SYCOMORE ALLOCATION PATRIMOINE

Prospectus
21/03/2022

UCITS under European Directive 2009/65/EC

1. GENERAL CHARACTERISTICS

1.1 UCITS features

French Fonds Commun de Placement (FCP)

1.2 Name

Sycomore Allocation Patrimoine.

1.3 Legal form and Member State in which the UCITS was created

Investment fund in the form of a French Fonds Commun de Placement, governed by French law.

Sycomore Allocation Patrimoine is a feeder fund of the Sycomore Next Generation master fund, a sub-fund of the SICAV with multiple sub-funds incorporated in the Luxembourg-based Sycomore Fund Sicav, subject to Part I of the Law of 2010, registered with the Trade and Companies Register in Luxembourg under number B 166 946, whose registered office is at 60 avenue J.F Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

1.4 Inception date and expected term

The fund was created on 27 November 2002, for a term of 99 years as of that date.

1.5 Fund overview

Unit Class	ISIN Code	Allocation of distributable sums	Base Currency	Target investors	Subscription fee	Operational and management charges
I	FR0010474015	Accumulation	EUR	'Eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary or non-monetary benefits paid or provided by the management company or by the marketing agent of the Fund ('*clean share*' units).	5% maximum rate	Maximum 0.80% per annum incl. VAT
R	FR0007078589	Accumulation	EUR	All investors	3% Maximum rate	1.60% maximum per annum including taxes
RD	FR0012818227	Accumulation and/or Distribution	EUR	All investors	3% Maximum rate	1.60% maximum per annum including taxes
R USD	FR0013065604	Accumulation	USD	All investors	3% Maximum rate	1.60% maximum per annum including taxes
X	FR0013320322	Accumulation	EUR	All investors, particularly UCIs managed by Sycomore AM or by its subsidiaries.	Maximum 10% rate	Maximum 0.80% per annum including taxes
Cyrus	FR0013392644	Accumulation	EUR	All subscribers, particularly clients of Cyrus Conseil as part of unit linked life insurance policies and/or non independent investment advisory services.	3% Maximum rate	1.60% maximum per annum including taxes

Unit Class	ISIN Code	Minimum subscription
I	FR0010474015	None
R	FR0007078589	None
RD	FR0012818227	€100
R USD	FR0013065604	€100
X	FR0013320322	€100
Cyrus	FR0013392644	€100

1.6 The latest annual report and interim statement can be obtained as follows:

The latest annual reports and the composition of the assets of the Sycomore Next Generation Master fund as well as of the Sycomore Allocation Patrimoine Feeder fund will be sent to unitholders within eight days upon written request to:

Sycomore Asset Management, SA
14, Avenue Hoche
75008 Paris
Tel: +33 (0)1 44 40 16 00
Email: info@sycomore-am.com

Additional information may be obtained if necessary from the investor relations department.

2. STAKEHOLDERS

2.1 Management Company

Sycomore Asset Management, SA Approved by the AMF as a French Portfolio Management Company (Société de Gestion de Portefeuille) under n° GP 01-30 with registered offices located at 14, avenue Hoche, 75008, Paris, France.

2.2 Depositary and custodian

BNP Paribas Securities Services, SCA, a financial institution authorised by the Autorité de Contrôle Prudentiel et de Résolution (ACPR) whose registered offices are located at 3, Rue d'Antin, 75002 Paris, France. Mailing address: 9 rue du Débarcadère – 93500 Pantin, France.

Description of the Custodian's responsibilities and of the potential conflicts of interest:

The custodian exercises three types of responsibilities, respectively the control of the regularisation of decisions taken by the management company (as defined in article 22.3 of the UCITS V Directive), the monitoring of cash flow for the UCITS (as defined in article 22.4 of said Directive) and the safekeeping of assets of the UCITS (as defined in article 22.5 of said Directive).

The main responsibility of the Custodian is to always protect the interests of unit-holders / investors in the UCITS above their own commercial interests.

Potential conflicts of interest may be identified, particularly in the case where the management company also has business relationships with BNP Paribas Securities Services in addition to its role as Custodian (which may be the case when BNP Paribas Securities Services is in charge, by delegation of the management company, of the Net Asset Value calculation for the UCITS whose custodian is also BNP Paribas Securities Services).

In order to manage such situations, the Custodian has set up and maintains a policy for the management of conflicts of interest. The objectives of such a policy are:

- Identifying and analysing potential situations of conflicts of interest;
- Recording, managing and monitoring situations of conflicts of interest by
  - using the permanent measures implemented in order to manage conflicts of interest, such as the segregation of duties, the split between the functional and hierarchical reporting lines, the monitoring of internal insider lists, and dedicated IT environments
  - Implementing on a case-by-case basis
    - Appropriate preventive measures, such as the creation of ad hoc monitoring, new "Chinese walls", or checking that transactions are processed in an appropriate way and/or informing the relevant clients
    - Or refusing to manage the activities that could give rise to conflicts of interest.

Description of potential duties delegated by the Custodian, list of delegates and sub-delegates and identification of the conflicts of interest that may result from such delegation.

The Custodian of the UCITS, BNP Paribas Securities Services SCA, is responsible for the safekeeping of the assets (as defined in article 22.5 of the above-mentioned Directive). In order to provide the services related to the custody of the assets in a large number of countries, enabling the UCITS to achieve their investment objectives, BNP Paribas Securities Services SCA has appointed sub-custodians in the countries where BNP Paribas Securities Services SCA does not have a local presence. Theses entities are listed on the following website: http://securities.bnpparibas.com/solutions/asset-fund-services/depositary-bank-and-trustee-serv.html. The process of appointing and supervising the sub-custodians follows the highest standards of quality, including managing potential conflicts of interest that may arise in the context of such appointments.

The most recent information regarding the previous points is available to investors upon request.

2.3 Delegated institution in charge of the centralisation of subscription and redemption orders

BNP Paribas Securities Services, SCA, a financial institution authorised by the Autorité de Contrôle Prudentiel et de Résolution (ACPR) whose registered offices are located at 3, Rue d'Antin, 75002 Paris, France. Mailing address: 9 rue du Débarcadère – 93500 Pantin, France.

2.4 Fund unit registrar

BNP Paribas Securities Services, SCA, a financial institution authorised by the Autorité de Contrôle Prudentiel et de Résolution (ACPR) whose registered offices are located at 3, Rue d'Antin, 75002 Paris, France. Mailing address: 9 rue du Débarcadère – 93500 Pantin, France.

2.5 Statutory Auditor

PricewaterhouseCoopers Audit, represented by Frédéric Sellam, 63 rue de Villiers, 92200 Neuilly-sur-Seine, France.

2.6 Marketing Agents

- For all unit classes - Sycomore Asset Management, SA. Approved by the AMF as a French Portfolio Management

Company (Société de Gestion de Portefeuille) under n° GP 01-30 with registered offices located at 14, avenue Hoche, 75008, Paris, France.
- For Unit Class Cyrus - Cyrus Conseil, a financial investment advisory firm of the Chambre Nationale des Conseils en Gestion de Patrimoine, whose registered office is at 50 boulevard Haussmann -75009 Paris.

The list of marketing agents is not comprehensive insofar as the investment fund is listed on Euroclear. Therefore some marketing agents may not be mandated by, or known to the management company.

2.7 Delegated fund accountant

BNP Paribas Securities Services, SCA, a financial institution authorised by the Autorité de Contrôle Prudentiel et de Résolution (ACPR) whose registered offices are located at 3, Rue d'Antin, 75002 Paris, France. Mailing address: 9 rue du Débarcadère – 93500 Pantin, France.

3. OPERATING AND MANAGEMENT PROCEDURES

3.1 General features

3.1.1. Unit Class characteristics

Nature of the rights attached to the units: The various units represent rights in ownership, i.e. each unit holder has a joint ownership right over the Fund's assets in proportion to the number of units held.

Securities administration: the various units are listed on Euroclear France. Securities administration is provided by BNP Paribas Securities Services SA, a bank governed by French law with registered offices located at 3 rue d'Antin, 75002 Paris, France. Mailing address: 9 rue du Débarcadère – 93500 Pantin, France.

Voting rights: no voting rights are attached to the units as decisions are made by the management company.

Form of units: bearer.

Subdivision of units: Fund units are decimalised in hundred-thousandths (e.g. 100.00000). Subscription orders may be expressed in cash value, in number of units (whole numbers or fractions). Redemption orders may be expressed in number of units (whole number or fraction).

3.1.2. Accounting year-end

Last trading day in December (1st year: 31 December 2003).

3.1.3. Tax regime

The Fund is not taxable per se. Unit holders may however be liable to tax upon the sale of their units. The tax regime governing capital gains or losses by the Fund, whether unrealised or realised, depends on the tax provisions applying to the specific case of each investor and his/her tax domicile and/ or the Fund's investment jurisdiction. Investors who are unsure of their tax situation should seek advice from an advisor or a financial professional.

French personal equity savings plan eligibility (PEA): The Fund is not eligible for the PEA.

3.1.4. Information on SRI certification

On the date of publication of this prospectus, the Fund does not have a French SRI label or a foreign equivalent. The Fund's Master fund, however, has the French SRI label and the management company is engaged in a process to have the fund labelled, on the basis of this prospectus and in accordance with its Master fund. Please contact the management company for confirmation of the actual labelling status of the Fund, available in particular at www.sycomore-am.com.

3.2 Specific provisions

3.2.1. ISIN Codes

Unit Class	ISIN Code
I	FR0010474015
R	FR0007078589
RD	FR0012818227
R USD	FR0013065604
X	FR0013320322
Cyrus	FR0013392644

3.2.2. Investment objective

The management objective of the Sycomore Allocation Patrimoine Fund (the Feeder Fund) is, over a period of three years, to outperform the capitalised €STR by 2% for Unit Classes R and Cyrus, and to outperform the capitalised €STR by 2.8% for Unit Classes I and X, and to permanently invest at least 95% of its net assets in units of the Sycomore Next Generation Fund (the Master fund), a sub-fund of the Luxembourg-based SICAV Sycomore Fund Sicav. The Feeder Fund shall invest in units from Unit Class X of the Master Fund and may hold cash on an ancillary basis.

The objective of the Master Fund is to implement a socially responsible investment strategy based on a discretionary allocation between several asset classes.

3.2.3. Benchmark

The benchmark of the fund is the capitalised €STR plus 2% for Unit Classes R and Cyrus, and the capitalised €STR plus 2.8% for Unit Classes I and X.

The €STR is based on the interest rates for overnight unsecured euro loans raised by banks. It is calculated as a weighted average of all overnight unsecured lending transactions in the interbank market within the Eurozone. Further information on this index is available at https://www.ecb.europa.eu/stats/financial_markets_and_interest_rates/euro_short-term_rate/html/index.en.html The administrator of the €STR index is the ECB (European Central Bank). This administrator benefits from the exemption of article 2.2 of the benchmark regulation as a central bank, and as such, does not have to be entered in the ESMA register.

In accordance with Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June, Sycomore Asset

Management has a procedure for monitoring the benchmark indices used describing the measures to be implemented in case of substantial changes made to an index or the cessation of the provision of that index.

3.2.4. Investment strategy

The Feeder Fund shall permanently invest at least 95% of its net assets in units from Unit Class X of the Master fund and may hold cash on an ancillary basis.

Description of the investment strategy of the Master fund:

The investment strategy of Sycomore Next Generation Fund (denominated in EUR) is socially responsible and is based on a discretionary allocation of its net assets between several asset classes. The two main drivers of performance are:

(1) An equity strategy offering an exposure from 0 to 50% of the net assets to the following assets: international equities of all market caps and sectors, including emerging markets, forward financial instruments traded on regulated markets and/or over-the-counter that hedge, or provide exposure to, various sectors, geographical regions or market caps, and, on an ancillary basis, UCITS offering exposure to international markets, including emerging markets. This includes the equity risk of convertible bonds;

(2) A fixed income strategy offering an exposure from 0 to 100% of the net assets to the following assets: bonds and other international debt securities, including emerging-market ones, and those from public- or private-sector issuers of all ratings and even those not rated by the standard ratings agencies (Standard & Poor's, Moody's, and Fitch Ratings), derivatives, including but not limited to futures, options and over-the-counter derivatives with underlying assets such as bonds listed on international regulated markets or bonds indices for exposure or hedging purpose, and, on an ancillary basis, UCITS offering exposure to bonds, including high-yield ones. With this in mind, as much as 50% of the net assets may be exposed via direct investments (and indirect investments via UCITS limited to 10%) to high-yield bonds (rated not higher than BBB- or equivalent by at least one of the three rating agancies (Fitch, S&P or Moody's), while exposure to bonds not rated by at least one of the three main ratings agencies (Standard & Poor's, Moody's, Fitch Ratings) is capped at 30% of the net assets. The management team does its own credit research and does not rely exclusively on ratings agencies to assess issuer credit risk; accordingly, investment or divestment decisions are not based automatically or solely on ratings issued by the aforementioned agencies.
Finally, the Master Fund may be exposed between 0 and 100% to the following monetary assets in order to protect the portfolio against unfavourable market conditions: short-term negotiable securities from public- or private-sector issuers rated at least A or the equivalent by the aforementioned ratings agencies or the equivalent based on the research by the Management Company and, on an ancillary basis, money market UCITS. The management team does its own credit research and does not base itself exclusively on rating agency ratings to assess issuers' credit risk. Up to 50% of the Master Fund's net assets will be exposed to foreign exchange risk on all currencies in the investment universe. Total net assets exposure to emerging markets is capped at 50%.

These performance drivers may be complemented by an ancillary strategy with an exposure of between 0 and 10% of the net assets to UCITS implementing total return strategies and/or commodities (commodities and/or precious metals) and with a loose correlation to market indices in order to ensure prudent diversification.

Forward financial instruments traded on regulated markets and/ or over the counter may be used for the purpose of fund management, but with no overexposure option. These instruments will be used to supplement or hedge investments in equities or bonds denominated in currencies other than the euro, the exchange risk being subject to discretionary management by Sycomore AM. The Master Fund's exposure to futures markets is capped at 100% of its net assets.

The Master fund may hold ancillary liquid assets.

ESG (Environment, Social, Governance) analysis is a fully integrated component of the fundamental analysis of companies in the investment universe, carried out according to our proprietary analysis and rating methodology, 'SPICE', which assigns a rating from 1 to 5 (5 being the highest rating).

'SPICE' stands for our global analysis methodology for financial and non-financial criteria (Supplier & Society, People, Investors, Clients, Environment) as per the diagram below. It aims in particular to understand the distribution of the value created by a company among all its stakeholders (investors, environment, clients, employees, suppliers and civil society), as our conviction is that fair sharing of value among stakeholders is an important factor in the growth of a company.

For example, the following non-financial analysis criteria are used:

** Society & Suppliers: societal contribution of products and services, good corporate citizenship (respect for human rights, responsible tax policies, etc.), control of the subcontracting chain and balance of supplier relations, etc.*
** People: Development at work, training, health and safety, absenteeism, turnover, corporate culture and values, restructuring management, evaluation of social climate, work-life balance, etc.*
** Investors: solidity of the business model, competitive positioning, growth levers, governance, taking into account the interests of the various stakeholders in the company, quality of financial communication, etc.*
** Clients: market positioning, distribution methods, diversification, system for client service and satisfaction, etc.*
** Environment: management's involvement and ambition in environmental issues, level of integration in the business strategy and culture, environmental performance of sites and operations, impact of activity in upstream (supply chain) and downstream (use of products and services) Life Cycle Analysis, exposure to environmental risks in the medium and long term, etc.*

The assessment of the transition risk is based on a specific proprietary metric called 'NEC,' the acronym for 'Net Environment Contribution.' A company's NEC calculation aims to determine the contribution of its activities to ecological transition, according to a rating scale of -100% to +100% determined by the more or less negative or positive impact of the activities on the environment. It follows an integrated upstream (supply chain) and downstream (product and service usage) life cycle analysis approach.

Our SPICE methodology also contributes to the UN Sustainable Development Goals (SDGs). Within the People pillar, our approach for assessing human capital in the company refers explicitly to SDGs 3, 4, 5, 8 and 10 on social issues such as health, lifelong learning, gender equality, full employment, decent work and reducing inequality. The assessment of societal contribution in the Society & Suppliers pillar is based on an analysis of the positive and negative contributions of enterprises according to 4 pillars (access and inclusion, health and safety, economic and human progress, and employment) defined from societal SDGs and referring explicitly to SDGs 1, 3, 5, 6, 7, 8, 9, 10, 11, 12, 16 and 17. Within the Environment pillar, the assessment of the net environmental contribution ('NEC') analyses the positive and negative impacts of companies and their products and services on 5 issues (climate, biodiversity, water, waste/resources and air quality) directly related to environmental SDGs 2, 6, 7, 9, 11, 12, 13, 14 and 15. The Master fund also undertakes to report annually on companies' exposure to SDGs.

The application of this methodology leads to the award of a SPICE rating between 1 and 5 (5 being the highest rating). This rating impacts the risk premium of the companies and therefore their target prices which result from the valuations calculated by our analyst manager. Moreover, the Master Fund's investment universe is constructed according to specific criteria derived from SPICE. Issuers must pass two successive filters (as illustrated by the diagram below) to integrate the Master Fund's eligible investment universe:

♦ A filter excluding the main ESG risks: its objective is to exclude any company that presents sustainable development risks. The risks identified include insufficient non-financial practices and performance that could call into question the competitiveness of companies. A company is thus excluded if (i) it is involved in activities identified in our SRI exclusion policy for their controversial social or environmental impacts, or (ii) the company is affected by a level 3/3 controversy.

♦ A filter for selecting the main ESG opportunities: it aims to benefit companies with sustainable development opportunities in two sub-sets:

1. Companies with SPICE ratings above 2.5/5, reflecting our analysis of best practises in sustainable development.

2. Companies issuing equities and/or bonds that have at least one of the following conditions on a periodic basis:

- Companies with a Happy@Work rating strictly above 3/5 in the People pillar of our SPICE methodology;

- Companies that warrant an NEC (Net Environmental Contribution) rating strictly in excess of 0% within the Environment pillar of our SPICE methodology.

- Companies attesting to a societal contribution rating strictly greater than 2.5/5 (rating range from 1 to 5, 5 being within the Society & Suppliers pillar of our SPICE methodology.

- Companies with a Good in Tech rating of 3/5 or higher (i.e. the company has a client risk rating of 3/5 or higher) within the Client pillar of our SPICE methodology. With a Good in Tech rating, the Master Fund aims to invest in companies whose technological goods or services are used in a responsible manner to reduce or prohibit negative externalities on the company and/or the environment.

The fund's eligible investment universe is thus reduced by at least 20% compared to its initial universe, i.e. equities listed on international markets and covered by our ESG analysis process.

Our methodology combines the following socially responsible investment approaches systematically:

✓ Systematic ESG Integration
ESG analysis is systematically included in the analysis and management process.

✓ Exclusion

As part of our socially responsible investment approach, the SRI exclusion policy is a complementary tool that ensures that no investments are made in activities with a proven negative impact on society or the environment. For example, companies in the coal (energy extraction and production), tobacco, weapons, and companies whose activities violate one of the principles of the United Nations Global Compact are excluded. More detailed information is available in our ESG Integration Policy available on our website www.sycomore-am.com.

✓ Thematic:

The Fund focuses on themes related to the challenges of future generations in four main areas: development at work, environment and climate, development and inclusion of society and the sustainable use of technology.

✓ Shareholder engagement

The commitment is to encourage companies to improve their environmental, social and governance (ESG) practices over time through constructive and structured dialogue and long-term monitoring. This commitment is based on the belief that good ESG practices can foster sustainable corporate performance and value creation for our clients. This commitment is reflected in the vote at the general meeting, where appropriate, the tabling of draft resolutions, and more generally by dialogue with the issuers. As in the 'Best effort' approach, the issuers chosen are not necessarily the best with respect to ESG. More detailed information is available in our Commitment Policy available on our website www.sycomore-am.com.

✓ Best in universe

This approach aims to select and weight the best issuers in the investment universe and may exclude certain sectors that do not have sufficient contribution to sustainable development compared to issuers in other sectors represented in the investment universe.

✓ Best effort

This approach allows investment in companies that make visible efforts in terms of sustainable development, even though they may not yet be among the best in the ESG investment universe. These companies undergo the same analysis and monitoring process as the 'Best in universe' approach and comply with the same ESG selection criteria as the 'Best in universe' approach, but while the companies in the 'Best in universe' approach belong to the first and second quartile of the investment universe, those in the 'Best effort' approach will be in the third quartile of the investment universe. The management company seeks to closely monitor and dialogue with the management of these companies to monitor companies' efforts, areas for improvement and progress over time.

At least 90% of the Master Fund's net assets are permanently covered by ESG analysis (excluding cash).

The eligibility of government-issued financial instruments to the Master Fund is determined through a sovereign issuer rating, generated internally, strictly greater than 2.5 on a scale of 5 (5 being the best rating), with the government being considered sufficiently favourable to sustainable and inclusive development.

In view of the environmental and/or social characteristics promoted above, the fund falls within the scope of SFDR article 8 (Regulation 2019/2088 of 27 November 2019 on sustainability-related disclosures in the financial services sector).

The investments underlying this fund do not take into account the European Union's criteria for environmentally sustainable economic activities.
Further information on our SRI methodology, our commitments and our responsible investors' report for the Master Fund can be found at www.sycomore-am.com.

The Master Fund is structured without reference to any benchmark. Each company's weighting in the portfolio is thus fully independent of the same company's weighting in any index. In this context, it is possible that a company in the portfolio does not appear in any of the major international indices or that a company which occupies a prominent place in these indices has been excluded from the portfolio of the Master Fund.

Asset classes and financial futures used:

The Feeder Fund will invest in units from Unit Class X of the Master Fund and will hold cash on an ancillary basis.

Reminder of the categories of assets and financial futures instruments used by the Master Fund:

The following assets may be included in the Master Fund's net assets:

Equities

The Master Fund's net assets are exposed between 0 and 50% to the following assets: international equities of all market caps and sectors, including emerging markets, forward financial instruments traded on regulated markets and/or over-the-counter that hedge, or provide exposure to, various sectors, geographical regions or market caps, and, on an ancillary basis, UCITS offering exposure to international markets, including emerging markets. This includes the equity risk of convertible bonds.

Debt securities and money market instruments

Net assets are exposed 0 to 100% to the following assets: international bonds and other debt securities, including those of emerging markets, and public- or private-sector issuers of all ratings or even unrated by standard rating agencies (Standard & Poor's, Moody's and Fitch Ratings), derivative instruments,

including but not limited to, futures, options and over-the-counter derivative instruments whose underlyings are bonds listed on international regulated markets or bond indices, for exposure or hedging and, on an ancillary basis, UCITS offering exposure to bonds, including high yield bonds.
Furthermore, the Master Fund may be exposed between 0 and 100% to the following money market assets in order to protect the portfolio against unfavourable market conditions: short-term negotiable securities from public- or private-sector issuers rated at least A or the equivalent by the aforementioned ratings agencies or the equivalent based on the research by the Management Company and, on an ancillary basis, money market UCITS.

Units or shares of UCIs
The Fund's net assets may include up to 10% units or shares of European UCITS or French UCIs which invest less than 10% of their assets in UCITS or other mutual funds. The Fund may also invest in money market funds in order to manage the Fund's cash flow, or equity, fixed income or diversified UCIs with a management strategy which complements that of the Fund and which contributes towards achieving the performance target. These funds are selected by the management team following meetings with the fund managers. The main investment criteria applied, apart from ensuring the strategies are complementary, is the sustainability of the target fund's investment process. The Fund may invest in UCIs marketed or managed by Sycomore Asset Management or one of its subsidiaries, within the aforementioned limits.

Derivatives and securities with embedded derivatives
Forward financial instruments traded on regulated markets and/or over the counter may be used for the purpose of fund management, but with no overexposure option. These instruments will be used to supplement or hedge investments in equities or bonds denominated in currencies other than the euro, the exchange risk being subject to discretionary management by Sycomore AM. The Master Fund's exposure to futures markets is capped at 100% of its net assets.

Cash loans
In the normal course of business, the Master Fund may on occasion find itself in debt and in that case may borrow cash, up to the limit of 10% of its net assets.

3.2.5. Contracts constituting financial guarantees

The Master Fund does not receive any financial guarantees as part of the authorised transactions.

3.2.6. Risk profile of the Master fund

Risk of capital loss: *the Master Fund benefits from no guarantee or protection, so it is possible that the capital initially invested may not be recovered in full.*

Equity risk: *the Master Fund may be exposed up to 50% to fluctuations on the equity markets and is therefore subject to the uncertainty of these markets. In this regard, investors' attention is drawn to the fact that the equity markets are particularly risky and can undergo periods of sharp falls lasting several years, resulting in substantial capital losses for investors. Should the equity markets to which the Master Fund is exposed fall, the Net Asset Value will fall. Furthermore, it is possible that some securities in the portfolio might experience a period of sharp falls even when the equity markets are rising. If one or more equities in the portfolio fall, the Net Asset Value may fall, independently of market developments.*

Emerging country risk: *The Master Fund's exposure to emerging markets is 50%. Investments in the emerging markets may be more volatile than investments in the developed markets. Some of these markets may have relatively unstable governments, economies based on a handful of companies and financial markets limited to trading just a small number of securities. Most emerging markets do not have a developed regulatory supervision system in place and information published is less reliable than that in the developed countries. There are greater risks of expropriation, nationalisation, political and economic instability in emerging markets than developed markets. Some of these markets may also subject investments made there to temporary or permanent tax charges.*

Risks inherent in the settlement of transactions and risk factors specific to emerging countries: *Settlement systems in emerging markets may be less well organised than in developed markets. Any shortcomings are likely to delay the settlement of transactions and to compromise the amounts in cash or securities of the Master fund. In particular, the practices on these markets may require that the settlement take place before receipt of the securities purchased or that the securities be delivered before receipt of payment. Insofar as possible, the Company will seek to use counterparties whose financial situation constitutes a guarantee in relation to the risk of insolvency; however, the risk of losses due to a cessation of payment may not be totally eliminated. However, investments in emerging countries are currently subject to risks with regard to the ownership and custody of securities.*

Risk incurred by convertible bonds investments: *the Master Fund may be exposed up to a maximum of 10% to convertible bonds. This is the risk that the Net Asset Value falls, affected adversely by one or more elements of a convertible bond valuation, namely: level of interest rates, changes in prices of the underlying shares and changes in the price of the derivative instrument embedded in the convertible bond*

Foreign exchange risk: *as eligible securities in the portfolio may be quoted in currencies other than the euro and deposits may be made in currencies other than the euro, up to 50% of the Master Fund's assets may be exposed to foreign exchange risk,* *as the hedging of this risk is subject to a discretionary policy on the part of the management team.*

***Risk related to discretionary management**: This risk is inherent in the style of management, which relies on anticipating the evolution of the different markets. The Master Fund may not always be invested in the best performing markets or securities. The performance of the Master Fund therefore depends on the manager's ability to anticipate trends in the markets or securities. This risk may result in a fall of the Net Asset Value.*

***Credit risk**: up to 100% of the Master Fund's assets are exposed to fixed income securities and deposits, generating interest rate risk. This risk represents the possible deterioration or default of the issuer's signature, which will have a negative impact on the price of the debt securities it has issued or on the repayment of the deposits and therefore on the net asset value of the Master Fund, resulting in a capital loss. The level of credit risk varies according to expectations, maturities and the level of confidence in each issuer, which could reduce the liquidity of the securities of an issuer and have a negative impact on the Net Asset Value, particularly in the case of liquidation by the Master fund of its positions in a market with low transaction volumes.*

***Interest rate risk**: up to 100% of the Master Fund's assets are exposed to fixed income instruments, generating interest rate risk. This represents the possible risk that interest rates fall if investments are made at a variable rate or that interest rates increase if investments are made at a fixed rate, the value of an interest rate product being an inverse function of the level of interest rates. The Net Asset Value may decrease if interest rates move unfavourably.*

***Counterparty risk**: is the risk of failure of a counterparty leading to a payment default. The Master Fund may be exposed to counterparty risk resulting from the use of financial contracts traded over the counter with a credit institution. The Master Fund is therefore exposed to the risk that one of these credit institutions may not be able to honour its commitments in connection with these transactions, resulting in a fall in the net asset value.*

***Derivatives:** the Master Fund may also enter into derivative contracts (including over-the-counter derivatives) for hedging and investment purposes, in accordance with current UCITS legislation. These financial instruments may add volatility to the performance of the underlying securities and involve peculiar financial risks. OTC derivatives will be entered into in accordance with the Investment Manager's criteria and rules, but will expose the Master Fund to the credit risk of its counterparties and their ability to satisfy the terms of the contracts.*

***High Yield debt securities Risk**: the Master Fund may invest in high yield debt securities with a higher credit risk (default and downgrading risk), liquidity and market risk than a Master Fund investing in investment grade debt securities. Credit risk is greater for investments in high yield debt securities than for investment grade securities. It is more likely that income or capital payments may not be made when due. The risk of default is greater. The amounts recoverable following a default may be smaller or zero and the Master Fund may incur additional costs if it tries to recover its losses through bankruptcy or other similar proceedings. Adverse economic events may have a greater impact on the prices of high yield debt securities. Investors should therefore be prepared for greater volatility than for investment grade fixed income securities, with an increased risk of capital loss, but with the potential of higher returns. The market liquidity for high yield securities can be low and there may be circumstances in which there is no liquidity for these securities, making it more difficult to value and/or sell these securities.*

***Commodity risk:** The Master Fund may invest up to 10% of its assets in UCITS with strategies based on commodities (commodities and/or precious metals). These markets carry specific risks and may experience very different fluctuations than other markets. Their value is closely tied to changes in levels of production of raw materials and in levels of estimated reserves, including natural energy reserves. Climatic or geopolitical factors may also affect the value of these UCITS.*

***Sustainable finance**: sustainable finance is a relatively new field of finance. Also, the legal and regulatory framework governing sustainable finance is still under development. The lack of common standards may result in different approaches to setting and achieving ESG (environmental, social, and governance) objectives. ESG factors may vary depending on investment themes, asset classes, investment philosophy and subjective use of different ESG indicators governing portfolio construction. The selection and weightings applied may to a certain extent be subjective or based on metrics that may share the same name but have different underlying meanings. ESG information, whether from an external and/or internal source, is, by nature and in many instances, based on a qualitative and critical assessment, especially in the absence of well-defined market standards and due to the existence of multiple approaches to sustainable investment. An element of subjectivity and discretion is therefore inherent in the interpretation and use of ESG data. It may consequently be difficult to compare strategies integrating ESG criteria. Investors should note that the subjective value they may or may not assign to certain ESG criteria may differ materially from that of the Master Fund. The lack of harmonised definitions may also result in some investments not benefiting from preferential tax treatment or credits because ESG criteria are valued in a different manner than originally intended. Applying ESG criteria to the investment process may exclude securities of certain issuers for non-financial reasons and, as a result, may lose some market opportunities available to funds that do not use ESG or*

sustainability criteria.
ESG information from third party data providers may be incomplete, inaccurate or unavailable. As a result, there exists a risk of incorrectly assessing a security or issuer, resulting in the incorrect inclusion or exclusion of a security. ESG data providers are private undertakings providing ESG data for a variety of issuers. The ESG data providers may change the evaluation of issuers or instruments, at their discretion and from time to time, due to ESG or other factors. The approach to sustainable finance may evolve and develop over time, both due to a refinement of investment decision-making processes to address ESG factors and risks, and because of legal and regulatory developments.

Sustainability Risk*: As a result of climatic events which may result from climate change (physical risks) or the company's response to climate change (transition risks), which may have a negative impact on the Fund's investments and financial condition. Social events (e.g., inequality, inclusion, labour relations, investment in human capital, accident prevention, change in client behaviour, etc.) or governance instabilities (e.g. significant and recurrent breach of international agreements, corruption issues, product quality and safety, sales practices, etc.) can also pose sustainability risks. These risks are integrated into the investment process and risk monitoring as they represent potential or actual material risks and/or opportunities to maximise long-term returns.*

3.2.7. Guarantee or protection

None

3.2.8. Target investors and target investor profile

Unit Class I units (clean share class) are specifically aimed at ‘eligible counterparty’ subscribers within the meaning of Directive 2004/39/EC, ‘professional investor’ subscribers within the meaning of Section I of Appendix II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary and non-monetary benefits paid or provided by the management company or by the marketing agent of the Fund (clean share units)

Other share classes are aimed at all investors and may be used within unit-linked life insurance policies.

It is particularly aimed at investors interested in a minimum investment period of three (3) years and who also wish to diversify their investments.

The reasonable amount to invest in this Fund depends on your personal situation. In order to assess your financial situation, you must take into account your personal assets, your current needs and your needs over the next three years, as well as your willingness to take on risk or, conversely, to opt for a more prudent investment. You are also strongly advised to sufficiently diversify your investments so that they are not exposed solely to the risks incurred by this Fund.

The units in the Fund, which is a Foreign Public Fund within the meaning of Section 13 of the US Bank Holding Company Act, have not been registered or reported to the US authorities pursuant to the US Securities Act of 1933. Hence, they may not be offered or sold, directly or indirectly, in the United States or on behalf of or for the benefit of a "U.S. Person" within the meaning of the US Regulation (Regulation S).

3.2.9. Calculation and allocation of distributable sums

Accumulation and/or distribution.
Unit Classes X, I, R, R USD and Cyrus: Full accumulation of the net income and of the net realised capital gains.
Unit Class RD: Accumulation and/or yearly distribution with the possibility of quarterly interim payments of some or all of the net income and net realised capital gains.

The management company shall decide each year on the allocation of distributable sums.

3.2.10. Unit Class characteristics

Unit Class	ISIN Code	Allocation of distributable sums	Base Currency	Target investors
I	FR0010474015	Accumulation	EUR	'Eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary or non-monetary benefits paid or provided by the management company or by the marketing agent of the Fund ('*clean share*' units).
R	FR0007078589	Accumulation	EUR	All investors
RD	FR0012818227	Accumulation and/or Distribution	EUR	All investors
R USD	FR0013065604	Accumulation	USD	All investors
X	FR0013320322	Accumulation	EUR	All investors, particularly UCIs managed by Sycomore AM or by its subsidiaries.
Cyrus	FR0013392644	Accumulation	EUR	All subscribers, particularly clients of Cyrus Conseil as part of unit linked life insurance policies and/or non independent investment advisory services.

Units	ISIN Code	Minimum subscription
I	FR0010474015	None
R	FR0007078589	None
RD	FR0012818227	€100
R USD	FR0013065604	€100
X	FR0013320322	€100
Cyrus	FR0013392644	€100

3.2.11. Conditions for subscribing and redeeming shares

Subscription and redemption requests are centralised by BNP Paribas Securities Services (3, rue d'Antin, 75002 Paris, France) at 9:00 am on each calculation day (D) of the Net Asset Value. These orders are then executed on the basis of the NAV calculated on the following business day at a then-unknown price (D+1). The resulting payments are made on the second following business day (D+2).

In summary, subscription and redemption orders are executed in accordance with the table below, unless any specific deadline is agreed upon with your financial institution:

D: Day on which the net asset value is determined	**D+1 business day**	**D+2 business days**
Centralisation before 9:00 am of the subscription and redemption orders	Publication of the Net Asset Value of D	Delivery of Subscriptions Settlement of Redemptions

Subscription and redemption orders may be expressed in number of units (whole numbers or decimal fractions) or in cash value.

Holders can switch from one unit class to another by passing a redemption order in the units of the share class held, followed by a subscription order for units in another share class. Investors should therefore be aware that switching from one unit class to another triggers the application of the tax regime governing capital gains or losses on financial instruments.

NAV calculation date and frequency: The net asset value is determined each day the Euronext markets are open, with the exception of legal holidays in France (D). This NAV is calculated on the following business day (D+1), based on the preceding day’s closing prices (D).

Place and methods of publication or communication of Net Asset Value: The net asset value is available upon request from Sycomore Asset Management and on its website (www.sycomore-am.com).

3.2.12. Fees and Charges:

Entry and exit charges: Entry and exit charges are either levied on the subscription price paid by the investor or deducted from the redemption price. Charges retained by the UCITS offset expenses borne by the UCITS for investment or divestment. Non-retained charges are attributed to the management company, the marketing agent, etc.

Charges borne by the investor at the time of subscriptions and redemptions	Basis	Rate incl. tax					
		Unit Class I	Unit Class R	Unit Class RD	Unit Class R USD	Unit Class Cyrus	Unit Class X
Subscription fee not due to the UCITS	Net Asset Value multiplied by the number of units subscribed	5% maximum rate	3% maximum rate				10% Maximum rate
Subscription fee due to the UCITS	Net Asset Value multiplied by the number of units subscribed	None					
Redemption fee not due to the UCITS	Net Asset Value multiplied by the number of units redeemed	None					
Redemption fee due to the UCITS	Net Asset Value multiplied by the number of units redeemed	None					

Exemptions: No fees will be charged for a redemption followed by a subscription for the same account on the same day, if the NAV and amount have the same values.

Operating and management charges: These fees include all the expenses invoiced directly to the Fund, except for execution fees. Execution fees include intermediation charges (brokerage, stamp duty, etc.) and transfer commissions, if any, which may be collected by the custodian and the management company. The following may be payable in addition to the operating and management charges:
- performance fees. These reward the asset management company when the Fund exceeds its objectives. They are therefore invoiced to the UCITS;
- transfer commissions invoiced to the UCITS.

For further details regarding fees charged to the UCITS, please refer to the key investor information document.

<table>
<tr><td rowspan="2">Fees charged to the UCITS</td><td rowspan="2">Basis</td><td colspan="6">Rate</td></tr>
<tr><td>Unit Class X</td><td>Unit Class I</td><td>Unit Class R</td><td>Unit Class RD</td><td>Unit Class R USD</td><td>Unit Class Cyrus</td></tr>
<tr><td rowspan="2">Financial management fees and external administrative costs (Statutory auditors, Custodian, centralisation, financial management, distribution, legal costs, etc.)</td><td rowspan="2">Net assets</td><td colspan="6">Maximum annual rate (including tax)</td></tr>
<tr><td colspan="2">0.80%</td><td colspan="4">1.60%</td></tr>
<tr><td>Performance fee</td><td>Net assets</td><td>None</td><td>20% including tax above the capitalised ESTER +2.8% with High Water Mark</td><td colspan="4">15% including tax above the capitalised ESTER +2.00% with High Water Mark</td></tr>
<tr><td>Transfer commissions charged by the Management Company</td><td>Charge on each transaction</td><td colspan="6">None</td></tr>
<tr><td>Transfer commissions collected by the custodian</td><td>Charge on each transaction</td><td colspan="6">Maximum charge of €30, including tax.
CFD: fixed maximum specific tariff of €20 including taxes.</td></tr>
</table>

These fees shall be booked directly to the Fund's profit and loss account.

Performance fee: From 1 January 2022, the performance fee will be calculated as follows:

Calculation method

The outperformance generated by the Fund on a given date is understood to be the positive difference between the net assets of the Fund before charging a possible performance fee and the assets of an imaginary UCI, realising the performance of its benchmark index and registering the same pattern of subscriptions and redemptions as the actual Fund on the same date.

If this difference is negative, this amount represents an underperformance that will have to be offset in the following years before it can again be provisioned for the performance fee.

Offsetting underperformances and reference period

As specified in the ESMA guidelines for performance fees, 'the reference period is the period during which performance is measured and compared to the benchmark and at the end of which it is possible to reset the mechanism for offsetting past underperformance.'

This period is set at 5 years. This means that in excess of 5 consecutive years without crystallisation, unoffset underperformance older than 5 years will no longer be taken into account in the performance fee calculation.

Observation period

The first observation period will commence with a term of twelve months beginning on 1 January 2022.

At the end of each financial year, one of the following three cases may occur:

• The Fund is underperforming over the observation period. In this case, no fee is charged and the observation period is extended by one year to a maximum of 5 years (reference period).

• The Fund outperforms the observation period but the net asset value after taking into account any provision for performance fees is lower than the highest of the net asset values on the last trading day of each previous financial year. In this case, no fee is charged, the calculation is reset and a new twelve-month observation period begins.

• The Fund is (i) in outperformance over the observation period and (ii) the net asset value after taking into account a possible provision for the performance fee is higher than the highest of the net asset values recorded on the last trading day of each previous financial year. In this case, the management company receives the provisioned fees (crystallisation), the calculation is reset and a new twelve-month observation period begins.

Provisioning

Each time the net asset value is established (NAV), the performance fee is subject to a provision (of 15% of the outperformance) if the net assets of the Fund before deduction of any performance fee are greater than that of the imaginary UCI over the observation period and the net asset value after taking into account a potential provision for performance fees is higher than the highest of the net asset values recorded on the last trading day of each previous financial year, or a reversal of the provision limited to the existing allocation in the event of underperformance.

In the event of redemptions during the period, the share of the constituted provision corresponding to the number of shares redeemed shall be definitively acquired and taken by the Manager.

Crystallisation

The crystallisation period, i.e. the frequency of any provisioned performance fee being payable to the management company, is twelve months.

The first crystallisation period will end on the last day of the financial year ending 31 December 2022.

4. COMMERCIAL INFORMATION

The settlement of distributable sums occurs, where applicable, within five months following the end of the fund's financial year.

Subscription and redemption orders should be addressed to the delegated institution in charge of the centralisation.

Information concerning the Fund is provided by Sycomore Asset Management to your financial intermediary, whose duty it is to pass this information on to their clients.

The management company's voting policy and the report setting out the conditions for the exercise of these voting rights are available and sent free of charge within one week upon written request from the investor to:

- Sycomore Asset Management, 14 avenue Hoche, 75008 Paris, France; - At the following address: info@sycomore-am.com.

The information on Environmental, Social and Governance criteria taken into account by the UCITS is available on Sycomore Asset Management's Website (www.sycomore-am.com).

Furthermore, information concerning the Fund may be obtained directly via the Sycomore Asset Management website (www.sycomore-am.com) or by calling our Investor Relations Department on +33 1 44.40.16.00.

The management company may send the UCI's portfolio composition to its investors within a period which may not be less than 48 hours after the publication of the net asset value, solely for the purpose of calculating the regulatory requirements related to Directive 2009/138/EC (Solvency 2). Each investor wishing to use this information must have procedures in place to manage this sensitive information prior to the transmission of the portfolio composition, which is to be used solely for calculating prudential requirements.

5. INVESTMENT REGULATION

The fund complies with the investment regulation for UCITS governed by Directive 2009/65/EC investing more than 10% of their assets in units or shares of funds. It also complies with the General Regulation of the AMF (French regulatory body) regarding diversified funds.

6. OVERALL RISK

The Fund’s overall risk reflects the additional risk incurred by the use of derivatives, based on the commitment calculation method.

7. ASSET VALUATION PRINCIPLES

7.1 Asset valuation rules

Financial instruments and securities traded on French or foreign regulated markets are valued at market price.

However, the following instruments are valued in accordance with the following specific methods:

- Financial instruments which are not traded on regulated markets are valued by the management company at their likely trading value.

- Units or shares in mutual funds are valued at the most recently published NAV.

- Negotiable debt securities and similar instruments which are not actively traded are valued using an actuarial method. The value retained is that of equivalent issued securities, which are adjusted, where applicable, on the basis of a credit spread reflecting the creditworthiness of the security issuer. However, negotiable debt securities with residual lifespan not exceeding three months may be valued using the linear method in the absence of any specific sensitivity. The application of these principles is set by the asset management company. These are detailed in the Appendix to the annual accounts.

- transactions involving financial futures or options traded on French or foreign organised markets are valued at market price in accordance with methods laid down by the asset management company and appear in the annexe to the annual financial statements. They are set out in the Appendix to the annual accounts.

- Over-the-counter futures, options or swap transactions authorised by the regulations applicable to mutual funds, are valued at their market price or at an estimated value in accordance with methods laid down by the asset management company, as defined in the notes to the annual financial statements.

Financial instruments for which no price has been established on the valuation day, or the price of which has been adjusted, are valued at their likely trading value under the asset management company's liability. These valuations and relative supporting data are made available to the Statutory Auditor during inspections and audits.

The accounting currency is the euro.

7.2 Alternative assessment procedures in case the financial data is unavailable

Please note that the administrative and accounting management of the Fund is delegated to BNP Paribas Securities Services, which is in charge of valuing the Fund's financial assets.

Nevertheless, Sycomore Asset Management also has at its disposal an estimated valuation of the Fund's financial assets on a real-time basis, sourced from various available financial data suppliers (Reuters, Bloomberg, market counterparties, etc.).

In the event that the delegated administrative and accounting agent is unable to value the fund's assets, it will still therefore be possible to provide it with the requisite information for the purpose of such a valuation, in which case the Statutory Auditor will be promptly informed.

7.3 Accounting method

The accounting method selected to record income from financial instruments is the coupon-received principle.

The accounting method selected to record execution costs is exclusive of fees.

8. REMUNERATION POLICY

In accordance with the regulation resulting from Directives 2011/65/EC (AIFM) and 2014/91/EC (UCITS V), Sycomore AM established a remuneration policy. Its objectives are to promote alignment of interests between investors, the management company and its staff, as well as sound and efficient risk management of managed portfolios and of the management company, taking into account the nature, scope and complexity of Sycomore AM's activities. In particular, it relies on the allocation of sufficiently high fixed remuneration and bonuses whose procedures for allocation and payment promote the alignment of long-term interests.

Details of this remuneration policy are available on our website, www.sycomore-am.com. A paper copy can also be made available free of charge upon request.

TERMS AND CONDITIONS

ASSETS AND UNITS

Article 1 - Fund units

The rights of co-owners are expressed in units, each unit representing an equivalent fraction of the assets of the Fund. Each unit holder owns joint ownership rights over the assets of the fund in proportion to the number of units owned.
The term of the fund is 99 years from 27 January 2002, except in the case of any early winding-up or extension as provided for in these terms and conditions.
The characteristics of the various categories of units, and the terms and conditions of their acquisition, are set forth in the key investor information document and the prospectus of the Fund.
The various categories of units may:

- benefit from different income distribution methods; (distribution or accumulation)
- be denominated in different currencies;
- incur different management fees;
- bear different entry and exit charges;
- have a different nominal value.

Units may be consolidated or split.

The Board of Directors of the asset management company may elect to split units into hundred-thousandths, referred to as fractional units.

Provisions herein governing the issue and redemption of units are applicable to fractional units, the value of which shall always be proportional to the value of the proportion they represent. All other provisions herein governing units apply to fractional units without need for further specification, unless otherwise stated.

Finally, the board of directors of the management company may unilaterally elect to split units by creating new units issued to holders in exchange for existing units.

Article 2 - Minimum assets

Units may not be redeemed if the Fund's (or sub-fund) assets fall below EUR 300,000; when the assets remain below this amount for a period of thirty days, the management company shall make the necessary provisions to liquidate the fund concerned, or to carry out one of the operations mentioned in Article 411-16 of the AMF's General Regulations (transfer of the Fund).

Article 3 - Issue and redemption of units

The units can be issued at any time at the request of holders on the basis of their Net Asset Value plus, if applicable, any subscription fees.

Redemptions and subscriptions shall be carried out in accordance with the conditions and procedures defined in the prospectus.

Fund units may be listed in accordance with applicable regulations.

Unit subscriptions must be paid in full on the NAV calculation date. They may be made in cash and/or by a contribution in kind in the form of transferable securities. The Management Company has the right to refuse the proposed securities and has a period of seven days from the date of filing to inform the subscriber of their decision. If it accepts the securities, they shall be valued on the basis of the rules laid down in article 4, and the subscription shall be made on the basis of the first net asset value calculated following acceptance of the securities involved.

Redemptions shall be paid out exclusively in cash, unless the Fund is liquidated and unit holders have given their consent to repayment in securities. Payment is made by the issuance account keeper within a maximum of five days following unit valuation.

This period may however be extended up to a maximum of 30 days in exceptional circumstances if the repayment requires the prior divestment of assets held in the Fund.

Except in case of inheritance or estate distribution, the disposal or transfer of units between holders, or from holders to a third party, is equivalent to a redemption followed by a subscription; if this involves a third party, the disposal or transfer amount must, if relevant, be completed by the beneficiary in order to attain at least the minimum subscription required by the prospectus.

In application of article L. 214-8-7 of the French Monetary and Financial Code, the redemption by the Fund of its units, as well as the issue of new units, may be provisionally suspended, by the management company, under exceptional circumstances and if unitholders' best interests so require. If the net assets of the Fund (or, if the case may be, a sub-fund) fall below the minimum threshold set by the regulations, no redemptions may be carried out (in respect of the sub-fund concerned, as the case may be).
The UCITS may cease to issue units pursuant to the third paragraph of article L. 214-8-7 of the French Monetary and Financial Code on a temporary or permanent basis, in part or in

full, in situations that objectively require the closure of subscriptions, such as when the maximum number of units has been issued, a maximum amount of assets has been reached, or a specific subscription period has expired. The trigger of this tool will be communicated by any means to existing holders relating to its activation, as well as to the threshold and objective situation that led to the decision to partially or completely close. In the case of a partial closure, this communication by any means will explicitly specify the terms and conditions under which existing holders may continue to subscribe during the duration of this partial closure. Unit holders are also informed by any means of the decision of the UCITS or the management company either to end the total or partial closure of subscriptions (when falling below the trigger level) or not to end them (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 to the trigger level of the tool must always be made in the interests of the unit holders. Information by any means shall specify the exact reasons for these changes.

Article 4 - Calculation of the Net Asset Value

The Net Asset Value is calculated in accordance with the valuation rules set out in the Prospectus.

Contributions in kind shall comprise only securities, shares or contracts permissible as UCITS assets, and these shall be valued in accordance with the valuation principles applied to the NAV calculation.

FUND OPERATION

Article 5 - The Management Company

The fund is managed by the asset management company in accordance with the policy defined for the fund.

The management company will act in the sole interest of the unit-holders under all circumstances and shall have sole authority to exercise the voting rights attached to securities held by the Fund.

Article 5a - Operating rules

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

Article 5b – Listing on a regulated market and/or a multilateral trading facility

Fund units may be listed on a regulated market and/or a multilateral trading facility in accordance with applicable regulations. In case the Fund whose units are admitted to trading on a regulated market has an index-based management objective, the Fund will have in place a system to ensure that the price of its units does not significantly vary from its net asset value.

Article 6 – Custodian

The custodian performs the tasks entrusted to it by the legal and regulatory provisions in force as well as those entrusted to it contractually. It is responsible for ensuring that legal decisions made by the asset management company comply with the necessary regulations. It must, where required, take any precautionary measures it deems necessary. In the event of a dispute with the management company, it will inform the French Financial Markets Authority (Autorité des Marchés Financiers, AMF).

Although the Fund is a feeder UCITS, the custodian has thus entered into an information exchange agreement with the master UCITS custodian or, if applicable, if it is also the custodian of the UCITS, it has drawn up appropriate specifications.

Article 7 - Statutory auditor

A statutory auditor is appointed by the governing body of the management company for a term of six financial years, with the approval of the AMF.

The statutory auditor certifies the accuracy and consistency of the financial statements. The appointment of the statutory auditor may be renewed.

The statutory auditor is required to notify the AMF as soon as possible of any fact or decision relating to the UCITS of which they become aware in the course of their audit that may:
1° Constitute a breach of the laws or regulations applicable to this Fund that could have a significant impact on its financial situation, results or assets;
2° Undermine the conditions or continuity of its business;
3° Entail the issuing of reservations or the refusal to certify the financial statements.

Asset valuation and the determination of exchange terms pertaining to conversions, mergers or split transactions are carried out under the supervision of the statutory auditor.

The statutory auditor shall determine the value of any contribution in kind or redemption in kind under their own responsibility, except in the case of redemptions in kind for an ETF on the primary market.

The statutory auditor monitors the accuracy of the composition of assets and other items prior to publication.

The statutory auditor's fees shall be set by mutual agreement between the auditor and the board of directors or the management board of the management company, on the basis of a work schedule setting out the checks deemed necessary.

The statutory auditor shall certify positions serving as the basis for any interim distribution.
The statutory auditor's fees are included in the management fees.

Article 8 – The financial statements and management report

At the closing of each financial year, the management company prepares the financial statements and a report on the Fund's management during that year.
The management company prepares a statement of the UCITS's assets and liabilities, at least once every half-year, under the supervision of the custodian.
The management company shall make these documents available to unit holders within four months of the end of the financial year and inform them of the amount of income attributable to them: These documents are either sent by mail at the express request of the unit holders, or made available to them by the Asset Management Company.

TERMS AND CONDITIONS OF ALLOCATION OF DISTRIBUTABLE SUMS

Article 9 – Terms and conditions of appropriation of income and distributable sums

Net income for the financial year shall be equal to total interests, arrears, dividends, premiums and bonuses, attendance fees and any other income relating to securities constituting the Fund portfolio, plus income from short-term liquidities, minus management charges and borrowing costs.

Distributable amounts consist of:

1. Net income plus retained earnings plus or minus the balance of accrued income;

2. Realised capital gains after costs, less realised capital losses after costs, recognised during the financial year, plus capital gains after costs recognised during previous financial years that have not been distributed or accumulated and minus or plus the balance of capital gain accruals.

The amounts stated in points 1 and 2 may be distributed, either entirely or partially, independently of one another. The management company shall decide on the appropriation of distributable amounts. Where applicable, the Fund may choose one of the following options for each unit class:

- accumulation. : distributable amounts are fully reinvested with the exception of those that must be distributed pursuant to legal provisions;

- distribution (with the possibility of interim distribution):

  - of all distributable sums (all amounts mentioned in points 1 and 2), to the nearest rounded figure;

  - distributable sums mentioned in point 1 to the nearest rounded figure;

  - distributable sums mentioned in point 2 to the nearest rounded figure.

For funds which prefer to maintain the freedom to accumulate and/or distribute all or part of the distributable sums, the management company decides each year on the appropriation of distributable sums mentioned in points 1 and 2 with the possibility of interim distribution.

MERGER - SPLIT - DISSOLUTION - LIQUIDATION

Article 10 - Merger & De-merger

The management company may either transfer, in full or in part the assets included in the Fund to another UCITS or split the Fund into two or more other funds.

Such mergers or splits may not be carried out until the unit-holders have been notified. A merger or split gives rise to the issuance of a certificate specifying the new number of units held by each holder.

Article 11 - Dissolution & extension

If the Fund assets remain below the amount specified in article 2 for a period of thirty days, the management company shall wind-up the Fund and inform the French Financial Markets Authority, unless it is merged with another investment fund.

The management company may wind-up the Fund before term. It shall inform unit holders of its decision and subscription or redemption orders shall no longer be accepted as of that date.

The management company shall also wind-up the Fund if it receives redemption orders for all of its units, if the custodian ceases to perform its duties where no other custodian has been designated, and upon the expiry of the Fund’s term unless it has been extended.
The asset management company shall inform the French Financial Markets Authority in writing of the scheduled date and selected winding-up procedure.

It shall then send the French Financial Markets Authority the statutory auditor's report.

Extension of a fund may be decided by the asset management company in agreement with the custodian. Its decision must be taken at least 3 months prior to expiry of the Fund's term, and both unit holders and the French Financial Markets Authority must be informed at the same time.

If the agreement concluded between the custodian and the management company is terminated by either party, the management company shall wind-up the Fund within a maximum period of three months upon reception of the termination notice by the party being notified. This is unless another custodian has been designated by the management company and authorised by the French Financial Markets Authority within this period.

Article 12 - Liquidation

If the Fund is to be dissolved, the management company or the custodian shall act as liquidator, failing which a liquidator shall be appointed by the courts at the request of any party concerned. For such purposes, they will be entrusted with full powers to realise assets, pay any creditors and distribute the available balance amongst the unit holders, in cash or in securities.

The statutory auditor and the custodian shall continue in their respective capacities until the liquidation process is complete.

DISPUTES

Article 13 - Competent courts & Choice of jurisdiction

All disputes related to the Fund that may arise during the term in which it operates, or during its liquidation, either between the unit holders or between the unit holders and the asset management company or the Custodian, are subject to the jurisdiction of the competent courts.