

CARMIGNAC

LONG-SHORT EUROPEAN EQUITIES

French UCITS
Under European Directive 2009/65/EC

PROSPECTUS
11 February 2021

I. GENERAL CHARACTERISTICS

1. Structure of the UCITS

French Mutual Fund (FCP)

2. Name

CARMIGNAC LONG-SHORT EUROPEAN EQUITIES

3. Legal form and Member State in which the UCITS was established

French mutual fund (*Fonds Commun de Placement* – FCP) established in France, governed by European Directive 2009/65/EC

4. Creation date and intended lifetime

The fund was approved by the AMF on 21 January 1997. It was launched on 3 February 1997 for a period of 99 years (ninety-nine years).

5. Fund overview

Category of units	ISIN	Allocation of distributable income	Base currency	Target investors	Minimum initial subscription*	Minimum subsequent subscription*
A EUR Acc	FR0010149179	Accumulation	Euro	All investors	1 unit	1 unit
A EUR Y dis	FR0011269406	Distribution	Euro	All investors	EUR 1,000	EUR 1,000

* The minimum initial subscription amount does not apply to entities belonging to the Carmignac group or to funds that it manages.

6. Address at which the latest annual and semi-annual reports can be obtained

The latest annual reports and the composition of the assets will be sent to unitholders within eight business days upon written request to:

CARMIGNAC GESTION, 24, place Vendôme, 75001 PARIS

The prospectus is available on the website: www.carmignac.com

Contact: Communications department

Tel: +33 (0)1 42 86 53 35

Fax: +33 (0)1 42 86 52 10

This information, the prospectus and KIID (Key Investor Information Document) are available at www.carmignac.com

The AMF website (www.amf-france.org) contains additional information on the list of regulatory documents and all the provisions relating to investor protection.

II. DIRECTORY

1. Management company

CARMIGNAC GESTION, a *société anonyme* (public limited company), 24, place Vendôme, 75001 Paris, approved by the COB on 13 March 1997 under number GP 97-08.

2. Custodian

The Custodian is BNP Paribas Securities Services, a subsidiary of the BNP PARIBAS SA group located at 9, rue du Débarcadère, 93500 PANTIN (the "Custodian").

BNP PARIBAS SECURITIES SERVICES, a *société en commandite par actions* entered in the Trade and Companies Register under number 552 108 011, is licensed by the *Autorité de Contrôle Prudentiel et de Résolution* (ACPR) and overseen by the *Autorité des marchés financiers* (AMF), whose registered office is at 3, rue d'Antin, 75002 Paris.

Description of the custodian's role: the Custodian carries out the tasks described in the regulations applicable to the fund:

- Safekeeping of fund assets
- Checking that decisions taken by the management company are lawful
- Monitoring the fund's cash flows.

The management company has also appointed the custodian with managing the fund's liabilities, which includes centralising fund unit subscription and redemption orders, and keeping a register of fund units issued. The custodian is independent of the management company.

Identification and management of conflicts of interest: Potential conflicts of interest may be identified, especially in cases where the management company has business relations with the Custodian going beyond those relating to custody. To manage these situations, the custodian has drawn up, and regularly updates, a conflict of interest management policy aimed at preventing any conflicts of interest that may result from these business relations. The aim of the policy is to identify and analyse potential conflicts of interest, and to manage and monitor these situations.

Delegates: The Custodian is responsible for the safekeeping of the fund's assets. However, the custodian may delegate its safekeeping activities to a sub-custodian in order to offer asset custody services in certain countries. The sub-custodian appointment and supervision process meets the highest quality standards, and includes the management of potential conflicts of interest that may arise through these

appointments.

A description of the delegated custody tasks, a list of delegates and sub-delegates of the Custodian, and information on conflicts of interest that may result from these delegations, are available on the BNP Paribas Securities Services website: <http://securities.bnpparibas.com/solutions/asset-fund-services/depositary-bank-and-trustee-serv.html>. Up-to-date information is made available to investors on request.

The list of sub-custodians is also available on www.carmignac.com. A paper copy of this list is available free of charge, on request, from Carmignac Gestion.

3. Statutory auditors

KPMG AUDIT, 2, avenue Gambetta – 92066 Paris La Défense
Authorised signatory: Isabelle Bousquié

4. Promoter(s)

CARMIGNAC GESTION, *société anonyme* (public limited company), 24, place Vendôme, 75001 PARIS
Fund units are admitted for trading by Euroclear. As such, some promoters may not hold mandates from or be known to the management company.

5. Financial management delegated to

CARMIGNAC GESTION LUXEMBOURG, *société anonyme*, a subsidiary of Carmignac Gestion,
UCITS management company approved by the CSSF, 7, rue de la Chapelle, L-1325 Luxembourg

6. Accounting delegated to

CACEIS Fund Administration, *société anonyme* (public limited company), 1-3 Place Valhubert, 75013 PARIS.

CACEIS Fund Administration is the CREDIT AGRICOLE group entity specialising in fund administration and accounting for the group's internal and external clients.

On this basis, the Management Company has delegated the fund's accounting administration and valuation to CACEIS Fund Administration as account manager. CACEIS Fund Administration is responsible for valuing assets, calculating the Fund's net asset value and producing periodic documents.

7. Centralising agent

The management company has appointed BNP Paribas Securities Services to manage the fund's liabilities and, to this end, centralise and process requests to buy and sell fund units. As issuance account keeper, BNP Paribas Securities Services manages relations with Euroclear France for all procedures requiring this organisation's involvement.

a) Centralising agent for subscription and redemption requests as delegated by the Management Company

BNP Paribas Securities Services, a *société en commandite par actions* (general partnership limited by shares),
A credit institution approved by the ACPR, 9, rue du Débarcadère, 93500 Pantin.

b) Other establishments responsible for receiving subscription and redemption requests

CACEIS Bank, Luxembourg Branch (Pre-centralising agent)
5, Allée Scheffer - L-2520 LUXEMBOURG

8. Institutions responsible for ensuring compliance with the centralisation cut-off time

BNP Paribas Securities Services, *société en commandite par actions* (general partnership limited by shares), 9, rue du Débarcadère, 93500 Pantin, as delegated by the management company, and CARMIGNAC GESTION, *société anonyme* (public limited company), 24, place Vendôme, 75001 PARIS

9. Registrar

BNP Paribas Securities Services, a *société en commandite par actions* (general partnership limited by shares),
A credit institution approved by the ACPR, 9, rue du Débarcadère, 93500 Pantin

III. OPERATING AND MANAGEMENT PROCEDURES

GENERAL CHARACTERISTICS

Characteristics of the units:

- Rights attached to the units:

Each unitholder has a co-ownership right in and to the assets of the fund proportional to the number of units they hold.

- Custodian:

BNP Paribas Securities Services assumes the role of custodian.
Units are admitted for trading by Euroclear France.

- **Voting rights:**

Specific characteristics of an FCP: no voting rights are attributed to the ownership of units; all decisions are taken by the management company.

- **Form of units:**

Units are issued in bearer or administered registered form. They may not be issued in pure registered form.

- **Fractions of units (if any):**

Unitholders may subscribe and redeem thousandths of units.

- **Year-end**

The accounting year ends on the date of the last net asset value of the month of December.

- **Tax regime**

The fund is governed by the provisions of appendix II, point II. B. of the Agreement between the government of the French Republic and the government of the United States of America intended to improve compliance with tax obligations internationally and implement the law concerning respect for tax obligations applicable to foreign accounts signed on 14 November 2013.

The fund is eligible for the PEA (French equity savings plan).

Investors are reminded that the information that follows only constitutes a general overview of the French tax regime applicable to investments in a French fund according to current French legislation. Investors are therefore advised to assess their personal situation with their usual tax adviser.

- At fund level

Due to their co-ownership structure, FCPs are not subject to corporation tax in France; they therefore enjoy a certain level of transparency. Therefore, income received and earned by the fund in the course of its investment activities is not taxable at this level.

Abroad (in the investment countries of the fund), gains realised on the sale of foreign transferable securities and foreign income received by the fund in connection with its investment activities may in some cases be taxable (generally in the form of withholding tax). Foreign taxes may, in limited cases, be reduced or waived if any tax treaties apply.

- At unitholder level

Unitholders resident in France: Gains or losses realised by the fund, income distributed by the fund as well as gains or losses recorded by the unitholder are subject to the applicable tax regime.

Unitholders resident outside France: Subject to tax treaties, taxes imposed in article 150-0 A of the *Code Général des Impôts* (CGI), the French General Tax Code, do not apply to gains realised at the time of the redemption or sale of units of the fund by persons who are not resident in France for tax purposes within the meaning of article 4 B of the CGI, or whose registered office is located outside France, provided that these persons have not directly or indirectly held more than 25% of the units at any time in the five years prior to the redemption or sale of their units (CGI, article 244 bis C).

Unitholders resident outside France shall be subject to the provisions of the tax legislation in force in their countries of residence. Investors having access to the fund through a life insurance policy will be taxed at the rates applicable to life insurance policies.

SPECIFIC PROVISIONS

1° ISIN

Unit classes	ISIN
A EUR Acc	FR0010149179
A EUR Ydis	FR0011269406

2° INVESTMENT OBJECTIVE

The fund's objective is to outperform its reference indicator over a recommended investment horizon of three years. The search for performance involves active, flexible management on equity markets but also on fixed income and foreign exchange markets, based on how the manager expects company valuations as well as economic and market conditions to evolve.

3° REFERENCE INDICATOR

The Fund's reference indicator is the following composite index: 75% (Capitalised €STER + 1%) + 25% STOXX Europe 600 NR (EUR) calculated with net dividends reinvested. It is rebalanced each quarter.

The weighting of each component of the reference indicator changes according to its respective performance. The reference indicator is therefore rebalanced on the last business day of each quarter to return the weighting of each component to the levels mentioned above.

This fund is an actively managed UCITS. An actively managed UCITS is one where the investment manager has discretion over the composition of its portfolio, subject to the stated investment objectives and policy. The fund's investment universe is totally independent from the indicator, the individual constituents of which are not necessarily representative of the assets invested in by the fund. The fund's investment strategy is not dependent on the indicator. Therefore, the fund's holdings and the weightings may substantially deviate from the composition of the indicator. There is no limit on the level of such deviation. However, it is an indicator with which investors can compare the fund's performance and risk profile over its recommended investment horizon.

The Stoxx Europe 600 NR (EUR) index (Bloomberg code: SXXR) is calculated in euros with net dividends reinvested, and is administered by Stoxx®. The index comprises 600 stocks representative of European companies, all caps combined. For more information on this index, please visit the administrator's website: <https://www.stoxx.com>.

The ESTER is an interbank interest rate benchmark. In accordance with the methodology used by the European Central Bank (ECB), it is published at 8.00 am, on the basis of transactions made the day before, from Monday to Friday excluding public holidays. The ESTER is based on the interest rates of unsecured overnight borrowings by the banks. These interest rates are obtained directly by the ECB as part of the collection of statistical data on the money market. (Bloomberg code: ESTRON) For more information on this index, please visit the administrator's website: <https://www.ecb.europa.eu>

The STOXX Europe 600 NR index is entered in the register kept by ESMA.

The management company may replace the reference indicator if one or more of the indices that make up this reference indicator undergo substantial modifications or cease to be published.

4° INVESTMENT STRATEGY

a) Strategies used

The fund pursues a long/short investment strategy to achieve its investment objective. This strategy consists of building a portfolio of long and short positions on financial instruments eligible for the fund's assets. The fund's net equity market exposure is between -20% and +50% of the fund's net assets.

A minimum of 75% of the fund is invested in PEA-eligible shares, i.e. the equity markets of the European Union, Iceland and Norway. Up to 25% of the fund may also be invested in equity markets outside the European Union, Iceland and Norway.

In addition to long positions, the portfolio manager opens synthetic short positions on underlying assets eligible for the portfolio if he or she feels that the market is overvaluing them. The portfolio manager may additionally open short positions to implement relative value strategies by combining long and short positions on underlying assets eligible for the portfolio.

The portfolio manager may also hedge specific exposure to the securities in which the fund has invested, especially PEA-eligible securities.

The fund may also have up to 25% of its net assets invested in bonds, treasury bills and money market instruments traded on French and foreign markets which the portfolio manager believes have the best upside potential or can reduce the portfolio's risk.

The investment strategy is mainly followed through a portfolio of direct investments in securities and derivatives on equity, foreign exchange, fixed income and, to a lesser extent, credit markets, without restriction in terms of allocation by region, sector, type or size of security.

The allocation of the portfolio between the different asset classes (equities, currencies, fixed income, etc.) and investment fund categories (equities, mixed, bonds, money market, etc.) is based on an analysis of the macroeconomic environment and its indicators (growth, inflation, interest rates, etc.) and may vary according to the portfolio manager's expectations.

Equity strategy:

The equity strategy is determined on the basis of a macroeconomic analysis and a detailed financial analysis of the companies on which the fund may open positions, whether long or short. This determines the fund's overall level of equity exposure. The fund invests on all international markets, with a focus on Europe.

These investments are determined by:

- the selection of securities, which results from an in-depth financial analysis of the company, regular meetings with management teams, and close monitoring of business developments. The main criteria used are growth prospects, quality of management, yield and asset value.
- allocating equity exposure to different economic sectors
- allocating equity exposure to different regions

Foreign exchange strategy:

Up to 25% of the fund's net assets is exposed to currency risk through the purchase of securities denominated in currencies other than those of the European Economic Area.

The portfolio manager's decisions regarding exposure to the foreign exchange market are made on the basis of a global macroeconomic analysis, in particular of the outlook for growth, inflation and monetary and fiscal policy of the different economic zones and countries. This research determines the fund's overall level of currency exposure. The fund invests on all international markets, with a focus on Europe.

These investments on the foreign exchange market depend on expectations of changes in different currencies, and follow on from the fund's currency allocation: This currency allocation results from holding direct investments in securities denominated in foreign currency, or currency derivatives.

And, secondarily:

Fixed income and credit strategy:

The fund may also invest up to 25% of its net assets in bonds, debt securities or money market instruments denominated in a foreign currency or in euro for diversification purposes if the portfolio manager expects the equity markets to perform poorly, or is seeking to benefit from their upside potential.

The investment universe for all strategies includes emerging markets within the limits stipulated in the section "Description of asset categories and financial contracts as well as their contribution to the investment objective being achieved".

b) Description of asset categories and financial contracts as well as their contribution to the investment objective being achieved

Equities

A minimum of 75% of the portfolio is invested in the equity markets of the European Union, Iceland and Norway. The remainder may be invested in equities or other equity securities in the rest of the world, covering all sectors. Where applicable, the portion of assets invested in equities of emerging countries may not exceed 10% of the assets; the objective of these investments is to seek out opportunities in high-growth economic zones.

Net equity market exposure is between -20% and +50% of the net assets.

Debt securities and money market instruments

In order to allow the portfolio manager to diversify the portfolio, up to 25% of the fund's assets may be invested in money market instruments, transferable debt securities, and fixed or floating rate, covered or uncovered bonds, which may be linked to inflation in the Eurozone or international – including emerging – markets. The fund may invest in securities issued by corporate or government issuers. There are no restrictions on allocation between corporate and government issuers, nor on the maturity and duration of securities chosen.

The portfolio manager reserves the right to invest up to 10% of the net assets in bonds rated below investment grade by at least one of the main rating agencies. The fund may also invest in unrated bonds. In the latter case, the company may carry out its own analysis and assign an internal rating. If the bond rating is analysed and found to be below investment grade, it is then subject to the limits shown above.

For all of these assets, the management company will carry out its own analysis of the risk/reward profile of the securities (profitability, creditworthiness, liquidity, maturity). As a result, the decision to buy, hold or sell a security (particularly where agency ratings have changed) is not solely based on the rating criteria, but also reflects an internal analysis of the credit risks and market conditions carried out by the management company.

UCIs, investment funds, trackers or Exchange Traded Funds (ETF)

The fund may invest up to 10% of its net assets in:

- units or shares of French or foreign UCITS;
- units or shares of French or European AIFs;
- foreign investment funds;

provided that the foreign UCITS, AIF or investment fund meets the criteria of article R214-13 of the French Monetary and Financial Code.

The fund may invest in funds managed by Carmignac Gestion or an affiliated company.

The fund may use trackers, listed index funds and exchange traded funds.

Derivatives

In order to achieve its investment objective, the fund invests in futures traded on Eurozone and international – including emerging – regulated, organised or over-the-counter markets for exposure, relative value or hedging purposes.

The derivatives liable to be used by the portfolio manager include options (vanilla, barrier, binary), futures, forwards, forward exchange contracts, swaps (including performance swaps), and CFDs (contracts for difference), involving one or more risks/underlying instruments in which the portfolio manager may invest.

These derivatives allow the portfolio manager to expose the fund to the following risks, while respecting the portfolio's overall constraints. Unless mentioned otherwise, each risk shall be limited to 100% of the assets:

- equities
- currencies

- fixed income
- dividends
- volatility and variance (up to 10% of the net assets)
- commodities through eligible financial contracts for up to 20% of the net assets.
- ETF (financial instruments)

Overall exposure to derivatives is controlled by combining leverage, defined as the sum of gross nominal amounts of derivatives without netting or hedging, with the fund's VaR limit (cf. section VI. "Overall risk").

Derivative transactions may be concluded with counterparties selected by the management company in accordance with its "Best Execution/Best Selection" policy and the approval procedure for new counterparties. These counterparties are credit institutions or investment companies established in a European Union member state, having a minimum credit rating of BBB- (or equivalent) from at least one of the main credit rating agencies. Derivatives are subject to guarantees; the section entitled "Contracts as Collateral" contains information on how these work and on their characteristics. It should be noted that these counterparties have no discretionary decision-making powers over the composition or management of the fund's portfolio or over the underlying assets of financial derivative instruments.

Strategy for using derivatives to achieve the investment objective:

Derivatives of equities, equity indices and baskets of equities or equity indices are used to gain long or short exposure, or hedge exposure, to a security, group of securities, economic sector or region, or simply adjust the fund's overall exposure to equity markets, depending on the country, region, economic sector, issuer or group of issuers. They are also used to pursue relative value strategies, where the fund takes simultaneous long and short positions on equity markets.

Currency derivatives are used to gain long or short exposure, hedge exposure to a currency, or simply adjust the fund's overall exposure to currency risk. They may also be used to pursue relative value strategies, where the fund takes simultaneous long and short positions on foreign exchange markets.

Interest rate derivatives are used to gain long or short exposure, hedge against interest rate risk, or simply adjust the portfolio's modified duration. Interest rate derivatives are also used to pursue relative value strategies, where the fund takes simultaneous long and short positions on different fixed income markets, depending on the country, region or yield curve segment.

Volatility or variance instruments are used to gain long or short exposure to market volatility, to hedge equity exposure or to adjust the portfolio's exposure to market volatility or variance. They are also used to pursue relative value strategies, where the fund takes simultaneous long and short positions on market volatility.

Dividend derivatives are used to gain long or short exposure to the dividend of an issuer or group of issuers, or to hedge the dividend risk on an issuer or group of issuers, dividend risk being the risk that the dividend of a share or equity index is not paid as anticipated by the market. They are also used to pursue relative value strategies, where the fund takes simultaneous long and short positions on equity market dividends.

Commodity derivatives are used to gain long or short exposure to commodities, to hedge commodity exposure, or to adjust the portfolio's commodity exposure. They are also used to pursue relative value strategies, where the fund takes simultaneous long and short positions on commodities.

Securities with embedded derivatives

The fund may invest in securities with embedded derivatives (particularly warrants, convertible bonds, callable/puttable bonds, credit-linked notes (CLN), EMTN, subscription certificates) traded on regulated, organised or over-the-counter Eurozone and/or international markets. The fund may hold subscription certificates or warrants on an ancillary basis following corporate actions resulting in the award of this type of security.

These securities with embedded derivatives allow the portfolio manager to expose the fund to the following risks, while respecting the portfolio's overall constraints:

- equities
- currencies
- fixed income
- credit
- dividends
- volatility and variance (up to 10% of the net assets)
- commodities through eligible financial contracts for up to 20% of the net assets.
- ETF (financial instruments)

The risk associated with this type of investment is limited to the amount invested in its purchase.

The amounts invested in securities with embedded derivatives, excluding contingent convertible and callable/puttable bonds, may not exceed 10% of the net assets.

The portfolio manager may invest up to 10% of the net assets in contingent convertible bonds ("CoCos"). These securities often deliver a higher return (in exchange for higher risk) than conventional bonds due to their specific structure and the place they occupy in the capital

structure of the issuer (subordinated debt). They are issued by banks under the oversight of a supervisory authority. They may have bond and equity features, being hybrid convertible instruments. They have a safeguard mechanism that turns them into ordinary shares if a trigger event threatens the issuing bank.

The fund may also invest up to 25% of its net assets in callable bonds and puttable bonds. These transferable debt securities have an optional component allowing for early redemption subject to certain conditions (holding period, occurrence of a specific event, etc.) on the initiative of the issuer (in the case of callable bonds) or at the request of the investor (in the case of puttable bonds).

Strategy for using instruments with embedded derivatives to achieve the investment objective:

The portfolio manager uses securities with embedded derivatives, as opposed to the other derivatives mentioned above, to optimise the portfolio's exposure or hedging, either by reducing the cost of using these financial instruments, or by gaining exposure to several performance drivers.

Deposits and cash

The fund may use deposits in order to optimise its cash management and to manage the various subscription or redemption settlement dates of the underlying funds. These trades are made within the limit of 20% of the net assets. This type of transaction will be made on an exceptional basis.

The fund may hold cash on an ancillary basis, in particular in order to meet its redemption obligations in relation to investors.

Cash lending is prohibited.

Cash borrowings

The fund may borrow cash, in particular to cover investment/disinvestments and subscriptions/redemptions. As the fund is not intended to be a structural borrower of cash, these loans will be temporary and limited to 10% of the fund's net assets.

Temporary purchase and sale of securities

For efficient portfolio management purposes, and without deviating from its investment objectives, the fund may allocate up to 20% of its net assets to temporary purchases/sales (securities financing transactions) of securities eligible for the fund (essentially equities and money market instruments). These trades are made to optimise the fund's income, invest its cash, adjust the portfolio to changes in the assets under management, or implement the strategies described above. The transactions consist of:

- Securities repurchase and reverse repurchase transactions;
- Securities lending/borrowing;

The expected proportion of assets under management that will be involved in such transactions is 10% of the net assets.

The counterparty to these transactions is the fund's custodian. The custodian does not have any power over the composition or management of the fund's portfolio.

Within the scope of these transactions, the fund may receive/give financial guarantees (collateral); the section entitled "Collateral management" contains information on how these work and on their characteristics.

Additional information on fees linked to such trades appears under the heading "Fees and expenses".

5° CONTRACTS AS COLLATERAL

Within the scope of OTC derivatives transactions and temporary purchases/sales of securities, the fund may receive or give financial assets constituting guarantees with the objective of reducing its overall counterparty risk.

The financial guarantees shall primarily take the form of cash in the case of OTC derivatives transactions, and cash and eligible government bonds in the case of temporary purchases/sales of securities. All financial guarantees received or given are transferred with full ownership.

The counterparty risk inherent in OTC derivatives transactions, combined with the risk resulting from temporary purchases/sales of securities, may not exceed 10% of the fund's net assets where the counterparty is one of the credit institutions defined in the current regulations, or 5% of its assets in other cases.

In this regard, any financial guarantee (collateral) received and serving to reduce counterparty risk exposure shall comply with the following:

- it shall take the form of cash or bonds or treasury bills (of any maturity) issued or guaranteed by OECD member states, by their regional public authorities or by supranational institutions and bodies with EU, regional or worldwide scope;
- it shall be held by the Custodian of the fund or by one of its agents or a third party under its supervision or by any third-party custodian subject to prudential supervision and which is not linked in any way to the provider of the financial guarantees;
- in accordance with the regulations in force, they shall at all times fulfil liquidity, valuation (at least daily), issuer credit rating (at least AA-), counterparty correlation (low) and diversification criteria, and exposure to any given issuer shall not exceed 20% of the net assets.
- financial guarantees received in the form of cash shall be mainly deposited with eligible entities and/or used in reverse repurchase transactions, and to a lesser extent invested in first-rate government bonds or treasury bills and short-term money market funds.

Government bonds and treasury bills received as collateral are subject to a discount. The management company agrees this contractually

with each counterparty.

6° RISK PROFILE

The fund invests in financial instruments and, where applicable, funds selected by the management company. The performance of these instruments depends on the evolution and fluctuations of the market.

The risk factors described below are not exhaustive. It is up to each investor to analyse the risk associated with such an investment and to form his/her own opinion independent of CARMIGNAC GESTION, where necessary seeking the opinion of any advisers specialised in such matters in order to ensure that this investment is appropriate in relation to his/her financial situation.

- a) **Risk associated with discretionary management:** discretionary management is based on the expected evolution of the financial markets. The fund's performance will depend on the companies selected and asset allocation chosen by the management company. There is a risk that the management company may not invest in the best performing companies.
- b) **Risk of capital loss:** the portfolio is managed on a discretionary basis and does not guarantee or protect the capital invested. A capital loss occurs when a unit is sold at a lower price than that paid at the time of purchase.
- c) **Long/Short risk:** This risk is associated with long and/or short positions used to adjust net market exposure. The fund could suffer high losses if its long and short exposures were to move simultaneously in the wrong directions.
- d) **Equity risk:** As the fund is exposed to the risks of the equity markets, the net asset value of the fund may decrease in the event of a downward or upward movement on the equity markets.
- e) **Currency risk:** Currency risk is linked to exposure – through investments and the use of forward financial instruments – to a currency other than the fund's valuation currency. The fluctuations of currencies against the euro may have a positive or negative influence on the fund's net asset value.
- f) **Interest rate risk:** Interest rate risk is the risk that the net asset value may fall in the event of a change in interest rates. When the modified duration of the portfolio is positive, a rise in interest rates may lead to a reduction in the value of the portfolio. When the modified duration of the portfolio is negative, a fall in interest rates may lead to a reduction in the value of the portfolio.
- g) **Credit risk:** credit risk is the risk that the issuer may default. Should the quality of bond issuers decline, for example in the event of a downgrade in their rating by the financial rating agencies, the value of the corporate bonds may drop. The net asset value of the fund may decrease.
- h) **Risk associated with high yield bonds:** a bond is considered a high-yield bond when its credit rating is below "investment grade". The manager reserves the right to invest up to 10% of the net assets in high-yield bonds on an ancillary basis. The value of high yield bonds may fall more substantially and more rapidly than other bonds and negatively impact the net asset value of the fund which may decrease as a result.
- i) **Risk associated with investment in contingent convertible bonds (CoCos):** Risk related to the trigger threshold: these securities have characteristics specific to them. The occurrence of the contingent event may result in a conversion into shares or even a temporary or definitive writing off of all or part of the debt. The level of conversion risk may vary, for example depending on the distance between the issuer's capital ratio and a threshold defined in the issuance prospectus. Risk of loss of coupon: with certain types of CoCo, payment of coupons is discretionary and may be cancelled by the issuer. Risk linked to the complexity of the instrument: as these securities are recent, their performance in periods of stress has not been established beyond doubt. Risk linked to late or non repayment: contingent convertible bonds are perpetual instruments repayable only at predetermined levels with the approval of the relevant authority. Capital structure risk: unlike with the standard capital hierarchy, investors in this type of instrument may suffer a capital loss, which holders of shares in the same issuer would not incur. Liquidity risk: as with the high yield bond market, the liquidity of contingent convertible bonds may be affected significantly in the event of market turmoil.
- j) **Risk associated with market capitalisation:** the fund may be exposed to small and mid-cap equity markets. As there are generally fewer small and mid-cap stocks listed on stock exchanges, market movements are more pronounced than in the case of large cap stocks. The net asset value of the fund may therefore be affected.
- k) **Liquidity risk:** The markets in which the fund participates may be subject to temporary illiquidity. These market distortions could have an impact on the pricing conditions under which the fund may have to liquidate, initiate or modify its positions, and may cause the fund's net asset value to fall.
- l) **Emerging markets risk:** the operating and supervision conditions of these markets may deviate from the standards prevailing on the major international markets. Where applicable, the portion of assets invested in equities of emerging countries may not exceed 10% of the assets of the fund.
- m) **Risk associated with commodities indices:** Changes in commodity prices and the volatility of the sector may cause the net asset value to fall.
- n) **Counterparty risk:** Counterparty risk measures the potential loss in the event of a counterparty defaulting on over-the-counter financial contracts or failing to meet its contractual obligations on temporary purchases or sales of securities. The fund is exposed to it through over-the-counter financial contracts agreed with various counterparties. In order to reduce the fund's exposure to

counterparty risk, the management company may establish financial guarantees in favour of the fund.

- o) **Volatility risk:** The increase or decrease in volatility may lead to a fall in net asset value. The fund is exposed to this risk, particularly through derivative products with volatility or variance as the underlying instrument.
- p) **Risks associated with temporary purchases and sales of securities:** the use of these transactions and management of their collateral may carry certain specific risks, such as operational risks and custody risk. Use of these transactions may therefore have a negative effect on the fund's net asset value.
- q) **Legal risk:** This is the risk that contracts agreed with counterparties to temporary purchases/sales of securities, or over-the-counter forward financial instruments, may be drafted inappropriately.
- r) **Risk associated with the reinvestment of collateral:** the fund does not intend to reinvest collateral received, but if it does, there would be a risk of the resultant value being lower than the value initially received.
- s) **Sustainability risk:** refers to an event or an environmental, social or governance factor that, if it were to occur, could have a significant real or potential impact on the value of investments and, ultimately, on the net asset value of the fund.

✓ Incorporation of sustainability risk into investment decisions

The fund's investments are exposed to sustainability risks, representing a real or potential threat to maximising long-term risk-adjusted rewards. The management company has therefore incorporated the identification and assessment of sustainability risks into its investment decisions and risk management processes, through a three-step procedure:

1) **Exclusion:** Investments in companies that the management company believes do not meet the fund's sustainability standards are excluded. The management company has established an exclusion policy that, amongst other things, provides for company exclusions and tolerance thresholds for business in fields such as controversial weapons, tobacco, adult entertainment, thermal coal production and electricity generation. For more information, please refer to the exclusion policy: https://www.carmignac.fr/fr_FR/responsible-investment/politiques-et-rapports-d-investissement-responsable-4738

2) **Analysis:** the management company incorporates an ESG analysis alongside a traditional financial analysis to identify sustainability risks from issuers in the investment universe, covering more than 90% of corporate bonds and equities. Carmignac's proprietary research system, START, is used by the management company to assess sustainability risks. For more information, please refer to the ESG incorporation policy: https://www.carmignac.fr/fr_FR/responsible-investment/politiques-et-rapports-d-investissement-responsable-4738 and information on the START system: https://www.carmignac.fr/fr_FR/responsible-investment/en-pratique-4692

3) **Engagement:** The management company works with issuers on ESG-related matters to raise awareness and gain a better understanding of sustainability risks to portfolios. This engagement may concern a specific environmental, social or governance matter, a long-term impact, controversial behaviour or proxy voting decisions. For more information, please refer to the engagement policy: https://www.carmignac.fr/fr_FR/responsible-investment/politiques-et-rapports-d-investissement-responsable-4738 and https://www.carmignac.fr/fr_FR/responsible-investment/en-pratique-4692
Potential impact of sustainability risk on the fund's returns

Sustainability risks can have adverse effects on sustainability in terms of a significant real or potential negative impact on the value of investments and net asset value of the fund, and ultimately on investors' return on investment.

There are several ways in which the management company may monitor and assess the financial significance of sustainability risks on a company's financial returns:

Environment: the management company believes that if a company does not take into account the environmental impact of its business and the production of its goods and services, then it may lose natural capital, incur environmental fines, or suffer lower demand for its goods and services. Where relevant, a company's carbon footprint, water and waste management, and supply chain, are therefore all monitored.

Social: The management company believes that social indicators are important in monitoring a company's long-term growth potential and financial stability. These policies on human capital, product safety checks and client data protection are just some of the important practices that are monitored.

Governance: The management company believes that poor corporate governance may present a financial risk. The independence of the board of directors, composition and skills of the executive committee, treatment of minority shareholders, and remuneration, are the key factors studied. Companies' approach to accounting, tax and anti-corruption practices is also checked.

7° TARGET SUBSCRIBERS AND INVESTOR PROFILE

Units of this fund have not been registered in accordance with the US Securities Act of 1933. They may therefore not be offered or sold, either directly or indirectly on behalf of or for the benefit of a US person, as defined in Regulation S. Furthermore, units of this fund may not be offered or sold, either directly or indirectly, to US persons and/or to any entities held by one or more US persons as defined by the US Foreign Account Tax Compliance Act (FATCA).

Aside from this exception, the fund is open to all investors.

Investors include institutions (including associations, pension funds, paid leave funds and all non-profit organisations), legal entities and natural persons. The fund's investment policy meets the needs of certain company treasurers, institutions subject to tax and high net worth individuals.

The fund is intended for all types of investors, natural persons and legal entities wishing to diversify their investments in stocks of all capitalisations issued in the European Union, Iceland and Norway. The fund has a defensive profile thanks to an active hedging policy.

The minimum recommended investment period is 3 years.

The appropriate investment amount depends on the personal situation of the investor. To determine this amount, investors' personal wealth, their cash requirements now and 3 years from now as well as their degree of risk aversion must all be taken into account. It is recommended that investors seek the advice of a professional in order to diversify their investments and to decide on the proportion of their financial portfolio or wealth that should be invested in this fund. It is also recommended that investments be sufficiently diversified so as to avoid exposure exclusively to the risks of this fund.

8° ALLOCATION OF DISTRIBUTABLE INCOME

DISTRIBUTABLE INCOME	ACC UNITS	DIS UNITS
Allocation of net income	Accumulation (dividends are recorded on an accruals basis)	Distributed or carried forward as decided by the management company
Allocation of net realised capital gains or losses	Accumulation (dividends are recorded on an accruals basis)	Distributed or carried forward as decided by the Management Company

9° FREQUENCY OF DISTRIBUTIONS

No dividends are distributed for accumulation units.

With regard to distribution units, income is paid annually on A EUR Ydis units.

Payment of distributable income is made annually within five months of the financial year-end.

10° CHARACTERISTICS OF THE UNITS

EUR units are denominated in euro. Thousandths of units may be issued.

11° SUBSCRIPTION AND REDEMPTION PROCEDURES

Orders are executed on the basis of the table below:

D	D	D, NAV date	D+1	D+3	D+3
Centralisation of subscription requests before 6pm*	Centralisation of redemption requests before 6pm*	Order execution by D at the latest	NAV publication	Settlement of subscriptions	Settlement of redemptions

* Unless another deadline is agreed with your financial institution.

Procedures for transferring from one unit class to another

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

Date and frequency of the net asset value

The net asset value is calculated daily according to the Euronext Paris calendar, with the exception of public holidays in France. The list of these holidays can be obtained from the centralising agent on request.

Terms and conditions of subscriptions and redemptions

Subscriptions and redemptions resulting from a request transmitted after the cut-off time mentioned in the prospectus (late trading) are prohibited. Subscription/redemption requests received by the centralising agent after 6pm (CET/CEST) shall be considered to have been received on the subsequent net asset value calculation day.

The period between the date the subscription or redemption request is centralised and the settlement date by the custodian to the bearer is three business days for all units. If one or more holidays (Euronext holidays and French public holidays) occur during this settlement period, then the period will be extended accordingly. The list of these holidays can be obtained from the centralising agent on request.

The management company respects the principles set out in AMF position 2004-07 regarding market timing and late trading practices. Its compliance with these practices is notably reflected in a confidentiality agreement signed with each professional investor as per Directive 2009/138/EC (Solvency II), such that sensitive information on the portfolio's composition will be used only to meet prudential obligations.

Institutions responsible for ensuring compliance with the centralisation cut-off time

BNP Paribas Securities Services, 9, rue du Débarcadère, 93500 Pantin, as delegated by the management company, CARMIGNAC GESTION, 24, place Vendôme, 75001 Paris.

Investors are reminded that requests transmitted to intermediaries other than BNP Paribas Securities Services must take into consideration the fact that the cut-off time for the centralisation of requests applies to said intermediaries vis-à-vis BNP Paribas Securities Services. Consequently, such intermediaries may apply their own cut-off time, which may be earlier than the cut-off time indicated above, in order to take into account the time required to transmit requests to BNP Paribas Securities Services.

Place and means of publication of the net asset value

CARMIGNAC GESTION: 24, place Vendôme, 75001 Paris.

The net asset value announced at 3pm each day shall be used for the calculation of the subscriptions and redemptions received before 6pm on the previous day.

The net asset value is shown at CARMIGNAC GESTION and published on the CARMIGNAC GESTION website: www.carmignac.com

12° FEES AND EXPENSES

a) 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 attributed to the management company, the fund promoter, etc.

FEES AND EXPENSES PAYABLE BY THE INVESTOR FOR SUBSCRIPTIONS AND REDEMPTIONS	BASIS	RATE
Maximum subscription fee, inclusive of tax payable to third parties	net asset value X number of units	4%
Subscription fee payable to the fund	net asset value X number of units	None
Redemption fee payable to third parties	net asset value X number of units	None
Redemption fee payable to the fund	net asset value X number of units	None

b) Management and administration fees

	FEES CHARGED TO THE FUND	BASIS	RATE
1 and 2	Financial management and administration fees external to the management company	Net assets	A EUR Acc units: 1.50% inclusive of tax A EUR Ydis units: 1.50% inclusive of tax (Maximum rate)
4	Transaction fees charged by the management company	Maximum payable per transaction	<i>French stock exchange</i> : 0.3% (inclusive of tax) on each transaction; this fee is 0.05% (inclusive of tax) for bond transactions <i>Foreign stock exchange</i> : 0.4% (inclusive of tax) on each transaction; this fee is 0.05% (inclusive of tax) for bond transactions
5.	Performance fee	Net assets	Maximum 20% of the positive difference between the performance of the Fund and its reference indicator when it is established (1)

(1) The performance fees are based on a comparison between the performance of the fund and its reference indicator over the financial year. If the performance since the beginning of the financial year is positive and exceeds the performance of the reference indicator, a daily provision of up to 20% of this outperformance is established. In the event of underperformance in relation to this index, a daily amount corresponding to a maximum of 20% of this underperformance is deducted from the provision established since the beginning of the year. If the fund is eligible for the booking of a performance fee, then:

- In the event of subscriptions, a system for neutralising the volume effect of these units on the performance fee is applied. This involves systematically deducting the share of the performance fee actually booked as a result of these newly subscribed units from the daily provision;
- In the event of redemptions, the portion of the performance fee provision corresponding to redeemed shares is transferred to the management company under the crystallisation principle.

The performance fee set aside is paid to the management company in full at the end of the financial year.

Other fees charged to the fund:

- Contributions payable to the AMF for fund administration in accordance with article L.621-5-3 of the French Monetary and Financial Code.
- Research costs (See "*Research and Inducements*" below)
- Extraordinary, one-off costs for recovering a debt or exercising a right (e.g. class action), only where the outcome is in the fund's favour, and when the fund has actually received the money.

Information on these charges is also provided ex-post in the fund's annual report.

Calculation and distribution of the proceeds of temporary purchases and sales of securities

The management company does not receive any remuneration in respect of efficient portfolio management techniques (temporary purchases and sales of securities).

All income resulting from these techniques is returned to the fund, minus operating costs linked to the involvement of Caceis Bank Luxembourg Branch as lending agent in securities lending/borrowing transactions. The lending agent's charges may not exceed 15% of income generated on these lending/borrowing transactions.

With respect to repurchase agreements, the fund is the direct counterparty in such transactions and receives the full amount of the remuneration.

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

Payments in kind

Carmignac Gestion does not receive payments in kind for its own account or on behalf of third parties as defined in the General Regulation of the *Autorité des marchés financiers*. For further information, please refer to the fund's annual report.

Choice of intermediaries

Carmignac Gestion uses a multi-criteria approach in order to select intermediaries that guarantee the best execution of stock market orders.

The criteria applied are both quantitative and qualitative and depend on the markets for which the intermediaries provide services, in terms of both geographical area and instruments.

The analysis criteria include, inter alia, the availability and proactivity of the intermediary representatives, the financial situation of the intermediaries, their speed, the quality of the processing and execution of orders and intermediary costs.

Research and inducements

"Research" refers to material or services used to develop an opinion on a financial instrument, asset, issuer, sector or specific market. Carmignac will not procure any research service unless it is needed to reach an informed decision in the fund's best interests. Before procuring the research service, fund managers and/or analysts will check that it is appropriate, justify their request with evidence, and assess how reasonable the service is. The request is reviewed by a local compliance officer. The budget is allocated in such a way as to distribute the research cost fairly between the different funds. Generally speaking, investment decisions relating to funds with similar investment objectives and mandates are taken on the basis of the same research service. In their best interests, funds sharing a similar strategy and benefitting from the same research service will share costs. The management team allocates the budget. Carmignac collects the money from the funds only when fees payable to the research service are due. Carmignac collects funds' research costs in the separate research payment account (RPA), as available monies. The fund bears the cost of financial research. Investors and potential investors may obtain the total budget and the estimated research budget for each fund using the "Research payment account disclosure form" available at www.carmignac.com.

IV. COMMERCIAL INFORMATION

Publication of information about the fund:

The latest annual reports and the composition of the assets will be sent to unitholders within eight business days upon written request to: CARMIGNAC GESTION, 24, place Vendôme, 75001 PARIS.

The prospectus is available on the website: www.carmignac.com

Information on the management company's consideration of environmental, social and governance (ESG) criteria in its fund range is available on the www.carmignac.com website and appears in the annual reports of funds that take these criteria into account. Contact: Communications department - Tel: +33 (0)1 42 86 53 35 - Fax: +33 (0)1 42 86 52 10

V. INVESTMENT RULES

The fund respects the regulatory limits applicable to standard French UCITS under European directive 2009/65/EC.

VI. OVERALL RISK

The method used to determine the fund's overall risk is the absolute Value-at-Risk (VaR) method over a two-year historical horizon, with a 99% confidence threshold over 20 days. The envisaged leverage, calculated as the sum of nominal amounts without netting or hedging, is 200% but may be higher under certain conditions.

Higher leverage: this will generally result from specific market conditions (high/low volatility, low interest rates, central bank intervention) or an increase in the number of positions, which may nonetheless offset portfolio risks, or from the use of options that are well out of the money.

For example, new positions opened to counterbalance existing positions may increase the gross nominal value of outstanding contracts, creating high leverage that bears little correlation to the portfolio's current risk. In each case, they are used in accordance with the portfolio's investment objective and risk profile.

VII. ASSET VALUATION RULES

1. Valuation rules:

a) Methods used for the valuation of balance sheet items and futures and options

Investments in securities

Securities purchased are recorded at their acquisition price excluding fees, and securities sold are recorded at their sale price excluding fees.

Securities, futures and options held in the portfolio denominated in other currencies are converted into the accounting currency on the basis of exchange rates observed in Paris on the valuation day. The portfolio is valued according to the following methods:

French securities

- on the spot market, deferred settlement system: on the basis of the latest price.

French government bonds are valued on the basis of the mid price of a contributor (a primary dealer selected by the French Treasury), supplied by an information server. This price is subject to a reliability check by means of a comparison with the prices of several other primary dealers.

Foreign securities

- listed and registered in Paris: on the basis of the latest price.

- not registered in Paris: on the basis of the latest price available.

Transferable securities whose prices have not been determined on the valuation day, or whose prices have been adjusted, are valued under the responsibility of the management company at their foreseeable sale prices. Justification is sent to the statutory auditor at the time of the audit.

The funds are valued at the latest redemption price or the latest net asset value available

They are valued at the latest redemption price or the latest net asset value available.

Money market instruments and synthetic assets composed of a transferable debt security backed by one or more interest rate and/or currency swaps ("asset swaps")

For those traded in large volumes and which have a residual maturity greater than three months: at the market price on the basis of information feeds sourced from a financial information vendor (Bloomberg, Reuters, etc.).

For those not traded in large volumes and which have a residual maturity greater than three months: at the market price on the basis of information feeds sourced from a financial information vendor (Bloomberg, Reuters, etc.) for equivalent money market instruments whose price shall be incremented or decreased, where applicable, by a differential representing the issuer's specific characteristics and by applying an actuarial method.

For those with a residual maturity of three months or less: on a straight-line basis.

In the case of a debt security valued at the market price whose residual maturity falls below or is equal to three months, the last rate used shall be frozen until the final repayment date, unless the security's modified duration requires valuation at the market price (see the previous paragraph).

Temporary purchases and sales of securities in accordance with the terms and conditions provided for in the agreement

These transactions are valued according to the conditions provided for in the agreement.

Certain fixed income transactions whose maturity is greater than three months may be valued at the market price.

Futures and options transactions

Forward purchases and sales of currencies are valued in consideration of the amortisation of any positive or negative balance carried forward.

b) Off-balance sheet transactions

Transactions on regulated markets

Futures transactions: these transactions are valued according to the markets on the basis of the settlement price. The commitment is calculated as follows: price of futures contract x nominal value of contract x quantities.

Options transactions: these contracts are valued according to the markets on the basis of the opening price or the settlement price. The commitment is equal to the conversion of the option into the underlying equivalent. It is calculated as follows: delta x quantity x ratio or nominal value of the contract x price of the underlying equivalent.

Transactions on over-the-counter markets

Interest rate transactions: valuation at the market price on the basis of information feeds sourced from a financial information vendor (Bloomberg, Reuters, etc.) and, if necessary, by applying an actuarial method.

Interest rate swap transactions:

For those with a residual maturity greater than three months: valuation at the market price on the basis of information feeds sourced from a financial information vendor (Bloomberg, Reuters, etc.) and by applying an actuarial method.

Backed or non-backed transactions:

- Fixed rate/Variable rate: nominal value of the contract
- Variable rate/Fixed rate: nominal value of the contract
- For those with a residual maturity of three months or less: valued on a straight-line basis.
- In the case of an interest rate swap transaction valued at the market price whose residual maturity is less than or equal to 3 months, the last rate used shall be frozen until the final repayment date, except in the case of modified duration requiring valuation at the market price (see the previous paragraph).

The commitment is calculated as follows:

- Backed transactions: nominal value of the contract
- Non-backed transactions: nominal value of the contract

Other transactions on over-the-counter markets:

- Interest rate, foreign exchange or credit transactions: valuation at the market price on the basis of information feeds sourced from a financial information vendor (Bloomberg, Reuters, etc.) and, if necessary, by applying an actuarial method.
- The commitment is shown as follows: nominal value of the contract.

2. Accounting method

Income is recorded on an accruals basis.

Transaction fees are recorded net of expenses.

3. Accounting currency

The fund's financial statements are recorded in euro.

VIII. REMUNERATION

The management company's remuneration policy promotes risk management without excessive risk taking. These practices comply with the objectives and interests of the fund managers, funds managed, and fund investors in order to avoid conflicts of interest.

The remuneration policy has been designed and implemented to promote the continuing success and stability of the management company, while allowing it to attract, develop and retain motivated, high-performing staff.

The remuneration policy establishes a structured remuneration system with a sufficiently high fixed component and a bonus system that rewards risk takers for creating long-term value. A significant percentage of risk-takers' variable remuneration is deferred for three years. The deferred portion is linked to the performance of funds representative of the investment strategies implemented by the company, ensuring that the long-term interests of investors in the funds managed are taken into account. Bonuses are only ultimately paid out if this is congruent with the management company's financial position.

The remuneration policy was approved by the Board of Directors of the management company. The provisions of the remuneration policy are re-evaluated on a regular basis by the Remuneration and Appointments Committee and are adjusted to fit the changing regulatory framework. Details of the remuneration policy, including a description of how the remuneration and benefits are calculated, as well as information on the remuneration and nominations committee, can be found at www.carmignac.com. A printout of the policy is available free of charge upon request.

MANAGEMENT REGULATIONS OF THE FCP**CARMIGNAC LONG-SHORT EUROPEAN EQUITIES**

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 and to the assets of the fund proportional to the number of units they hold.

The duration of the fund is 99 years from its creation, except in the cases of early dissolution or extension provided for in these regulations (see article 11).

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

The different classes of units may:

- benefit from different dividend policies (distribution or accumulation);
- be denominated in different currencies;
- be charged different management fees;
- be charged different subscription and redemption fees;
- have a different nominal value.
- be systematically hedged against risk, either partially or completely, as described in the prospectus. This hedging is taken out via financial instruments that minimise the impact of hedging transactions on the FCP's other unit classes.

The units may be merged or divided.

The Board of Directors of the management company may decide that the units shall be sub-divided into tenths, hundredths, thousandths or ten thousandths, with such subdivisions being 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 Board of Directors of the management company 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 AMOUNT OF ASSETS

Units may not be redeemed if the FCP'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 in question, or to carry out one of the operations mentioned in article 422-17 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.

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

Units of the fund may be admitted to an official stock exchange listing 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 management company is entitled to refuse any securities offered and, for that purpose, must announce its decision within seven days of the date on which the securities were tendered. If they are accepted, the securities tendered 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 securities concerned.

Redemptions may be in cash and/or in kind. If a redemption in kind corresponds to a share of the portfolio's assets, then the management company need only obtain the signed written agreement of the outgoing unitholder. Where a redemption in kind does not correspond to a share of the portfolio's assets, all unitholders must give their written agreement authorising the outgoing unitholder to redeem their units against certain particular assets, as specifically listed in the agreement.

By derogation from the above, if the fund is an ETF, redemptions on the primary market may, with the portfolio management company's agreement and in unitholders' best interests, be in kind under the terms set out in the fund's regulations or prospectus. The assets are then delivered by the registrar under the terms set out in the fund prospectus.

In general, redeemed assets are valued according to the rules laid down in article 4 and the redemption in kind is based on the first net asset value following acceptance of the relevant securities.

Redemptions 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 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 prospectus.

Pursuant to article L.214-8-7 of the French monetary and financial code, the management company may temporarily suspend the redemption of units or the issue of new units by the Fund when exceptional circumstances and the interests of the unitholders so require.

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

A minimum subscription may be applied according to the procedures set out in the prospectus.

Pursuant to articles L.214-8-7 of the French monetary and financial code and 411-20-1 of the AMF general regulation, the management company may decide to cap redemptions in exceptional circumstances and if deemed necessary to protect the interests of unitholders. The means by which the capping system works and unitholders are notified must be described in detail.

In application of the third paragraph of article L.214-8-7 of the French monetary and financial code, the fund may stop issuing some or all units temporarily or permanently in objective situations leading to the closure of subscriptions, such as a maximum number of units issued, a maximum amount of assets reached or the expiry of a fixed subscription period. Existing unitholders will be informed of this decision by any means, as well as of the trigger point and the objective situation that led to the partial or complete closure. In the case of partial closure, this notification will specifically mention the means by which existing unitholders may continue to subscribe during the period of partial closure. The management company also informs unitholders by any means of a decision to end the partial or total closure of subscriptions (when they fall below the trigger point again), or not to end it (if the trigger point is changed or there is a development in the objective situation that led to the closure decision). A change in the objective situation cited or the trigger point must always be made in unitholders' best interests. Information stating the exact reasons for these changes may be given by any means.

The fund manager can restrict or prevent (i) the holding of units by any individual or legal entity not entitled to hold units under the terms of the "Target investors" section of the prospectus (hereinafter, the "Non-Eligible Person") and/or (ii) the registration in the Fund's register of unitholders or the transfer agent's register (the "Registers") of any intermediary who does not come under one of the categories indicated below ("Non-Eligible Intermediary"): active Non-Financial Foreign Entities (active NFFEs), US Persons who are not Specified US Persons and Financial Institutions that are not Non-Participating Financial Institutions*.

The portfolio manager may also restrict or prevent the holding of units by any investor (i) who is, or is suspected – on the basis of objective criteria – of being directly or indirectly in breach of the laws and regulations of any country or any government authority, or (ii) who, in the FCP management company's opinion, may inflict such damage on the FCP or management company that would not otherwise have been inflicted or borne.

The terms followed by an asterisk (*) are defined in the Agreement between the government of the French Republic and the government of the United States of America intended to improve compliance with tax obligations internationally and implement the law concerning respect for tax obligations applicable to foreign accounts signed on 14 November 2013. At the time of writing these Management Regulations, the text of this Agreement is available here : http://www.economie.gouv.fr/files/usa_accord_fatca_14nov13.pdf

To this end, the management company can:

- (i) refuse to issue any units if it seems that said issue would or could result in said units being held by a Non-Eligible Person or a Non-Eligible Intermediary being entered in the Registers;
- (ii) 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; and
- (iii) if it considers that the beneficial owner of the units is a Non-Eligible Person or that a Non-Eligible Intermediary is entered in the Registers of unitholders of the Fund, proceed with the compulsory redemption of all the units held by the Non-Eligible Person or all the units held via the Non-Eligible Intermediary, after a period of 10 working days. 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 is calculated in accordance with the valuation rules specified in the prospectus

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

TITLE 2: MANAGEMENT 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 in which the fund's assets may be invested, as well as the investment rules, are described in the prospectus.

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 portfolio 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 Board of Directors 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 fund 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 assesses any contribution or redemption in kind under its responsibility, except when an ETF is redeemed in kind on the primary market.

The statutory auditor shall check the accuracy of the composition of the assets and other information before any publication. The statutory auditor's fees are determined by mutual agreement between the statutory auditor and the Board of Directors of the management company on the basis of an agenda indicating all duties deemed necessary. The statutory auditor certifies positions 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 establishes a list of the FCP's assets at least biannually 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 offices of the management company.

TITLE 3: ALLOCATION OF DISTRIBUTABLE INCOME

ARTICLE 9 - Allocation of distributable income

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

Distributable income is made up of:

1. Net income plus retained earnings, plus or minus the balance of the income equalisation account for the last financial year.
2. Realised capital gains, net of expenses, minus realised capital losses, net of expenses, recognised during the financial year, plus net capital gains of a similar nature recognised during previous financial years and which have not been distributed or accumulated, plus or minus the balance of the capital gains equalisation account.

The sums mentioned in points 1 and 2 may be distributed in full or in part independently of each other.

Distributable income	Acc units	Dis units
Allocation of net income	Accumulation (dividends are recorded on an accruals basis)	Distributed or carried forward as decided by the management company
Allocation of net realised capital gains or losses	Accumulation (dividends are recorded on an accruals basis)	Distributed or carried forward as decided by the management company

Payment of distributable income is made annually within five months of the financial year-end.

Payment of distributable income payable quarterly is made within one month of the end of each calendar quarter.

TITLE 4: MERGER - SPLIT - DISSOLUTION - LIQUIDATION

ARTICLE 10 - MERGER - SPLIT

The management company may either merge all or part of the assets of the fund with another UCITS under its management or with a UCITS managed by another company, or split the fund into two or more mutual funds under its management.

Such mergers or splits may only be carried out after unitholders have been notified. Such mergers or splits 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 AMF 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 AMF by post of the dissolution date and procedure. It shall send the statutory auditor's report to the AMF.

The fund's extension may be decided by the management company subject to the agreement of the custodian. Its decision must be taken at least three months before the expiry of the fund's term and must be notified to the unitholders and the AMF.

ARTICLE 12 - LIQUIDATION

In the event of dissolution, the management company or designated liquidator 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 functions until the end of the liquidation.

TITLE 5: DISPUTES

ARTICLE 13 - JURISDICTION - ADDRESS FOR SERVICE

All disputes relating to the fund that may arise during the term of the fund or during its liquidation, either among the unitholders or between the unitholders and the management company or the custodian, shall be submitted to the courts having jurisdiction.