

# **ODDO BHF AVENIR EUROPE**

French Common Fund (FCP)  
12, boulevard de la Madeleine 75009 Paris

## **PROSPECTUS**

## Singapore Selling Restriction

The offer or invitation of the units (the “Units”) of the Fund, which is the subject of this Information Memorandum, does not relate to a collective investment scheme which is authorised under Section 286 of the SFA or recognised under Section 287 of the Securities and Futures Act, Chapter 289 of Singapore, as amended or modified (the “SFA”). The Fund is not authorised or recognised by the Monetary Authority of Singapore (the “MAS”) and the Units are not allowed to be offered to the retail public. This Information Memorandum and any other document or material issued in connection with the offer or sale is not a prospectus as defined in the SFA and accordingly, statutory liability under the SFA in relation to the content of prospectuses does not apply, and you should consider carefully whether the investment is suitable for you.

This Information Memorandum has not been registered as a prospectus with the MAS. Accordingly, this Information Memorandum and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of Units may not be circulated or distributed, nor may Units be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than :

- (i) to an institutional investor (as defined in the SFA) under Section 304 of the SFA,
- (ii) to a relevant person (as defined in Section 305(5) of the SFA) pursuant to Section 305(1), or any person pursuant to Section 305(2), and in accordance with the conditions specified in Section 305 of the SFA, and the conditions specified in Regulation 3 of the Securities and Futures (Classes of Investors) Regulations 2018; or
- (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where Units are subscribed or purchased under Section 305 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Units pursuant to an offer made under Section 305 of the SFA except:

- (1) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 305A(3)(i)(B) of the SFA;
- (2) where no consideration is or will be given for the transfer;
- (3) where the transfer is by operation of law;
- (4) as specified in Section 305A(5) of the SFA; or
- (5) as specified in Regulation 36A of the Securities and Futures (Offers of Investments) (Collective Investment Schemes) Regulations 2005 of Singapore.

The Units are capital markets products other than prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Specified Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

## Important Information

The offer or invitation of the Units is regulated by the Autorité des marchés financiers (the “**AMF**”) under French law. The contact details of the AMF are as follows:

Address: 17 place de la Bourse, 75002 Paris, FRANCE  
Telephone N°.: 0033 1 53 45 60 00  
Facsimile N°.: 0033 1 53 45 61 00

ODDO BHF ASSET MANAGEMENT SAS, being the manager of the Fund, is incorporated in France having its registered office in Paris, and its principal place of business at, 12 boulevard de la Madeleine 75009 Paris, France and is regulated by the AMF as a management company under N°GP 99011. The contact details of the AMF are as set out above.

ODDO BHF SCA, being the custodian of the Fund, is incorporated in France having its registered office situated at 12, boulevard de la Madeleine, 75009 Paris, France, registered with Registre du Commerce et des Sociétés of PARIS N° 652 027 384 and is regulated by the Autorité de Contrôle Prudentiel et de Résolution (the “**ACPR**”). The contact details of the ACPR are:

Address: 61 rue Taitbout 75436 Paris Cedex 09  
Telephone N° :+(33) 01 49 95 40 00  
Email: bibli@acpr.banque-france.fr.

Investors in Singapore should contact the relevant distributor(s) in order to obtain the past performance of the Fund or the annual and semi-annual reports of the Fund.

The Fund does not currently have a policy of entering into any side letters that may further qualify the relationship between the Fund and selected investors.

# ODDO BHF AVENIR EUROPE

## PROSPECTUS

### GENERAL CHARACTERISTICS

#### Legal structure:

**Name** ODDO BHF AVENIR EUROPE (hereinafter the “Fund”)

**Legal form and Member State in which the Fund was established** French Common Fund (FCP).

**Inception date and intended lifetime** This Fund was approved by the **AMF** on 7 May 1999. It was created on 25 May 1999 for a period of 99 years.

#### Fund overview:

Unit classes	ISIN code	Base currency	Appropriation of distributable income	Minimum initial investment	Minimum subsequent investment	Target investors
CR-EUR	FR0000974149	EUR	Accumulation	1 thousandth of a unit	1 thousandth of a unit	All subscribers, and particularly natural persons.
DR-EUR	FR0011380070	EUR	Income: Distribution Capital gains or losses: distribution and/or accumulation	1 thousandth of a unit	1 thousandth of a unit	All subscribers, and particularly natural persons.
CI-EUR	FR0010251108	EUR	Accumulation	EUR 250,000*	1 thousandth of a unit	Units only accessible to eligible counterparties and professional investors per se according to Directive 2014/65/EU (or “MiFID II”).
CN-EUR	FR0011036920	EUR	Accumulation	1 thousandth of a unit	1 thousandth of a unit	CN units are available solely at the discretion of the Management Company and will not pay any distribution fees or rebates. Units reserved for (i) investors subscribing via an intermediary providing the service of investment advice on an independent basis pursuant to MiFID II, (ii) investors subscribing via a financial intermediary on the basis of a fee agreement concluded between the investor and the intermediary and mentioning that the intermediary is exclusively paid by the investor, (iii) companies providing the service of portfolio management pursuant to MiFID II, (iv) UCIs managed by ODDO BHF Group entities, and (v) ODDO BHF SCA when providing the

						service of investment advice on the basis of a written fee agreement concluded with its client.
GC-EUR	FR0011603901	EUR	Accumulation	EUR 100	1 thousandth of a unit	GC units are reserved for (i) insurance companies approved by ODDO BHF Asset Management SAS, to represent unit-linked products subscribed as part of "advisory management" contracts in their range, for (ii) ODDO BHF SCA clients also having signed an advisory agreement with an ODDO BHF SCA financial investment advisory partner and for (iii) Italian asset managers approved by ODDO BHF Asset Management SAS.
CR-USD [H]**	FR0012224640	USD	Accumulation	USD 100	1 thousandth of a unit	All subscribers, and particularly natural persons.
DN-EUR	FR0013301579	EUR	Income: Distribution  Capital gains or losses: distribution and/or accumulation	1 thousandth of a unit	1 thousandth of a unit	DN units are available solely at the discretion of the Management Company and will not pay any distribution fees or rebates. Units reserved for (i) investors subscribing via an intermediary providing the service of investment advice on an independent basis pursuant to MiFID II, (ii) investors subscribing via a financial intermediary on the basis of a fee agreement concluded between the investor and the intermediary and mentioning that the intermediary is exclusively paid by the investor, (iii) companies providing the service of portfolio management pursuant to MiFID II, (iv) UCIs managed by ODDO BHF Group entities, and (v) ODDO BHF SCA when providing the service of investment advice on the basis of a written fee agreement concluded with its client.
DI-EUR	FR0013312071	EUR	Income: Distribution  Capital gains or losses: distribution and/or accumulation	EUR 250,000*	1 thousandth of a unit	Units only accessible to eligible counterparties and professional investors per se according to MiFID II.
CN-CHF [H]***	FR0013335791	CHF	Accumulation	CHF 100	1 thousandth of a unit	CN units are available solely at the discretion of the Management Company and will not pay any distribution fees or rebates. Units reserved for (i) investors subscribing via an intermediary providing the service of investment advice on an independent basis pursuant to MiFID II, (ii) investors subscribing via a financial intermediary on the basis of a fee agreement concluded between the investor and the intermediary and mentioning that the intermediary is exclusively paid by the investor, (iii) companies providing the service of portfolio management pursuant to MiFID II, (iv) UCIs managed by ODDO BHF Group entities, and (v) ODDO BHF SCA when providing the service of investment advice on the basis of a written fee agreement concluded with its client.
CM-EUR	FR0014000D11	EUR	Accumulation	EUR 35 000 000	EUR 250 000	Units more particularly dedicated to Mediolanum Group.

DM-EUR	FR0014000DH3	EUR	Income: Distribution  Capital gains or losses: distribution and/or accumulation	EUR 15 000 000	EUR 250 000	Units more particularly dedicated to Mediolanum Group.
CR-SEK [H]****	FR0013326311	SEK	Accumulation	1 thousandth of a unit	1 thousandth of a unit	All subscribers, and particularly natural persons.

\* With the exception of the Management Company, companies in the Management Company's group and UCIs and mandates managed by the Management Company, from which no minimum subscription is required.

\*\* CR-USD [H] units are hedged against US dollar/euro currency risk in order to limit differences in performance relative to euro-denominated units, although a maximum residual currency risk of 3% remains.

\*\*\* CN-CHF [H] units are hedged against Swiss francs/euro currency risk in order to limit differences in performance relative to euro-denominated units, although a maximum residual currency risk of 3% remains.

\*\*\*\* CR-SEK [H] units are hedged against Swedish Krona/euro currency risk in order to limit differences in performance relative to euro-denominated units, although a maximum residual currency risk of 3% remains.

#### INFORMATION FOR UNITHOLDERS:

Address at which the latest annual and semi-annual reports are available:

The latest annual and semi-annual reports shall be sent to unitholders within eight business days upon written request to:

**Company** ODDO BHF ASSET MANAGEMENT SAS  
**Address** 12, Bd de la Madeleine – 75009 Paris  
**Email** [information\\_oam@oddo-bhf.com](mailto:information_oam@oddo-bhf.com)

These documents are also available:

**On the website** <http://am.oddo-bhf.com>  
**By contacting** Customer Services  
**By telephoning** 01 44 51 80 28

Any further information required can be obtained from the Customer Services Department, Tel.: 01 44 51 80 28.

#### DIRECTORY:

**Management Company** ODDO BHF ASSET MANAGEMENT SAS,  
*a société par actions simplifiée* (simplified joint stock company)  
(hereinafter the “**Management Company**”)  
Portfolio Management Company approved by the AMF (number GP 99011)  
12, Bd de la Madeleine – 75009 Paris.

**Custodian, Depository,  
Establishment in charge of  
liabilities management delegated  
by the Management Company** ODDO BHF SCA,  
*a société en commandite par actions* (general partnership limited by shares)  
(hereinafter the “**Custodian**”).  
Bank approved by the French Prudential Control and Resolution Authority.  
12, Bd de la Madeleine – 75009 Paris.

ODDO BHF SCA acts as custodian for the Fund.

The Custodian carries out the following duties, as defined in the applicable regulations: holding the portfolio assets in safekeeping, overseeing the Management Company's decisions and monitoring the Fund's cash flow.

By virtue of delegation by the Management Company, the Custodian is also responsible for the management of Fund liabilities, which includes centralising subscription and redemption orders for Fund units, as well as keeping an account of Fund units issued.

In certain countries, the Custodian delegates its safekeeping activities. A description of the safekeeping activities delegated, the list of delegates and sub-delegates of the Custodian and information on the conflicts of interest liable to result from such delegation are available on

the Management Company's website: <http://am.oddo-bhf.com>. Investors may also request up-to-date information on this from the Management Company.

As an entity, the Custodian is independent of the Management Company.

<b>Administration and Accounting delegated to</b>	EUROPEAN FUND ADMINISTRATION FRANCE S.A.S (EFA FRANCE) 17 rue de la Banque 75002 Paris  The role of EFA is to calculate the net asset value of the Fund and other services listed in the agreement. Any conflicts of interest arising as a result of this delegation will be handled in accordance with the policy for managing conflicts of interest, available on the Management Company's website: <a href="http://am.oddo-bhf.com">http://am.oddo-bhf.com</a> .
<b>Statutory auditor</b>	Deloitte et Associés (hereinafter the " <b>Statutory Auditor</b> ") 6 Place de la Pyramide 92908 Paris-la-Défense Cedex Represented by Mr Jean-Marc Lecat.
<b>Promoter</b>	ODDO BHF ASSET MANAGEMENT SAS, <i>a société par actions simplifiée</i> (simplified joint stock company) Portfolio Management Company approved by the AMF (number GP 99011) 12, Bd de la Madeleine – 75009 Paris.  The list of promoters is not exhaustive mainly due to the fact that the Fund is listed on Euroclear. Thus, some promoters may not be mandated by or known to the Management Company.
<b>Advisers</b>	None
<b>Assignees</b>	None
<b>Agent for receiving subscription and redemption orders as delegated by the Management Company</b>	ODDO BHF SCA, <i>a société en commandite par actions</i> (general partnership limited by shares) Bank approved by the French Prudential Control and Resolution Authority. 12, Bd de la Madeleine – 75009 Paris
<b>Other agent for receiving subscription and redemption orders</b>	CACEIS BANK, Luxembourg Branch (prior to centralising) 5, allée Scheffer L-2520 Luxembourg

## OPERATING AND MANAGEMENT PROCEDURES

### I - GENERAL CHARACTERISTICS OF THE UNITS:

<b>Rights attached to the units</b>	The rights of the Fund's co-owners are represented by units, with each unit corresponding to the same fraction of the Fund's assets. Each unitholder has a co-ownership right in the assets of the Fund proportional to the number of units they hold. The distributable income consists of: 1° The net income for the financial year plus retained earnings, plus or minus the balance of the income equalisation accounts for the last financial year. 2° The realised capital gains, net of fees, minus realised capital losses, net of fees, recorded during the financial year, plus net capital gains of the same kind recorded during previous financial years and that have not been subject to distribution or accumulation, plus or minus the balance of the capital gains equalisation accounts. The categories of income referenced in points 1° and 2° respectively may be distributed, in full or in part, independently of each other.
<b>Inclusion in a register</b>	The Management Company delegates the management of liabilities to the Custodian.
<b>Voting rights</b>	No voting rights are attributed to the ownership of units, decisions concerning the Fund being taken by the Management Company. The voting rights attached to the securities held by the Fund are exercised by the Management Company, which has the sole power to take decisions, pursuant to regulations in force. The Management Company's voting policy may be consulted at its registered office or online at <a href="http://am.oddo-bhf.com">http://am.oddo-bhf.com</a> in accordance with Article 314-100 of the

AMF General Regulation. Unitholders can obtain a report of the Management Company's voting activities from the Management Company.

**Form of units**

Listed on Euroclear France  
Units are issued in bearer form. They cannot be issued in or converted into registered form.

**Fractions of units**

Subscriptions and redemptions in thousandths of units.

**Financial year-end**

Last stock market trading day in March.  
End of first financial year: 31 March 2000.

**Tax regime**

**General provisions**

The Fund may be used for life insurance policies.

As of 1 July 2014, the Fund shall be governed by the provisions of appendix II, point II. B. of the Agreement (IGA) signed on 14 November 2013 between the government of the French Republic and the government of the United States of America so as to improve compliance with tax obligations at an international level and implement the act governing compliance with these obligations for foreign accounts (FATCA).

This prospectus does not purport to set out the tax implications for investors of subscribing, redeeming, holding or selling the Fund's units. These implications will vary, depending on the laws and practices that apply in the country of residence, domicile or incorporation of the unitholders and on their personal situations.

Abroad, in the countries where the Fund invests, capital gains on the sale of securities and income from foreign sources received by the Fund may be subject to tax, generally in the form of withholding tax. The amount of withholding tax due may be reduced or waived when the governments in question have signed tax treaties.

Depending on your tax status, your country of residence or the jurisdiction from which you invest in the Fund, any capital gains and income resulting from the holding of units of the Fund may be subject to taxation. We advise you to consult a tax advisor in relation to the potential consequences of purchasing, holding, selling or redeeming units of the Fund according to the laws of your country of tax residence, ordinary residence or domicile.

Neither the Management Company nor the Promoters shall accept any responsibility whatsoever for the tax consequences that may arise for investors following a decision to purchase, hold, sell or redeem units of the Fund.

Redemption of unit followed by a subscription:

As the Fund is made up of several unit classes, a conversion from one class of units by means of a redemption followed by a subscription of another class of units constitutes, for tax purposes, a sale in return for payment of a consideration likely to generate a taxable gain.

**Specific provisions of the German Investment Taxation Act**

The German Investment Tax Act (GITA) provides for a partial tax exemption for certain German residents investing in equity investment funds (subject to a minimum equity quota of 51%) or mixed investment funds (subject to a minimum equity quota of 25%). This new tax treatment will enter into force on 1 January 2018 (though the GITA itself has come into effect as of 27 July 2016, with certain changes being applicable as of 1 January 2016 with retroactive effect).

In accordance with article 5a of the Fund's regulations, the "Investment strategy" and "composition of assets" sections of the Prospectus set forth the instruments and deposits which are eligible to form part of the Fund's assets. It is confirmed in the "Composition of assets" section of this Prospectus that the Fund invests in a minimum equity quota as set forth by the GITA (as amended).

For this purpose, "equity participations" shall mean, in accordance with Section 2 para. 8 of the GITA:

- participations in capital companies which are listed on a stock exchange or listed on an organised market;

- participations in capital companies which are not real estate companies and which are incorporated in a member state of the European Union or the European Economic Area and are subject to income taxation for capital companies there and are not tax-exempt;
- participations in capital companies which are incorporated in a third country and are subject to income taxation for capital companies there at a minimum rate of 15% and are not tax-exempt;
- shares or units in equity investment funds according to Section 2 para. 6 of the GITA with an amount of 51% of their value; and
- shares or units in mixed investment funds according to Section 2 para. 7 of the GITA with an amount of 25% of their value.

German residents are invited to consult their own tax advisor for further information on the provisions of the GITA.

#### Specific provisions:

<b>ISIN code</b>	CR-EUR units: FR0000974149 DR-EUR units: FR0011380070 CI-EUR units: FR0010251108 CN-EUR units: FR0011036920 GC-EUR units: FR0011603901 CR-USD [H] units: FR0012224640 DN-EUR units: FR0013301579 DI-EUR units: FR0013312071 CN-CHF [H] units : FR0013335791 CM-EUR units: FR0014000D11 DM-EUR units: FR0014000DH3 CR-SEK [H] units : FR0013326311
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<b>Classification</b>	“International equities” fund
<b>Fund of funds</b>	Less than 10% of the net assets.
<b>Investment objective</b>	The Fund’s investment objective is to achieve long-term capital growth by outperforming its benchmark index, the MSCI Europe Smid Cap Net Return EUR, over a five-year rolling period, while also taking into account ESG criteria.
<b>Benchmark index</b>	<p>Its benchmark is the MSCI Europe Smid Cap Net Return EUR.</p> <p>The administrator of this benchmark is MSCI Limited. The latter is registered in the register of administrators and benchmarks maintained by the ESMA.</p> <p>The <b>MSCI Europe Smid Cap Net Return EUR</b> (index code M7EUSM index) is an index representing small and mid-cap equity markets in 15 developed countries in Europe. These countries are Austria, Belgium, Denmark, Finland, France, Germany, Ireland, Italy, the Netherlands, Norway, Portugal, Spain, Sweden, Switzerland and the United Kingdom.</p> <p>With 1,124 companies in its portfolio, the index covers approximately 28% of the free-float-adjusted market capitalisation in each country.</p> <p>It allows the investor to assess the Fund’s risk profile. The Fund’s performance may differ substantially from that of its benchmark index.</p> <p>The above index is broad market index that do not necessarily consider in their composition or calculation methodology the ESG characteristics promoted by the Fund. For a description of the method used to calculate the index, see <a href="http://www.msci.com">www.msci.com</a>.</p> <p>In accordance with Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016, the Management Company has a procedure for monitoring the benchmarks used, setting out the actions to be taken in the event that a benchmark materially changes or ceases to be provided.</p> <p>Investors are advised that the benchmark index does not constitute a limitation on the Fund’s investment universe. It allows the investor to assess the Fund’s risk profile. The Fund’s performance and composition of assets may differ substantially from that of its benchmark index.</p>

## Investment strategy

The strategy is based on an investment process developed by the “small and mid-caps” team.

The investment universe consists of the stocks that make up the MSCI Europe Smid Cap Net Return EUR as well as other stocks of companies headquartered in the European Economic Area (EEA) and any other European member country of the OECD with a capitalisation between EUR 500 million and EUR 10 billion (at the time they are first added to the portfolio). On an ancillary basis, the Fund may also invest in securities of companies located in the same geographical area with a market capitalisation of less than EUR 500 million (at the time they are first added to the portfolio).

Initially, the management team takes into account extra-financial criteria in a significant way, thanks to a selectivity approach leading to the elimination of at least 20% of this universe. This selectivity approach can be broken down into two stages:

### I. First stage: sectoral exclusions:

The Fund may not invest in the tobacco, alcohol, gambling, coal mining and energy generation, oil and gas, regulated utilities and telecommunications sectors. Likewise, banks that have not committed to a policy that meets international standards for a fossil fuel phase-out will be excluded.

### II. Second stage: ESG rating:

This step involves taking into account the ESG rating of a large majority of the companies in the investment universe from our internal rating system or from an external non-financial data provider. This rating process once again reduces the Fund's investment universe to obtain an eligible universe:

1. companies that are not monitored by our internal model or by our external non-financial data provider are systematically excluded from the investment universe;
2. companies that do not follow our internal model and are assigned an ESG CCC or B rating by our external non-financial data provider MSCI ESG Ratings are also systematically excluded from the universe;
3. finally, companies rated 1 out of 5 on our internal rating scale on the “human capital” and/or “corporate governance” pillars are also systematically excluded from this universe.

Our internal ESG analysis process is twofold:

- “best-in-universe”: the management team favours the highest rated issuers regardless of their size and sector of activity.
- “best effort”: the management team values the progress made over time by issuers, thanks to direct dialogue with them.

As part of the company rating process, the following criteria, among others, are analysed:

- Environmental: energy consumption, water consumption, waste management, environmental certifications, products and services with environmental value-added, climate risk management, etc.
- Social: human capital (human resources management, executive team diversity, training, employee health and safety, etc.), supplier management, innovation, etc.
- Governance: corporate governance (preservation of minority shareholder's interests, composition of governance bodies, remuneration policy, etc.), fiscal responsibility, exposure to risk of corruption, etc.

Close attention is paid to analysing human capital and corporate governance, which account for 30% and 25% of each company's score, regardless of its size or industry. We believe that poor human capital management or corporate governance failures pose a major risk to the execution of a company's strategy and therefore to its valuation.

The analysis of controversies (industrial accidents, pollution, convictions for corruption, anti-competitive practices, product safety, supply chain management, etc.), based on information provided by our external non-financial data provider, is integrated into the rating process and directly influences the ESG rating of each company.

This internal ESG analysis results in an internal rating system on a scale of 1 (worst) to 5 (best): High ESG Opportunity (5), ESG Opportunity (4), ESG Neutral (3), Moderate ESG Risk (2) and High ESG Risk (1).

The Fund adheres to the AFG Eurosif Code of Transparency for SRI funds open to the public, which is available from the website [www.am.oddo-bhf.com](http://www.am.oddo-bhf.com). This Code describes in detail the extra-financial analysis method, exclusions, exclusion thresholds and the SRI selection process applied.

The Management Company pledges that issuers representing at least 90% of the Fund's net assets have an ESG rating.

The investment process relies on an active stock-picking-based management strategy within the eligible universe. The manager invests in small and mid-cap companies of less than EUR 10 billion (at the time they are first added to the portfolio) which enjoy a real competitive advantage in a market with strong entry barriers and which are highly profitable, thereby enabling them to finance their own long-term development. These characteristics are identified during the analysis conducted by the fund managers, who choose them on a discretionary basis.

The investment process comprises four stages:

First stage: The manager filters the universe based on economic and financial performance indicators.

The manager favours companies in a position to generate, over the course of a cycle, a greater Return on Capital Employed than the industry average and a positive free cash flow.

Second stage: Fundamental analysis, company visits.

The fundamental analysis of stocks aims to verify that the fundamental elements underlying the financial profitability of a company will be preserved and even improved or regained in years to come.

Company visits: the manager will endeavour to validate the suitability and coherence of the company's strategy, any foreseeable changes in the company's industry and the stock's sensitivity to the macroeconomic environment or any other theme that may affect the company's fundamentals.

Third stage: Valuation.

Companies are valued using two methods: peers (PER, returns, EV/sales, EV/EBIT, etc.) and discounted available cashflows (DCF) based on two scenarios: one optimistic, the other pessimistic. These valuations determine the buy and sell thresholds.

Fourth stage: Portfolio development.

Weightings are defined in absolute terms and not in direct relation to a benchmark index.

At the end of this strictly bottom-up process, the manager compares the portfolio's sector allocation to that of the benchmark index. The manager ensures that the portfolio's thematic and sector diversification is sufficient to avoid too great a tracking error versus the benchmark index, while complying with the aforementioned sectoral and ESG exclusions.

Furthermore, the Fund undertakes not to invest more than 10% of its assets in securities rated High ESG Risk (1). A dialogue process with the issuer will be systematically entered into as soon as a security held in the portfolio is rated High Risk, or in the event of a passive breach of the 10% cap. If no progress is made in the 18 to 24 months that follow, the Fund shall divest all of the shares in excess of this cap.

The Fund's maximum exposure to all instruments (equity, debt securities, investment funds and derivatives) may not exceed 100% of the Fund's net assets, given that the maximum exposure is the sum of the net exposures to each market (equity, rates, monetary) to which the Fund is exposed (sum of the buying positions and the hedging positions).

The Fund is a financial product that promotes environmental and social factors as defined in Article 8 (1) of Regulation (EU) 2019/2088 of 27 November 2019 on sustainability-related disclosures in the financial services sector (“**SFDR**”), the ESG (Environmental and/or Social and/or Governance) policy of which is presented below. However, the Fund does not have sustainable investment as its objective as defined by Article (9) of the SFDR. As such, the Fund is subject to sustainability risk as defined below.

The European Union Taxonomy (Regulation (EU) 2020/852) (hereafter the “**Taxonomy**”) aims to identify economic activities that are considered environmentally sustainable.

The Taxonomy identifies these activities according to their contribution to six broad environmental objectives:

- climate change mitigation;
- climate change adaptation;
- sustainable use and protection of water and marine resources;
- transition to a circular economy (waste, prevention and recycling);
- pollution prevention and control;
- protection and restoration of biodiversity and ecosystems.

To be considered sustainable, an economic activity must demonstrate that it makes a substantial contribution to the achievement of one or more of the six objectives, while not harming any of the other objectives (the so-called DNSH principle, "Do No Significant Harm").

For an activity to be considered aligned with the Taxonomy, it must also respect human and social rights guaranteed under international law (the minimum social safeguards).

The following information is only an estimate, made on the basis of data obtained from third-party suppliers. In anticipation of the data that will be provided by companies under the taxonomy in the future, the Management Company estimates to invest up to 10 % of the fund/ sub-fund in activities aligned with the Taxonomy in terms of:

- climate change mitigation, or
- climate change adaptation.

The percentage could already be exceeded by the fund/sub-fund if the Management Company or data providers underestimate the turnover or capital expenditure generated by the portfolio companies, which are related to ESG products or measures. The Management Company expects that the percentage of these investments increases as data availability increases and the methodology of Taxonomy evolves.

The “do no significant harm” principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities.

The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

## Composition of assets

### 1 - Assets (excluding derivatives)

- **Equities:**

The Fund will invest:

- 75% to 100% of its assets in equities of issuers headquartered in the European Economic Area and/or in equities of issuers headquartered in a non-EEA European member country of the OECD, with a minimum of 75% in equities issued by companies headquartered within a European Union Member State, Iceland or Norway,
- in small and mid-cap stocks between EUR 500 million and EUR 10 billion (at the time they are first added to the portfolio),
- on an ancillary basis, the Fund may also invest in securities of companies located in the same geographical area with a market capitalisation of less than EUR 500 million (at the time they are first added to the portfolio).
- investments in equities of issuers headquartered in a non-EEA country or in a European member country of the OECD shall not exceed 20%.

The Fund invests at least 51% of its total value in equity participations, within the meaning of Section 2 Para. 8 of the German Investment Tax Act (GITA) and as laid down in the 'Tax regime' section of this Prospectus.

- **UCI shares or units:**

Up to 10% of the Fund may be invested in units or shares:

- of French or foreign UCITS that may not invest more than 10% of their assets in units or shares of other UCITS, AIFs or investment funds.
- of French AIFs or AIFs from other EU Member States.
- of investment funds established under foreign law.

The units or shares of these AIFs and investment funds must meet the four criteria under article R 214-13 of the French Monetary and Financial Code, namely: (i) that they are subject to regulations equivalent to those applicable to UCITS and that there is cooperation between the AMF and the regulatory body of the AIF; (ii) that the level of protection granted to unitholders is equivalent to that of UCITS; (iii) that they issue semi-annual and annual reports explaining their activities; and (iv) that they must not themselves invest over 10% of their assets in units or shares of other UCITS, AIFs or foreign investment funds.

The Fund may invest in UCIs in order to generate income from cash or to diversify and stimulate the portfolio.

These funds may be managed by Oddo BHF Asset Management SAS and/or Oddo BHF Asset Management GmbH. The investment strategies of these funds will be compatible with the Fund's investment strategy.

- **Debt securities and money market instruments:**

The Fund may invest up to 25% in bonds and debt securities to generate income from cash. The primary instruments used shall be transferable debt securities of short-term maturities, limited to issuers with an AAA rating (from *Standard & Poor's*, *Moody's* or *Fitch* or similar, or deemed equivalent under the Management Company's internal rating system). The Management Company does not use the ratings issued by ratings agencies automatically or in isolation, as it also applies its own internal analysis.

In the event of a downgrade, the Management Company will take the interests of unitholders, market conditions and its own analysis of these fixed income products into account when respecting rating limits.

The Fund may also invest in:

- Treasury bills;
- Fixed rate bonds issued by the Member Countries of the Euro Zone;
- Fixed rate bonds issued by the public corporations of the Euro Zone.

## **2 - Financial futures and options**

The Fund may invest in all financial futures or options traded on regulated markets or over-the-counter in France and other countries in order to hedge against currency risk so that it remains limited to 50% of the Fund's assets. The instruments used shall be futures, currency swaps and forward exchange contracts. The counterparty shall not be involved with the management of over-the-counter forward financial contracts.

These instruments shall be held without seeking overexposure, up to the limit of 100% of the Fund's net assets.

The Fund will not use Total Return Swaps.

## **3 - Securities with embedded derivatives**

The Fund may hold convertible bonds and subscription certificates on an ancillary basis so as to generate exposure to equity risk. These instruments shall be held without seeking overexposure, up to the limit of 10% of the Fund's net assets.

## **4 - Deposits**

The Fund may use deposits to optimise the return on the Fund's cash holdings, up to the limit of 20% of its net assets.

Used as part of the day-to-day management of the Fund's cash assets, these will contribute to achieving the investment objective based on their level of return.

## **5 - Cash borrowing**

The Fund may borrow the equivalent of up to 10 % of its net assets in cash in order to cover a temporary delay between incoming and outgoing funds relating to purchases and sales of securities issued on the market, or to cover large redemptions;

## **6 - Temporary purchases and sales of securities**

The Fund may, for cash management purposes or to maximise Fund income, use:

- reverse repurchase agreements

Any temporary purchases of securities shall be conducted under market conditions and up to a maximum of 25% of the Fund's net assets for reverse repurchase agreements.

These operations shall be performed on the equities, debt securities and money market instruments referred to in the "Assets (excluding embedded derivatives)" section.

The targeted proportion of AUM used for reverse repurchase agreements is 5%.

Within the scope of these transactions, the Fund may receive or issue financial guarantees (collateral). Their operation and characteristics are presented under "Collateral management".

Temporary purchases and sales of securities may be carried out with ODDO BHF SCA or with EU banks that have a minimum credit rating of A-.

Additional information can be found under the heading "Fees and expenses".

For further information, please refer to the Fund's annual report.

## **7 - Collateral management**

Within the scope of OTC financial derivatives transactions and temporary purchases and sales of securities, the Fund may receive or issue financial assets as guarantees.

The purpose of receiving financial guarantees is to reduce the Fund's exposure to counterparty default risk. They will exclusively take the form of cash and/or securities (only for reverse repurchase operations).

As an exception to the above, and only in the case of reverse repurchase operations, the Fund will receive traditional fixed income securities rated at least A- and/or securities issued by governments with a rating of at least AA- as collateral. In any case, the issue of the security received as collateral must be larger than EUR 100 million and the Fund's participation will be limited to 10%.

Transactions potentially requiring the use of financial guarantees shall be carried out with a European Union credit institution that may belong to the ODDO BHF group.

Any financial guarantees ("collateral") received shall also, in accordance with regulations, comply with the following:

- liquidity, valuation (at least daily and assets which do not offer high volatility unless adequate discounts can be obtained), issuer creditworthiness, correlation (independence vis-à-vis the counterparty) and diversification (with a maximum exposure to a given issuer of 20% of net assets) criteria;

- it shall be held by the Custodian of the Fund or any third party, in a segregated account, subject to prudential supervision and which has no connection with the provider of the financial guarantees;

- financial guarantees received must be available for full execution by the Fund at any time without consulting the counterparty or the counterparty's consent;

- financial guarantees received as cash shall only be placed as deposits with eligible institutions or invested in top-tier government bonds or used in reverse repurchase transactions (provided that such transactions are concluded with credit institutions subject to prudential supervision and on the condition that the Fund is in a position to recall the total cash amount at any time, accounting for accrued interest) or invested in short-term money market UCIs;

- the financial guarantees shall not be reused.

## Risk profile

Your money will mainly be invested in financial instruments selected by the Management Company. These instruments are subject to the market's movements and fluctuations.

The risks identified by the Management Company and presented below are not exhaustive. Investors are responsible for forming their own opinion independently from that of the Management Company, assessing the risk of any investments they make, with the assistance of a financial investment adviser where applicable, and for ensuring that the investment envisaged is suited to their financial situation and ability to assume financial risks.

In accordance with the provisions of Article 8 of Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector (SFDR), the management team takes sustainability risks into account by integrating ESG (Environmental and/or Social and/or Governance) criteria into its investment decision-making process, as set out in the "Investment Strategy" section. This process also makes it possible to assess the management team's ability to manage the adverse sustainability impacts of their business activities. The Management Company will announce how this product takes into account adverse sustainability impacts by 30 December 2022 at the latest. The Management Company also takes ESG criteria into account through its own ESG exclusion policy. The Management Company is a signatory to the United Nations Principles for Responsible Investment (PRI) and the CDP (formerly known as the Carbon Disclosure Project). Finally, the Management Company exercises the voting rights when shares are held by the Fund. Information relating to the Management Company's policies is available from [am.oddo-bhf.com](http://am.oddo-bhf.com). Please refer to the Key Investor Information Document for information on the risk category to which this Fund belongs.

In particular, the Fund will be exposed to the following risks:

### **Risk of capital loss:**

The Fund is not guaranteed or protected; investors may not get back their initial investment in full.

### **Equity risk:**

The Fund invests, either directly or indirectly and up to a maximum of 100%, in one or more equity markets that may experience significant fluctuations. The Fund's net asset value could fall during periods in which the equity market is falling.

### **Risk associated with holding small and medium capitalisations:**

The Fund may be exposed to small and medium capitalisations. Price fluctuations, both upward and downward, are more acute and more abrupt than for large capitalisations, and may therefore result in sharp variations in the net asset value of the Fund. Furthermore, the low volumes traded on these markets may result in liquidity risk. This type of investment may affect the Fund's valuation and the prices at which the Fund may be obliged to liquidate its positions, particularly in the case of large redemptions, and may even make it impossible for the Fund to sell its holdings, as a result of which the Fund's net asset value may fall.

### **Interest rate risk:**

This corresponds to the risk linked to a rise in bond market interest rates, which causes bond prices and therefore the net asset value of the Fund to fall.

### **Credit risk:**

This is the risk of a potential downgrading of an issuer's credit rating, or in an extreme case its default, which would have a negative impact on the price of the debt securities issued and therefore on the net asset value of the Fund. This could result in a capital loss. Credit risk varies according to expectations, bond maturities and the level of confidence in each issuer. This may restrict the liquidity of the securities of a particular issuer and have a negative impact on the net asset value of the Fund, especially if the Fund liquidates its positions in a market where transaction volumes are low.

### **Currency risk:**

This risk is linked to portfolios invested fully or partially in securities denominated in currencies other than the Fund's reference currency and corresponds to the variation in the exchange rate between these currencies and the Fund's reference currency. As such, the value a security may be affected by a change in the value of its reference currency against the euro, even though its

value in its base currency may not change, thereby causing the net asset value of the Fund to fall.

**Risk associated with discretionary management:**

This risk is linked to the investment style, which is based on expectations regarding the performance of the various markets. There is a risk that the Fund may not be invested in the best-performing markets or securities at all times. The Fund's performance therefore depends on the manager's ability to anticipate movements in the markets or in individual securities. This risk may result in a fall in the Fund's net asset value and/or a capital loss for the investor.

**Counterparty risk:**

This is the risk of a counterparty's collapse, causing it to default on payment. The Fund may be exposed to the counterparty risk caused by the use of forward financial instruments contracted over-the-counter with credit institutions or contracts for the temporary purchase or sale of securities. The Fund is therefore exposed to the risk that one of these credit institutions may not be able to honour its commitments in connection with such instruments.

Certain contracts exposing the Fund to counterparty risk may be concluded with a company belonging to the ODDO BHF group.

**Risk associated with commitments on forward financial instruments:**

Without seeking overexposure, the Fund may invest up to 100% of its net assets in forward financial instruments (in particular futures, swaps, etc.) which may present a downside risk to its net asset value.

**Risks associated with securities financing transactions and collateral management:**

Investors may be exposed to legal risk (arising from the legal documentation, the application of agreements and the limits imposed by them) and to the risk associated with the reuse of securities received as collateral, given that the net asset value of the Fund may vary depending on fluctuations in the value of the securities acquired through investment in cash received as collateral. In exceptional market conditions, investors may also be exposed to liquidity risk, making it difficult, for example, to trade certain securities.

**Sustainability Risk:**

Refers to an environmental, social or governance event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of the investments made by this Fund, notably: 1) a fall in income; 2) higher costs; 3) damages or a depreciation in asset value; 4) higher capital cost; and 5) fines or regulatory risks. Due to the nature of sustainability risks and specific subjects such as climate change, the probability of these sustainability risks having an impact on financial products' returns is likely to increase in the longer term

Environment:

- sector risks associated with the environmental footprint of the business;
- physical and transition risks associated with climate change;
- materiality of environmental controversies; and management of related conflicts of interest;
- dependency of the business on natural capital;
- risks associated to the business' activities, products and services which may impact on the environment.

Social:

- sector risks associated with health and safety
- environmental and social risks in the supply chain;
- management of the social climate and development of human capital;
- management of quality and risks associated with consumers' safety;
- management and materiality of social/society-related controversies;
- management of the innovation capabilities and intangible assets;

Governance:

- quality and transparency of the financial and non-financial communication;
- sector risks associated with bribery and cybersecurity;
- quality of the supervisory corporate bodies
- quality and sustainability of the corporate governance framework;
- management of corporate-governance related conflicts of interest;
- regulatory risks;
- integration into and management of sustainability within the business' strategy."

The Fund will be exposed, to a limited extent, to the following risks:

**Risk associated with convertible bonds**

Convertible bonds represent a halfway house between bonds and shares, with the particularity of introducing an element of equity risk into a fixed income instrument that already features interest rate and credit risk. Since equity markets are more volatile than fixed income markets, holding these instruments results in an increase in portfolio risk. The value of convertible bonds depends on several factors: the level of interest rates, changes in the price of the underlying equities, changes in the price of the derivative embedded in the convertible bond. These various factors may result in a fall in the Fund's net asset value.

**Guarantee or protection**

None (neither the capital nor the performance are guaranteed).

## INVESTORS AND UNITS

**Target investors**

The units have not been, and shall not be, registered under the 1933 US Securities Act (hereinafter "the Act of 1933"), or under any law applicable in a US State, and the units may not be directly or indirectly assigned, offered or sold in the United States of America (including its territories and possessions) for the benefit of any US persons (hereinafter "US Persons"), as defined by US "Regulation S" under the Act of 1933 adopted by the Securities and Exchange Commission or SEC, except if (i) the units are registered or (ii) an exemption is applicable (with the prior consent of the Fund Management Company's CEO). The Fund is not, and shall not, be registered under the US Investment Company Act of 1940. Any resale or assigning of units in the United States of America or to a "US Person" may constitute a violation of US law and require the prior written consent of the Management Company's CEO. Persons wishing to purchase or subscribe units shall be required to certify in writing that they are not "US Persons".

All unitholders must immediately inform the Fund if they become a "US Person". Any unitholder that becomes a US Person shall no longer be authorised to purchase new units and may be requested to dispose of their units at any time for the benefit of persons who do not have "US Person" status.

The term "US Person" has the same meaning in the Prospectus as the definition given in SEC Regulation S (Part 230 - 17 CFR 230.903). This definition of a "US Person" is available at <http://www.sec.gov/about/laws/secrulesregs.htm>.

In accordance with the provisions of the Foreign Account Tax Compliance Act ("FATCA"), applicable as of 1 July 2014, if the Fund directly or indirectly invests in US assets, the income from these investments may be subject to 30% withholding tax. To avoid the payment of this 30% withholding tax, France and the United States have concluded an intergovernmental agreement whereby non-US financial institutions ("foreign financial institutions") undertake to set up a procedure to identify direct or indirect investors with US taxpayer status and transmit certain information about these investors to the French tax authorities, which will communicate it to the US tax authorities ("Internal Revenue Service").

In its capacity as a foreign financial institution, the Fund undertakes to comply with FATCA and to take any measures required by the aforementioned intergovernmental agreement.

Except for these restrictions, the Fund is open to all investors, while bearing the following in mind.

CR-EUR, CR-SEK [H], DR-EUR and CR-USD [H] units are primarily aimed at retail investors. CR-USD [H] units are hedged against US dollar/euro currency risk in order to limit differences in performance relative to euro-denominated units, although a maximum residual currency risk of 3% remains. CR-SEK [H] units are hedged against Swedish Krona/euro currency risk in order to limit differences in performance relative to euro-denominated units, although a maximum residual currency risk of 3% remains.

CI-EUR and DI-EUR units are only accessible to eligible counterparties and professional investors per se according to MiFID II.

CM-EUR and DM-EUR units are more particularly dedicated to Mediolanum Group.

CN-EUR, DN-EUR, CN-CHF [H]] units are available solely at the discretion of the Management Company and will not pay any distribution fees or rebates. Units reserved for (i) investors subscribing via an intermediary providing the service of investment advice on an independent

basis pursuant to MiFID II, (ii) investors subscribing via a financial intermediary on the basis of a fee agreement concluded between the investor and the intermediary and mentioning that the intermediary is exclusively paid by the investor, (iii) companies providing the service of portfolio management pursuant to MiFID II, (iv) UCIs managed by ODDO BHF Group entities, and (v) ODDO BHF SCA when providing the service of investment advice on the basis of a written fee agreement concluded with its client. CN-CHF [H] units are hedged against swiss francs/euro currency risk in order to limit changes in performance relative to euro-denominated units, although a maximum residual currency risk of 3% remains.

GC-EUR units are reserved for (i) insurance companies approved by ODDO BHF Asset Management SAS, to represent unit-linked products subscribed as part of “advisory management” contracts in their range, for (ii) ODDO BHF SCA clients also having signed an advisory agreement with an ODDO BHF SCA financial investment advisory partner and for (iii) Italian asset managers approved by ODDO BHF Asset Management SAS.

**Typical investor profile**

The Fund is intended for investors seeking exposure to international equities over a period of five years, who are willing to accept the risks arising from such exposure.

The amount that is appropriate to invest in this Fund depends on your personal wealth. To determine this amount, investors should consider their personal wealth/assets, their current financial needs and those in five years as well as their willingness to accept risks or their preference for a more prudent investment. It is also highly recommended that investors sufficiently diversify their investments so as not to be exposed solely to the risks of this Fund.

**Recommended investment horizon**

5 years

**Allocation of distributable income (income and capital gains)**

Distributable income:

Distributable income	CR-EUR, CR-SEK [H], CI-EUR, CN-EUR, GC-EUR, CR-USD [H], CM-EUR and CN-CHF [H] Accumulation units	DR-EUR, DN-EUR, DM-EUR and DI-EUR Distribution units
Net income allocation	Accumulation	Distributed in full, or partly carried forward by decision of the Management Company
Allocation of net realised capital gains or losses	Accumulation	Distributed in full, or partly carried forward by decision of the Management Company and/or accumulated

CR-EUR, CR-SEK [H], CI-EUR, CN-EUR, GC-EUR, CR-USD [H], CM-EUR and CN-CHF [H] units: accumulation

DR-EUR, DN-EUR, DM-EUR and DI-EUR units: distribution (full or partial on an annual basis and at the Management Company's discretion).

Frequency of distributions:

Accumulation units: no distribution

Distribution units: the proportion of distributable income which the Management Company decides to distribute is paid annually. Distributable income is paid out within five months of the financial year end.

**Base currency**

CR-EUR, DR-EUR, CI-EUR, CN-EUR, GC-EUR, DN-EUR, CM-EUR, DM-EUR and DI-EUR units: Euro (€)

CR-USD [H] units: Dollar (\$)

CR-SEK [H] : units : Swedish Krona (SEK)

CR-USD [H] units are hedged against US dollar/euro currency risk in order to limit differences in performance relative to euro-denominated units, although a maximum residual currency risk of 3% remains.

CN-CHF [H] units are hedged against Swiss francs/euro currency risk in order to limit differences in performance relative to euro-denominated units, although a maximum residual currency risk of 3% remains.

CR-SEK [H] units are hedged against Swedish Krona/euro currency risk in order to limit differences in performance relative to euro-denominated units, although a maximum residual currency risk of 3% remains.

**Form of units**

CR-EUR, CR-SEK [H], DR-EUR, CI-EUR, CN-EUR, GC-EUR, CR-USD [H], DN-EUR, CN-CHF [H], CM-EUR, DM-EUR and DI-EUR units: Bearer

**Fractions of units**

CR-EUR, CR-SEK [H], DR-EUR, CI-EUR, CN-EUR, GC-EUR, CR-USD [H], DN-EUR, CN-CHF [H], CM-EUR, DM-EUR and DI-EUR units: Subscriptions and redemptions in thousandths of units.

**SUBSCRIPTION AND REDEMPTION PROCEDURES**

**Terms and conditions of subscriptions and redemptions**

Subscription and redemption requests are centralised by the Custodian every net asset value calculation day until 11:15 (Paris time, CET/CEST) and executed on the basis of the net asset value of the same day. The resulting settlements shall be carried out on the second trading day following the NAV date, except in the case of CR-USD [H], CN-CHF [H] and CR-SEK [H] units, for which settlements shall be carried out at the latest on the fifth trading day following the NAV date. Any order received by the Custodian after this time will be executed at the following net asset value.

The Fund may cease issuing CR-USD [H] units when a maximum number of 300,000 (three hundred thousand) CR-USD [H] units has been reached. Subscriptions to CR-USD [H] units will be reopened when the number of units held falls below a threshold of 270,000 (two hundred and seventy thousand).

Orders are executed as set out in the table below:

D: net asset value calculation day		D + 1 business day	D + 2 business days	D + 5 business days
Centralization until 11:15 a.m. (CET/CEST) of subscription and redemption orders	Execution of the order no latter than on D	Publication of the net asset value	Payment of subscriptions and redemptions except for CR-USD [H], CN-CHF [H] and CR-SEK [H] units	Payment of subscriptions and redemptions for CR-USD [H], CN-CHF [H] and CR-SEK [H] units

**Initial value of the unit**

CR-EUR units: EUR 100  
 DR-EUR units: EUR 100  
 CI-EUR units: EUR 100,000  
 CN-EUR units: EUR 1,000  
 GC-EUR units: EUR 100  
 CR-USD [H] units: USD 100  
 DN-EUR units: EUR 100  
 DI-EUR units: EUR 100,000  
 CN-CHF [H] units: CHF 100  
 CM-EUR units: EUR 100 000  
 DM-EUR units: EUR 100 000  
 CR-SEK [H] units : SEK 100

CR-EUR units: 1 thousandth of a unit  
 DR-EUR units: 1 thousandth of a unit

<b>Minimum initial investment</b>	<p>CI-EUR units: EUR 250,000, with the exception of the Management Company, companies in the Management Company's group and UCIs and mandates managed by the Management Company, from which no minimum subscription is required.</p> <p>CN-EUR units: 1 thousandth of a unit</p> <p>GC-EUR units: EUR 100</p> <p>CR-USD [H] units: USD 100</p> <p>DN-EUR units: 1 thousandth of a unit</p> <p>DI-EUR units: EUR 250,000, with the exception of the Management Company, companies in the Management Company's group and UCIs and mandates managed by the Management Company, from which no minimum subscription is required.</p> <p>CN-CHF [H] units: CHF 100</p> <p>CM-EUR units: EUR 35 000 000</p> <p>DM-EUR units : EUR 15 000 000</p> <p>CR-SEK [H] units : 1 thousandth of a unit</p>
<b>Minimum subsequent investment</b>	<p>CR-EUR units: 1 thousandth of a unit</p> <p>DR-EUR units: 1 thousandth of a unit</p> <p>CI-EUR units: 1 thousandth of a unit</p> <p>CN-EUR units: 1 thousandth of a unit</p> <p>GC-EUR units: 1 thousandth of a unit</p> <p>CR-USD [H] units: 1 thousandth of a unit</p> <p>DN-EUR units: 1 thousandth of a unit</p> <p>DI-EUR units: 1 thousandth of a unit</p> <p>CN-CHF [H] units: 1 thousandth of a unit</p> <p>CM-EUR units: EUR 250 000</p> <p>DM-EUR units : EUR 250 000</p> <p>CR-SEK [H] units : 1 thousandth of a unit</p>
	<p>The Fund may cease issuing CR-USD [H] units when a maximum number of 300,000 (three hundred thousand) CR-USD [H] units has been reached. Subscriptions to CR-USD [H] units will be reopened when the number of units held falls below a threshold of 270,000 (two hundred and seventy thousand).</p>
<b>Centralisation agent for subscription and redemption requests delegated by the Management Company</b>	<p><b>ODDO BHF SCA</b> 12, Bd de la Madeleine – 75009 Paris</p> <p>The Fund's promoters must send subscription and/or redemption orders to the Centralising Agent no later than the centralisation cut-off time. Any order received by the Centralising Agent after this time will be executed at the following net asset value.</p> <p>Promoters may apply their own cut-off time, which may be earlier than the cut-off time mentioned above, in order to take into account the time required to transmit orders to the centralising agent.</p> <p>It is the investor's responsibility to obtain information on the time at which his order has been received by the promoter for processing.</p>
<b>Date and frequency of calculation of net asset value</b>	<p>The net asset value is calculated daily, according to the Euronext Paris calendar, with the exception of public holidays on the French Stock Exchange.</p>
<b>Place and methods of publication or communication of net asset value</b>	<p>This information can be obtained on a daily basis from the Management Company (ODDO BHF Asset Management SAS) and the Custodian (ODDO BHF SCA) at 12, Boulevard de la Madeleine, 75009 Paris, and from the website <a href="http://am.oddo-bhf.com">http://am.oddo-bhf.com</a>.</p>
<b>Notification of portfolio structure</b>	<p>The Management Company may, upon request, notify professional investors subject to the obligations resulting from Directive 2009/138/EC (the Solvency II Directive) of the structure of the Fund's portfolio at the earliest 48 hours from the last publication of the net asset value. The information provided shall be treated with the utmost confidentiality and shall only be used for the calculation of prudential requirements. This information cannot, under any circumstances, be used for illegal activities such as market timing or late trading by unitholders in possession of such information.</p>

## INFORMATION ON FEES, EXPENSES AND TAXATION

### Fees and expenses

#### Subscription and redemption fees:

Subscription fees increase the subscription price paid by the investor, while redemption fees decrease the redemption price. The fees charged by the Fund serve to offset the costs incurred by the Fund to invest and disinvest investors' monies. Fees not paid to the Fund are paid to the Management Company, the promoter, etc.

Fees payable by the investor on subscriptions and redemptions	Basis	Rate CR-EUR, CR-SEK [H], DR-EUR, CI-EUR, CN- EUR, GC-EUR, CR- USD [H], DN-EUR, CN- CHF [H], CM-EUR, DM- EUR and DI-EUR units
Subscription fee not payable to the Fund	NAV per unit x number of units	4% maximum
Subscription fee payable to the Fund	NAV per unit x number of units	None
Redemption fee not payable to the Fund	NAV per unit x number of units	None
Redemption fee payable to the Fund	NAV per unit x number of units	None

### Management and administration fees:

Fees charged to the Fund	Basis	Rate CR-EUR, CR-SEK [H], DR-EUR, CI-EUR, CN-EUR, GC-EUR, CR-USD [H], DN-EUR, CN-CHF [H], CM- EUR, DM-EUR and DI-EUR units
Financial management fees and administrative fees not payable to the Management Company (statutory auditor, custodian, distributors, lawyers)	Net assets, excluding UCITS	CR-EUR, CR-SEK [H], DR-EUR and CR-USD [H] units: Maximum 2% inclusive of tax
		CI-EUR, CN-EUR, GC-EUR, DN-EUR, CN-CHF [H], CM-EUR, DM-EUR and DI-EUR units: Maximum of 1% inclusive of tax
Performance fees	Net assets	CR-EUR, CR-SEK [H], DR-EUR, CN-EUR, GC-EUR, CR-USD [H], DN-EUR and CN-CHF [H] units: up to 20% of the Fund's outperformance relative to the benchmark index (MSCI Europe Smid Cap Net Return EUR), once past underperformance over the previous five years has been offset, and provided that the absolute return is positive. (*)  CI-EUR and DI-EUR units : up to 20% of the the Fund's outperformance relative to the benchmark index (MSCI Europe Smid Cap Net Return EUR), once past underperformance over the previous five years has been offset. (*)  CM-EUR and DM-EUR Units: 15% (inclusive of tax) of the outperformance of the Fund compared to its benchmark MSCI Europe Smid Cap (Net Return) EUR, once past underperformance over the previous five years has been offset. (*)
Transaction fees charged by stakeholders:  - Management company: 100%	Payable on each transaction	Equities: depending on the markets, with a maximum of 0.50% inclusive of tax and a minimum of EUR 7.50 exclusive of tax for French equities and EUR 50 exclusive of tax for foreign equities.  Bonds: 0.03% inclusive of tax with a minimum of EUR 7.50 exclusive of tax  Money market instruments and derivatives: None

\* Performance fees will be deducted for the benefit of the Management Company in the following manner:

- The performance fee is based on a comparison between the performance of the fund and that of the benchmark index, and includes a method for clawing back past underperformance.
- The Fund's performance is determined on the basis of its book value after taking into account fixed management fees and before deduction of the performance fee.
- Outperformance is calculated on the basis of the "indexed asset" method, which is used to simulate a fictitious asset experiencing the same subscription and redemption conditions as the Fund, while enjoying the same performance as the benchmark index. This indexed asset is then compared with the Fund's assets. The difference between the two is the Fund's outperformance relative to the benchmark index.
- Whenever the NAV is calculated, provided that the Fund's performance exceeds that of the benchmark index, a performance fee provision is booked. In the event that the Fund underperforms its benchmark index between two net asset values, any previously accumulated provision shall be reduced accordingly. The amounts deducted from the provision cannot exceed the amount previously accumulated. The performance fee is calculated and provisioned separately for each Fund unit.
- The benchmark index will be calculated in the unit currency, regardless of the currency in which the relevant unit is denominated, except in the case of units hedged against currency risk, for which the benchmark index will be calculated in the Fund's reference currency.
- The performance fee is measured over a calculation period that corresponds to the Fund's financial year (the "Calculation Period"). Each Calculation Period starts on the last business day of the Fund's financial year, and ends on the last business day of the next financial year. For units launched during a Calculation Period, the first Calculation Period will last at least 12 months and end on the last business day of the next financial year. The total performance fee is payable to the Management Company annually after the Calculation Period has ended.
- In the event of redemptions, if a performance fee provision has been booked, then the proportion of the provision attributable to these redemptions is crystallised and definitively allocated to the Management Company.
- The horizon over which performance is measured is a rolling period of up to five years ("Performance Reference Period"). The clawback mechanism may be partially reset at the end of this period. This means that after five years of cumulative underperformance over the Performance Reference Period, underperformance may be partially reset on a rolling annual basis, wiping out the first year of underperformance during the Performance Reference Period concerned. In relation to the Performance Reference Period concerned, underperformance in the first year may be offset by outperformance in the following years of the Performance Reference Period.
- Over a given Performance Reference Period, any past underperformance must be clawed back before performance fees become payable again.
- Where a performance fee is crystallised at the end of a Calculation Period (except when due to redemptions), a new Performance Reference Period begins.
- For CR-EUR, CR-SEK [H], DR-EUR, CN-EUR, GC-EUR, CR-USD [H], DN-EUR and CN-CHF [H] units: no performance fee is payable if the absolute performance of the unit is negative. The absolute performance is defined as the difference between the current net asset value and the last net asset value calculated at the end of the previous Calculation Period (Reference Net Asset Value).
- As an exception, for CM-EUR and DM-EUR units, the Reference Period is from the last closing date on which a performance fee was effectively charged (creation date if never charged) to the closing date of the current financial year. If at the end of the current financial year the unit has underperformed since the last closing date on which a performance fee was effectively charged, then no performance fee is charged and the Reference Period is extended to the next closing date. Thus, performance fees may only be charged again if the underperformance of the previous years is fully compensated (High Water Mark Principle in relation to the benchmark).
- For CI-EUR, DI-EUR, CM-EUR and DM-EUR units, unitholders are informed that, subject to the condition of outperformance, performance fees may be paid to the Management Company even in the event of negative absolute performance.

Example of the operation of the performance fees applied to CI-EUR and DI-EUR units :

Year	UCI Net Asset Value (base 100 at the beginning of year 1)	Annual Performance UCI	Annual performance of the benchmark	Annual Relative Performance	Under Performance to be offset in the following year	Payment of a Performance Fee	Comment
1	105.00	5.0%	-1.0%	6.0%	0.0%	YES	Annual outperformance
2	91.30	-13.1%	-5.1%	-8.0%	-8.0%	NO	Annual underperformance
3	94.09	3.1%	1.1%	2.0%	-6.0%	NO	The underperformance of year 2 is only partially compensated in year 3

4	89.09	-5.3%	-6.3%	1.0%	-5.0%	NO	The underperformance of year 2 is fully compensated in year 4
5	100.88	13.2%	11.2%	2.0%	-3.0%	NO	The underperformance of year 2 is fully compensated in year 5
6	102.91	2.0%	1.0%	1.0%	0.0%	NO	The underperformance of year 2 is only partially compensated in year 6. However, the residual underperformance (-2%) is erased for year 7 (end of the five-year period).
7	99.83	-3.0%	-1.0%	-2.0%	-2.0%	NO	Annual outperformance
8	96.83	-3.0%	-8.0%	5.0%	0.0%	YES	The underperformance of year 7 is fully compensated in year 8

Example of the operation of the performance fees applied to CR-EUR, CR-SEK [H], DR-EUR, CN-EUR, GC-EUR, CR-USD [H], DN-EUR and CN-CHF [H]:

Year	UCI Net Asset Value (base 100 at the beginning of year 1)	Annual Performance UCI	Annual performance of the benchmark	Annual Relative Performance	Under Performance to be offset in the following year	Payment of a Performance Fee	Comment
1	105.00	5.0%	-1.0%	6.0%	0.0%	YES	Annual outperformance AND positive absolute performance over the year
2	91.30	-13.1%	-5.1%	-8.0%	-8.0%	NO	Sous-performance annuelle
3	94.09	3.1%	1.1%	2.0%	-6.0%	NO	The underperformance of year 2 is only partially compensated in year 3
4	89.09	-5.3%	-6.3%	1.0%	-5.0%	NO	The underperformance of year 2 is only partially compensated in year 4
5	100.88	13.2%	11.2%	2.0%	-3.0%	NO	The underperformance of year 2 is only partially compensated in year 5
6	102.91	2.0%	1.0%	1.0%	0.0%	NO	The underperformance of year 2 is only partially compensated in year 6. However, the residual underperformance (-2%) is erased for year 7 (end of the 5-year period)
7	99.83	-3.0%	-1.0%	-2.0%	-2.0%	NO	Annual underperformance
8	96.83	-3.0%	-8.0%	5.0%	0.0%	NO	The underperformance of year 7 is fully compensated in year 8 but the annual absolute performance is negative: no performance fee is paid.

**Methods of calculating and sharing the return on temporary purchases and sales of securities:**

In the event of temporary purchases of securities (reverse repurchase agreements), the Fund shall select counterparties according to the best selection and best execution policies as defined by the Management Company and receives the entire payment resulting from these operations. No other direct fee shall be charged to the Fund. The Management Company shall not receive any payment

resulting from these operations.

For the purpose of these operations, the service provider of the Fund is a credit institution whose registered office is located in a Member State of the European Union or in the United Kingdom. The service provider will act independently of the Fund and serve systematically as counterparty to market transactions. The service provider may be part of the ODDO BHF Group.

Procedure for the selection of intermediaries: Intermediaries and counterparties are selected by management staff using a competitive tendering procedure from a predefined list. This list is drawn up using precise selection criteria laid down in the market intermediary selection policy which may be consulted on the Management Company's website.

Investment research funding:

The Fund shall bear the fees related to investment research in equities through a commission allocated to market intermediaries conducting the aforementioned research.

The Management Company decided to bear the fees related to investment research in debt securities. For this purpose, the Management Company exclusively resorts to its own funds.

## COMMERCIAL INFORMATION

**Subscription and redemption of units** Subscription and redemption procedures are presented in the section "Subscription and redemption procedures".

**Information relating to the Fund is provided by:**

<b>Company</b>	<b>ODDO BHF Asset Management SAS</b>
<b>Address</b>	12, Bd de la Madeleine – 75009 Paris.
<b>Email</b>	<a href="mailto:information_oam@oddo-bhf.com">information_oam@oddo-bhf.com</a>

Information is also available:

<b>On the website</b>	<a href="http://am.oddo-bhf.com">http://am.oddo-bhf.com</a>
<b>By contacting</b>	Customer Services
<b>By telephoning</b>	01 44 51 80 28

The AMF website [www.amf-france.org](http://www.amf-france.org) provides additional information on the list of regulatory documents and all provisions relating to investor protection.

**Information on environmental, social and governance (ESG) criteria:**

Additional information on the application of ESG criteria by the Management Company shall be available in the Fund's annual report and on the Management Company's website: <http://am.oddo-bhf.com>.

<b>Publication date of the prospectus</b>	April 1 <sup>st</sup> , 2022
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## INVESTMENT RULES

**Regulatory ratios applicable to the Fund:** The legal investment rules applicable to the Fund are those that govern UCITS investing no more than 10% of their assets in other UCIs, as well as those applicable to the AMF's "International Equities" classification.

## GLOBAL RISK

The Fund's overall risk is calculated using the commitment method.

## ASSET VALUATION AND ACCOUNTING RULES

### Asset valuation rules:

The calculation of the net asset value per unit is subject to the following valuation rules:

- financial instruments and transferable securities traded on regulated markets are valued at their market price using the following principles:
- The valuation is based on the last official market price.

The market price used depends on the market on which the instrument is listed:

European markets:	Last market price on the net asset value calculation day
Asian markets:	Last market price on the net asset value calculation day
North and South American markets:	Last market price on the net asset value calculation day

The prices used are those obtained from financial information providers and available on the following day at 09:00 (Paris time): Fininfo or Bloomberg. In the event that no price is available for a security, the last known price is used.

However, the following instruments are valued using the following specific valuation methods:

- Negotiable debt securities and similar securities that are not the subject of significant transactions are valued using an actuarial method, with the rate used being compounded :
  - A risk-free rate obtained by linear interpolation of the OIS curve discounted on a daily basis ;
  - A credit spread obtained at issue and kept constant throughout the life of the security.

However, negotiable debt securities with a residual maturity of less than or equal to three months will be valued using the straight-line method.

- financial contracts (futures, options or swap transactions concluded on over-the-counter markets) are valued at their market value or at a value estimated according to the terms and conditions determined by the Management Company. The method for valuing off-balance sheet commitments consists in valuing futures contracts at their market price and in converting options into the equivalent value of the underlying.
- Financial guarantees: in order to limit counterparty risk as much as possible while also factoring in operational constraints, the Management Company applies a daily margin call system, per fund and per counterparty, with an activation threshold set at a maximum of EUR 100,000 based on an evaluation of the mark-to-market price.

Deposits are recorded based on their nominal value plus the interest calculated daily.

The prices used for the valuation of futures or options are consistent with those of the underlying securities. They may vary depending on where they are listed:

European markets:	Settlement price on the NAV calculation day, if different from the last price.
Asian markets:	Last market price on the NAV calculation day, if different from the last price.
North and South American markets:	Last market price on the NAV calculation day, if different from the last price.

In the event that no price is available for a future or option contract, the last known price is used.

Securities subject to a temporary acquisition or sale agreement are valued in accordance with the regulations in force. Securities received under repurchase agreements are recorded on their acquisition date under the heading "Receivables on securities received under a repurchase agreement (pension)" at the value fixed in the contract by the counterparty of the liquidity account concerned. For as long as they are held they are recognised at that value plus the accrued interest from the securities in custody.

Securities transferred under repurchase agreements are withdrawn from their account on the date of the transaction and the corresponding receivable is booked under the heading "Securities transferred under a repurchase agreement (pension)"; they are valued at their market value. The debt represented by securities transferred under repurchase agreements is recorded under the heading "Payables on securities transferred under a repurchase agreement (pension)" by the counterparty of the liquidity account concerned. It is maintained at the value determined in the contract plus any accrued interest on the debt.

- Other instruments: Units or shares of UCIs are valued at their last known net asset value.
- Financial instruments whose prices have not been determined on the valuation day or whose prices have been adjusted are valued under the Management Company's responsibility at their foreseeable sale prices. These valuations and their justification are communicated to the Statutory Auditor at the time of the audit.

### **Accounting methods:**

#### **Income accounting:**

The interest on bonds and debt securities is calculated using the accrued interest method.

#### **Transaction cost accounting:**

Transactions are recorded excluding fees.

### **Swing Pricing mechanism:**

Large subscriptions and redemptions may affect the Net Asset Value owing to the cost of restructuring the portfolio in the event of investments and divestments. This cost may arise from the difference between the transaction price and the valuation price, taxes or brokerage charges.

**In order to safeguard the interests of unitholders investing for the medium/long term, the Management Company has decided to apply a Swing Pricing mechanism to the Fund above a trigger threshold.**

Once the daily balance of subscriptions/redemptions exceeds, in absolute terms, a trigger threshold determined in advance, an adjustment will therefore be made to the Net Asset Value. Consequently, the Net Asset Value will be increased (or, where applicable, decreased) if the balance (in absolute terms) of subscriptions/redemptions exceeds the threshold. The sole aim of this price adjustment mechanism is to protect the unitholders of the Fund by limiting the impact of these subscriptions/redemptions on the Net Asset Value. This mechanism does not generate any additional costs for unitholders. Rather, it spreads the costs in such a way that the unitholders of the Fund do not bear any costs associated with transactions caused by subscriptions/redemptions made by incoming or outgoing investors.

The trigger threshold is expressed as a percentage of the Fund's total assets. The trigger threshold and swing factor (corresponding to the cost of restructuring the portfolio) are determined by the Management Company. The swing factor is reviewed monthly.

Performance and risk indicators are calculated based on the potentially adjusted Net Asset Value. As such, use of the Swing Pricing mechanism may affect the Fund's volatility and, occasionally, its performance.

**In accordance with the regulations, only those responsible for its implementation are aware of the details of this mechanism, such as the trigger threshold percentage. This information must not be made public under any circumstances.**

## **REMUNERATION**

The management body of the Management Company is responsible for drawing up, approving and monitoring the remuneration policy. It must ensure that the remuneration policy encourages employees to take risks in line with the risks taken by the funds managed by the Management Company, the investors having placed their assets in these funds and the Management Company itself. Each year, the Management Company shall identify those persons who may be qualified as risk takers in accordance with the regulations in force. The list of employees thus identified as risk takers shall then be submitted to the Remuneration Committee and passed on to the relevant management body. With regard to the variable remuneration component, the Management Company has set a significant threshold triggering payment of a deferred variable remuneration amount. In this way, an employee designated as being a risk taker and entitled to significant variable remuneration will receive a portion of this variable remuneration on a deferred basis. This deferred remuneration shall consist of 40% of the entire variable remuneration amount, from the first euro.

In order to satisfy the obligation to pay 50% of the variable remuneration in instruments form or indexation portfolio's form, the Management Company will pay 50% of the variable remuneration defined for the ending year in February of the following year, based on the statement made to employees in December. As for the remaining 50%, 10% of the variable remuneration defined will be paid in July after these assets have been invested in the indexation portfolio, for the period from beginning of January to end of June (see below), the remaining 40% of the variable remuneration remains concerned by the deferred payment for a period of 3 years as part of the indexing tool.

Provisions relating to the deferred part of variable remuneration shall be calculated using a tool created by the Management Company. This tool consists of a basket of funds that represent each of the Management Company's management strategies, and each fund is weighted in proportion to the assets under management of the Management Company within each of its strategies.

Detailed information on the remuneration policy is available on the Management Company's website (<https://am.oddo-bhf.com>). Investors may also request a hard copy of this information from the Management Company.

# REGULATIONS

## ODDO BHF AVENIR EUROPE

### TITLE 1 - ASSETS AND UNITS

#### Article 1 - Co-ownership units

The co-owners' rights are represented by units, with each unit corresponding to the same fraction of the Fund's assets. Each unitholder has a co-ownership right in the assets of the Fund proportional to the number of units they hold.

The term of the Fund is 99 years starting from its inception date, except in the event of early dissolution or extension as set forth in the present regulations.

Unit classes:

The characteristics of the various classes of units and their eligibility requirements are described in the Fund's prospectus.

The different classes of units may:

- apply different dividend policies (distribution or accumulation);
- be denominated in different currencies;
- be charged different management fees;
- bear different subscription and redemption fees;
- have a different nominal value;
- be automatically hedged against risk, in part or in full, as defined in the Fund's prospectus. This hedge is created using financial instruments that reduce to a minimum the impact of the hedging transactions on the Fund's other unit classes;
- be reserved for one or several distribution networks.

Following the decision of the Management Company's CEO, units may be sub-divided into thousandths, referred to as fractions of units.

The provisions of the regulations governing the issue and redemption of units shall apply to fractions of units, whose value shall always be proportionate to that of the units they represent. Unless otherwise provided, all other provisions of the regulations relating to units shall apply to fractions of units without any need to make a specific provision to that end.

Lastly, the Management Company's CEO may decide, at its own discretion, to sub-divide the units by issuing new units, which shall be allocated to unitholders in exchange for their existing units.

#### Article 2 - Minimum assets

Units may not be redeemed if the Fund's assets fall below EUR 300,000; if the assets remain below this amount for a period of 30 days, the Management Company shall make the necessary provisions to liquidate the Fund, or to carry out one of the operations mentioned in article 411-16 of the AMF General Regulation (transfer of the Fund).

#### Article 3 - Issue and redemption of units

Units are issued at any time following receipt of subscription requests from unitholders, on the basis of their net asset value plus a subscription fee, where applicable.

Units are issued in bearer form.

Subscriptions and redemptions are executed under the conditions and according to the procedures defined in the Fund's prospectus.

Units of the Fund may be listed on a stock exchange in accordance with the regulations in force.

Subscriptions must be fully paid up on the day the net asset value is calculated. They may be made in cash and/or by a contribution in kind in the form of financial instruments. The portfolio management company is entitled to refuse any securities offered and, for that purpose, must communicate its decision within seven days of the date on which the securities were tendered. If they are accepted, the securities contributed in kind are valued according to the rules laid down in article 4 and the subscription is based on the first net asset value following acceptance of the relevant securities.

Redemptions are made exclusively in cash, except in the event of liquidation of the Fund when unitholders have agreed to be reimbursed in kind. They are settled by the registrar within a maximum of five days from the valuation day of the units.

However, if in exceptional circumstances the redemption requires the prior sale of assets held in the Fund, this deadline may be extended to a maximum of 30 days.

With the exception of a succession or an inter vivos gift, the sale or transfer of units between unitholders, or between unitholders and third parties, is treated as a redemption followed by a subscription; if this involves a third party, the sale or transfer amount must, where applicable, be supplemented by the beneficiary in order to at least reach the minimum subscription amount stipulated by the Fund's prospectus.

In application of article L.214-8-7 of the French Monetary and Financial Code the redemption of units by the Fund as well as the issue of new units may be suspended on a temporary basis by the Management Company in exceptional circumstances and if this is deemed necessary to protect the interests of unitholders.

If the net assets of the Fund have fallen below the minimum threshold set by the regulations, no redemptions can be carried out.

A minimum subscription amount may be applied according to the procedures set out in the Fund's prospectus.

In application of article L.214-8-7 of the French Monetary and Financial Code, the Fund may stop issuing units in objective situations leading to the closure of subscriptions, such as a maximum number of units or shares issued, a maximum amount of assets reached or the expiry of a fixed subscription period. These objective situations are described in the Fund's prospectus. Existing holders will be informed by any means of the activation of this tool, as well as the threshold and the objective situation that led to the decision of partial or total closure. In the event of a partial closure, this information by any means will explicitly specify the terms and conditions under which existing holders may continue to subscribe during the period of such partial closure. Unitholders are also informed by any means of the decision of the UCITS or the management company either to terminate the total or partial closure of subscriptions (when the threshold is below the trigger level), or not to terminate it (in the event of a change of threshold or a change in the objective situation that led to the implementation of this tool). A change in the objective situation invoked or in the trigger threshold of the tool must always be made in the interest of the unitholders. Information by any means must specify the exact reasons for such changes.

The Management Company may prevent:

- the holding of units by any individual or legal entity not entitled to hold Fund units under the terms of the "target investors" section (hereinafter "Non-Eligible Persons"), and/or
- the registering in the Fund's unitholder register or the Transfer Agent's register of any "Non-Eligible Intermediaries", in accordance with the stipulations of the Agreement (IGA) signed on 14 November 2013 between the government of the French Republic and the government of the United States of America so as to improve compliance with tax obligations on an international level and implement the act governing compliance with these obligations for foreign accounts (FATCA).

Within this context, the Management Company may:

- refuse to issue any units if it appears that such an issuance would or could result in said units being held by a "Non-Eligible Person" or registered in the Fund's unitholder register or the Transfer Agent's register;
- request that all information which it deems necessary in order to determine whether or not the beneficial owner of the units in question is a "Non-Eligible Person" be provided at any time from any intermediary whose name appears in the Registers of unitholders, accompanied by a solemn declaration;
- if it appears that the beneficial owner of the units is a "Non-Eligible Person" and is registered in the Fund's Registers of unitholders, immediately proceed with the compulsory redemption of the units held by the Non-Eligible Person. The compulsory redemption shall be carried out using the last known net asset value, increased if applicable by the applicable charges, fees and commissions, which shall be borne by the unitholders concerned by the redemption.

#### **Article 4 - Calculation of the net asset value**

The net asset value of the units is calculated in accordance with the valuation rules specified in the Fund's prospectus.

Contributions in kind may comprise only stocks, securities, or contracts admissible as assets of UCITS; they are valued according to valuation rules governing the calculation of the net asset value.

## TITLE 2 - OPERATION OF THE FUND

### Article 5 - The Management Company

The Fund is managed by the Management Company in accordance with the Fund's investment objectives.

The Management Company shall act in all circumstances in the exclusive interests of the unitholders and has the exclusive right to exercise the voting rights attached to the securities held in the Fund.

### Article 5a - Operating rules

The instruments and deposits which are eligible to form part of the Fund's assets as well as the investment rules are described in the Fund's prospectus.

### Article 5b - Admission to trading on a regulated market and/or a Multilateral Trading Facility

Units may be admitted to trading on a regulated market and/or a multilateral trading facility in accordance with the regulations in force. In the event that the Fund whose units are admitted to trading on a regulated market has an index-based investment objective, the Fund must have implemented a mechanism for ensuring that the price of its units does not significantly deviate from its net asset value.

### Article 6 - The Custodian

The Custodian carries out the duties incumbent upon it under the legal and regulatory provisions in force as well as those to which it has contractually agreed with the Management Company. In particular, it must ensure that decisions taken by the Management Company are lawful. Where applicable, it must take all protective measures that it deems necessary. In the event of a dispute with the Management Company, it shall inform the *Autorité des marchés financiers*.

### Article 7 - The Statutory Auditor

A statutory auditor is appointed by the governing body of the Management Company for a term of six financial years, subject to the approval of the *Autorité des marchés financiers*.

The statutory auditor certifies the accuracy and consistency of the financial statements.

The statutory auditor may be re-appointed.

The statutory auditor is obliged to notify the *Autorité des marchés financiers* promptly if, in the course of its duties, it becomes aware of any fact or decision concerning the undertaking for collective investment in transferable securities which is liable to:

1. Constitute a breach of the legal and regulatory provisions governing this undertaking and is likely to have significant consequences for its financial position, income or assets;
2. Impair its continued operation or the conditions thereof;
3. Lead to the expression of reservations or a refusal to certify the financial statements.

Assets will be valued and exchange ratios will be determined for the purpose of any conversion, merger or split under the statutory auditor's supervision.

The statutory auditor shall assess all contributions in kind under its responsibility.

The statutory auditor shall check the composition of the assets and other information before any publication.

The statutory auditor's fees are determined by mutual agreement between the auditor and the CEO of the Management Company on the basis of an agenda indicating all duties deemed necessary.

The statutory auditor certifies the financial statements serving as the basis for the payment of interim dividends.

The statutory auditor's fees are included in the management fees.

### Article 8 - The financial statements and the management report

At the end of each financial year, the Management Company prepares the financial statements and a report on the management of the Fund during the last financial year.

The Management Company shall prepare an inventory of the assets at least twice yearly and under the supervision of the Custodian.

The Management Company shall make these documents available to unitholders within four months of the financial year-end and shall notify them of the amount of income attributable to them: these documents shall be sent by post if expressly requested by the unitholders, or made available to them at the office of the Management Company.

## TITLE 3 - APPROPRIATION OF DISTRIBUTABLE INCOME

### Article 9 - Appropriation of distributable income

The net income for the financial year is equal to the amount of interest, arrears, dividends, premiums and prizes, and directors' fees as well as all income generated by the securities held in the portfolio of the Fund, plus income generated by temporary cash holdings, less management fees and borrowing costs.

The distributable income consists of:

1° The net income for the financial year plus retained earnings, plus or minus the balance of the income equalisation accounts for the last financial year.

2° The realised capital gains, net of fees, minus realised capital losses, net of fees, recorded during the financial year, plus net capital gains of the same kind recorded during previous financial years and that have not been subject to distribution or accumulation, plus or minus the balance of the capital gains equalisation accounts.

The categories of income referenced in points 1° and 2° respectively may be distributed, in full or in part, independently of each other.

The Management Company decides on the allocation of distributable income.

For each unit class, where applicable, the Fund may adopt one of the following methods:

- Pure accumulation: distributable income shall be fully accumulated, with the exception of those amounts which are subject to compulsory distribution by law;
- Pure distribution: income shall be partially or fully distributed, rounded off to the nearest figure; the Fund may pay interim dividends;
- for funds that wish to choose whether to accumulate and/or distribute income. The Management Company decides on the allocation of distributable income each year.

The Management Company decides on the allocation of distributable income according to the distribution of income provided for in the prospectus and may pay interim dividends where applicable.

#### **TITLE 4 – MERGER - SPLIT - DISSOLUTION - LIQUIDATION**

##### **Article 10 - Merger - Split**

The Management Company may either merge all or part of the Fund's assets with another fund under its management, or split the Fund into two or more other common funds.

Such mergers or splits may only be carried out after unitholders have been notified. They give rise to the issue of a new certificate indicating the number of units held by each unitholder.

##### **Article 11 – Dissolution - Extension**

If the assets of the Fund remain below the amount set in article 2 above for thirty days, the Management Company shall inform the *Autorité des marchés financiers* and shall dissolve the Fund, except in the event of a merger with another fund.

The Management Company may dissolve the Fund before term. It shall inform the unitholders of its decision, after which no further subscription or redemption requests shall be accepted.

The Management Company shall also dissolve the Fund if a request is made for the redemption of all of the units, if the Custodian's appointment is terminated and no other custodian has been appointed, or upon expiry of the Fund's term, unless such term is extended.

The Management Company shall inform the *Autorité des marchés financiers* by post of the dissolution date and procedure. It shall send the Statutory Auditor's report to the AMF.

The Management Company may decide to extend the Fund's term subject to the agreement of the Custodian. Its decision must be taken at least three months prior to the expiry of the Fund's term and must be communicated to the unitholders and the *Autorité des marchés financiers*.

##### **Article 12 - Liquidation**

In the event of dissolution, the Management Company or the custodian shall act as liquidator; otherwise, the liquidator shall be appointed by the court at the request of any interested party. To this end, they shall be granted the broadest powers to realise assets, pay off any creditors and allocate the available balance among the unitholders in the form of cash or securities.

The statutory auditor and the Custodian shall continue to carry out their duties until the end of the liquidation proceedings.

#### **TITLE 5 – DISPUTES**

##### **Article 13 - Competent courts - Jurisdiction**

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 Custodian, shall be subject to the jurisdiction of the competent courts.