks Events Technical Schedule.][[6]](#footnote-6)

[For the purposes of Article 3.1 (*Consequences of a Benchmark Trigger Event*) of the Benchmarks Events Technical Schedule, unless otherwise specified in the Confirmation of the relevant Transaction:

- in relation to the occurrence of a Benchmark Cessation Event, [Agent Adjustment]/[Cancellation and Payment] will apply ; and

- in relation to the occurrence of an Administrator/Benchmark Event, [Agent Adjustment]/[Cancellation and Payment] will apply.

For the purposes of Article 3.2 (*Consequences of an Index Disruption Event or an Index Modification Event*) of the Benchmarks Events Technical Schedule, unless otherwise specified in the Confirmation of the relevant Transaction:

- in relation to the occurrence of an Index Disruption Event, [Agent Adjustment]/[Cancellation and Payment]/[Bilateral Early Termination] will apply ; and

- in relation to the occurrence of an Index Modification Event, [Agent Adjustment]/[Cancellation and Payment]/[Bilateral Early Termination] will apply.][[7]](#footnote-7)"

**2. Continuity**

For the avoidance of doubt, the Parties agree that no other provision of the Agreement, nor any right or obligation of the Parties under the Agreement or any Transaction other than those expressly referred to in this Amendment Agreement, is modified, altered or diminished in any way by the terms hereof.

**3. Representations and undertakings**

The Parties hereby repeat and confirm all representations and undertakings made under Article [6]/[6.1][[8]](#footnote-8) of the Agreement as of the date hereof. Any reference to "the Agreement" shall be read as a reference to "the Amendment Agreement" for the purposes of this Article 3.

**4. miscellaneous**

**4.1 Definitions**. Any reference to the Agreement shall, as from the date hereof, be deemed to be a reference to the Agreement as amended by this Amendment Agreement.

**4.2 Interpretation**. This Amendment Agreement supplements, forms part of, and is subject to, the provisions of the Agreement. In the event of any inconsistency between these provisions and the provisions of the Agreement, the provisions of this Amendment Agreement shall prevail for the sole matters dealt with herein.

**4.3 Absence of novation**. For the avoidance of doubt, it is specified that this Amendment Agreement does not in any way constitute a novation of the Agreement or of the Transactions governed by the Agreement.

**4.4 Governing Law**.This Amendment Agreement is governed by French law.

**4.5 Jurisdiction**. Any dispute relating to, without limitation, the validity, interpretation or performance of this Amendment Agreement shall be subject to the jurisdiction of the courts designated in Article 14 of the Agreement.

The Parties have executed this document in [•], on [•], in two (2) original copies.

|  |
| --- |
| [•]By:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Name : Name :Title : Title : |
|  |
| **[•]**By:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Name : Name :Title : Title : |

1. Delete as applicable. [↑](#footnote-ref-1)
2. FBF Master agreement 2013 version. [↑](#footnote-ref-2)
3. FBF Master agreement 2007 version. [↑](#footnote-ref-3)
4. FBF Master agreement 2001 version and AFB Master agreement 1995 version. [↑](#footnote-ref-4)
5. Delete as applicable. [↑](#footnote-ref-5)
6. To be inserted in relation to the FBF Master agreement 2001 version and the AFB Master agreement 1995 version. [↑](#footnote-ref-6)
7. This paragraph is relevant for Parties who enter into or wish to enter into equity indexes Transactions. [↑](#footnote-ref-7)
8. Article 6.1 for the 2013 version of the FBF Master agreement ; Article 6 for the other FBF or AFB Master Agreements. [↑](#footnote-ref-8)