VISA 2022/169359-8202-0-PC
L'apposition du visa ne peut en aucun cas servir
d'argument de publicité
Luxembourg, le 2022-06-14
Commission de Surveillance du Secteur Financier

PROSPECTUS

Tikehau Fund

Société d'Investissement à Capital Variable
à compartiments multiples
Luxembourg

Subscriptions can only be received on the basis of this prospectus accompanied by the relevant key investor information documents, the Articles of Incorporation of TIKEHAU FUND, the latest annual report as well as the latest semi-annual report, if published after the latest annual report.

These reports form part of the present prospectus. No information other than that contained in this prospectus, in the periodic financial reports, as well as in any other documents mentioned in the prospectus and which may be consulted by the public, may be given in connection with the offer.

The Prospectus is divided into two Parts. Part A “General Information” aims at describing the general features of TIKEHAU FUND. Part B “The Sub-Funds” aims at describing precisely each sub-fund’s specifics.

R.C.S. LUXEMBOURG B 186113

JUNE 2022

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REGISTERED OFFICE	5, allée Scheffer L-2520, Luxembourg Grand Duchy of Luxembourg
DIRECTORS OF THE COMPANY	Sabrina El Abbadi Senior Legal Counsel Tikehau Investment Management, Luxembourg Branch Jean-Marc DELFIEUX Portfolio manager of open-ended funds Tikehau Investment Management Bertrand GIBEAU Independant director
MANAGEMENT COMPANY	Tikehau Investment Management GP-07000006 32, rue de Monceau 75008 Paris France
BOARD MEMBERS OF THE MANAGEMENT COMPANY	Bruno de PAMPELONNE Chairman Mathieu CHABRAN Managing Director Henri MARCOUX Managing Director Thomas Friedberger Managing Director
AUDITOR	Ernst & Young S.A. 7, rue Gabriel Lippmann Parc d'Activité Syrdall 2 L-5365 Munsbach Grand Duchy of Luxembourg
DEPOSITARY AND PAYING AGENT	CACEIS Bank, Luxembourg Branch 5, allée Scheffer L-2520, Luxembourg Grand Duchy of Luxembourg
CENTRAL ADMINISTRATION (ADMINISTRATION AGENT, REGISTRAR / TRANSFER AGENT AND DOMICILIARY AGENT)	CACEIS Bank, Luxembourg Branch 5, allée Scheffer L-2520, Luxembourg Grand Duchy of Luxembourg
DISTRIBUTOR	Tikehau Investment Management GP-07000006 32, rue de Monceau 75008 Paris France

PART A: GENERAL INFORMATION

GLOSSARY

Administration Agent	CACEIS Bank, Luxembourg Branch
Annual General Meeting	The general meeting of the Shareholders, held yearly
Articles	The Articles of Incorporation of the Company
Auditor	Ernst & Young S.A.
Bank Business Day	Any full day on which banks are open for business in Luxembourg and in France.
Board of Directors	The board of directors of the Company
Central Administration	CACEIS Bank, Luxembourg Branch
Class(es) of Shares	The different classes of shares, whose characteristics may differ, within each Sub-Fund. The differences between the Classes may relate *inter alia* to the initial subscription price per share, the reference currency of the Class, the types of investors who are eligible to invest, the subscription and repurchase frequency, the charging structure applicable to each of them, the distribution policy or such other features as the Board of Directors may, in their discretion, determine.
Commitment approach	A global risk exposure calculation method
Company	Tikehau Fund
Company Law	The Luxembourg law of 10 August 1915 related to commercial companies, as amended from time to time
Counterparty	A broker or bank through which the relevant transaction is effected
CSSF	The Luxembourg financial regulator, "Commission de Surveillance du Secteur Financier"
Depositary Bank	CACEIS Bank, Luxembourg Branch
Directive 2009/65/EC or UCITS Directive	Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities
Directors	The members of the Board of Directors of the Company
ESG	Environmental, Social and Governance
Feeder Sub-Funds	Feeder UCITS of funds qualifying as master UCITS, as defined in the Investment Fund Law
FFI	Foreign Financial Institution
GIIN	Global Intermediary Identification Number
Grand-ducal Regulation of 8 February 2008	Grand-ducal Regulation of 8 February 2008 relating to certain definitions of the amended Law of 20 December 2002 on undertakings for collective investment and implementing Commission Directive 2007/16/EC of 19 March 2007 implementing Council Directive 85/611/EEC on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) as regards the clarification of certain definitions
Investment Advisor	The respective investment advisor for each Sub-fund (if any) as disclosed in the relevant Sub-Funds' specifics in Part B
Investment Fund Law	The Luxembourg law of 17 December 2010 related to undertakings for collective investment, as amended from time to time

Investment Manager	The respective investment manager for each Sub-Fund (if any) as disclosed in the relevant Sub-Fund's specifics in Part B
KIID	Key Investor Information Document
Management Company	Tikehau Investment Management
Master Fund	The Fund in which the Feeder Sub-Funds invest
Member State	Member State of the European Union
Mémorial	The Luxembourg official gazette of law
Merger	A merger of the Company, a Sub-Fund or Class of Shares of the Company
MiFID	Means the directive 2014/65/EU of the European parliament and of the council of 15 May 2014 on markets in financial instruments
Net Asset Value	The Net Asset Value, as determined in section "Net Asset Value"
Nominee	A company in whose name securities or other properties are transferred
OECD	Organisation for Economic Co-operation and Development
OTC Derivative	Over the Counter derivative contract
Prospectus	The present prospectus, offering document of the Company
Reference Currency	The reference currency of the Sub-Funds
Registrar and Transfer Agent	CACEIS Bank, Luxembourg Branch
RESA	*Recueil Electronique des Sociétés et Associations* (RESA) of the Grand Duchy of Luxembourg, the Luxembourg official gazette which replaced the Mémorial C, *Recueil des Sociétés et Associations* of the Grand Duchy of Luxembourg as of 1 June 2016
Shareholders	Holders of shares of the Company
SFTs	Securities financing transactions, which are defined in the SFTR as a repurchase or reverse-repurchase transaction, securities lending and securities borrowing, a buy-sell back transaction or sell-buy back transaction
SFDR	Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector
SFTR	Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse
SICAV	Means variable capital investment company ("*Société d'Investissement à Capital Variable*")
Sub-Fund(s)	A distinctive compartment constituted of assets and liabilities
Sustainability Risk	An environmental, social or governance event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of the investments made by the Company.
Taxonomy Regulation	Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088
Tikehau Capital Group	Tikehau Capital, a partnership limited by shares, registered in France with the Trade and Companies Register of Paris under number 477 599 104, with a registered address located 32, rue de Monceau, 75008 Paris, France and its affiliated companies
UCI	Undertaking for Collective Investment
UCITS	Undertaking for Collective Investment in Transferable Securities
UCITS Rules	The set of rules formed by the UCITS Directive and any derived or connected EU or national act, statute, regulation, circular or binding guidelines

US Person	(i) a citizen of the United States of America irrespective of his place of residence or a resident of the United States of America irrespective of his citizenship; (ii) a partnership organised or existing under the laws of any state, territory or possession of the United States of America; (iii) a corporation organised under the laws of the United States of America or of any state, territory or possession thereof; or (iv) any estate or trust which are subject to United States tax regulations; or (v) any other persons or entities holding shares or, if they were to hold shares, would in so doing result in circumstances (whether directly or indirectly affecting such person or entity and whether taken alone or in conjunction with any other person or entity, connected or not, or under any other circumstances), which, in the opinion of the Board of Directors, might result in the Company incurring any liability to U.S. taxation or suffering any other pecuniary, legal or administrative disadvantage which the Company might not otherwise have incurred or suffered.
Valuation Date	A day on which the Net Asset Value per share of each Class will be determined
VaR approach	Value at Risk approach: a global risk exposure calculation method
Website of the Management Company	http://www.tikehauim.com/en/

1. INTRODUCTION

Tikehau Fund (hereinafter the "**Company**"), described in this prospectus, is an investment company established in Luxembourg with a variable capital, a *société d'investissement à capital variable,* that may offer a choice of several separate Sub-Funds, each being distinguished among others by their specific investment policy or any other specific feature, as further detailed in the relevant Sub-Funds' specifics in Part B. Each Sub-Fund invests in transferable securities and/or other liquid financial assets permitted by Part I of the Investment Fund Law, transposing Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities. All or part of the Sub-Funds of the Company may adopt a feeder investment policy in compliance with the provisions of the Investment Fund Law, with a view to investing at all times at least 85% of their assets in units of a master UCITS, as further detailed (where applicable) in the relevant Sub-Funds' specifics in Part B.

The Company constitutes a single legal entity, but the assets of each Sub-Fund are segregated from those of the other Sub-Fund(s). This means that the assets of each Sub-Fund shall be invested for the shareholders of that Sub-Fund and that the assets of a specific Sub-Fund shall be solely accountable for the liabilities, commitments and obligations of that Sub-Fund.

The main objective of the Company is to provide a range of Sub-Funds combined with active professional management to diversify investment risk and satisfy the needs of investors seeking income, capital conservation and longer term capital growth.

As in the case of any investment, the Company cannot guarantee future performance and there can be no certainty that the investment objectives of the Company's individual Sub-Funds will be achieved.

The Reference Currency of the Sub-Funds is indicated in the specifics of each Sub-Fund (section "Investment Objectives and Policy") in Part B of this Prospectus.

The Board of Directors of the Company may decide at any time to create new Sub-Funds. At the opening of any such additional Sub-Funds, the current prospectus (hereinafter referred to as the "**Prospectus**") shall be amended accordingly.

As of the date of the Prospectus, the following Sub-Funds have been launched within the Company:

- Tikehau Credit Plus Fund,
- Tikehau SubFin Fund,
- Tikehau Short Duration,
- Tikehau Global Short Duration,
- Tikehau International Cross Assets.

As also indicated in the Articles of the Company, the Board of Directors may:

(i) restrict or prevent the ownership of shares in the Company by any physical person or legal entity;

(ii) restrict the holding of shares in the Company by any physical or corporate person in order to avoid the breach of laws and regulations of a country and/or official regulations or to avoid that the shareholding in question induces tax liabilities or other financial disadvantages, which it would otherwise not have incurred or would not incur.

Shares shall in particular not be offered or sold by the Company to US Persons as defined in the glossary. As the definition of "US Person" differs from Regulation S of the US Securities Act of 1933, the Board of Directors of the Company, notwithstanding the fact that such person or entity may come within any of the categories referred to above, is empowered to determine, on a case-by-case basis, whether the ownership of shares or the solicitation for ownership of shares shall or shall not be in breach of any securities law of the United States of America or any state or other jurisdiction thereof.

For further information on restricted or prohibited share ownership, please consult the Company.

Foreign Account Tax Compliance Act (FATCA)

FATCA provisions generally impose the reporting to the U.S. Internal Revenue Service of a U.S. persons' direct and indirect ownership of non-U.S. accounts and non-U.S. entities. Failure to provide the requested information will lead to a 30% withholding tax applying to certain U.S. source income (including dividends and interest) and gross proceeds from the sale or other disposal of property that can produce U.S. source interest or dividends.

The basic terms of FATCA currently appear to include the Company as a "Foreign Financial Institution" ("**FFI**"), such that in order to comply, the Company may require all Shareholders of the Company to provide documentary evidence of their tax residence and all other information deemed necessary to comply with the above mentioned legislation.

Despite anything else herein contained and as far as permitted by Luxembourg laws, the Company shall have the right to:

- Withhold any taxes or similar charges that it is legally required to withhold, whether by law or otherwise, in respect of any shareholding in the Company;

- Require any Shareholder or beneficial owner of the shares to promptly furnish such personal data as may be required by the Company in its discretion in order to comply with any law and/or to promptly determine the amount of withholding to be retained;

- Divulge any such personal information to any tax or regulatory authority, as may be required by law or such authority;

- Withhold the payment of any dividend or redemption proceeds to a Shareholder until the Company holds sufficient information to enable it to determine the correct amount to be withheld.

In addition, the Company hereby confirms that it became a participating FFI, as laid down in the FATCA rules, and that it registered and certified compliance with FATCA and obtained a Global Intermediary Identification Number ("**GIIN**"). The Company will furthermore only deal with professional financial intermediaries duly registered with a GIIN.

Common Reporting Standard (CRS)

The OECD received a mandate by the G8/G20 countries to develop a global reporting standard to achieve a comprehensive and multilateral automatic exchange of information (AEOI) in the future on a global basis. The CRS has been incorporated in the amended Directive on Administrative Cooperation (DAC 2), adopted on 9 December 2014, which the EU Member States will need to incorporate into their national laws by 31 December 2015. Luxembourg enacted the CRS provisions in a law enacted on 18 March 2015 (the "**CRS Law"**) which amends the law of 29 March 2013 on administrative cooperation in the field of taxation.

The CRS requires Luxembourg Financial Institutions to identify their account holders (including in the case of an Investment Entity equity and debt holders) and establish if they are fiscally resident outside Luxembourg. In this respect, a Luxembourg Financial Institution is required to obtain a self-certification to establish the CRS status and/or tax residence of its account holders at account opening.

Luxembourg Financial Institutions need to perform their first reporting of financial account information for the year 2016 about account holders and (in certain cases) their Controlling Persons that are tax resident in a Reportable Jurisdiction (identified in a Grand Ducal Decree) to the Luxembourg tax authorities (*Administration des contributions directes*) by 30 June 2017.

The Luxembourg tax authorities will automatically exchange this information with the competent foreign tax authorities by the end of September 2017.

Data protection

In accordance with the applicable Luxembourg data protection law and, as of 25 May 2018, the Regulation n°2016/679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (the "**Data Protection Law**"), the Company as data controller (the "**Data Controller**"), collects, stores and processes, by electronic or other means, the data supplied by investors for the purpose of fulfilling the services required by the investors and complying with its legal obligations.

The data processed includes in particular the name, contact details (including postal or email address), banking details, invested amount and holdings of investors in the Company (or, if the investor is a legal person, of any natural person related to it including its contact person(s) and/or beneficial owner(s)) (the "**Personal Data**").

The investors may at their discretion refuse to communicate Personal Data to the Data Controller. In this case, however, the Data Controller may reject a request to subscribe for shares in the Fund.

Personal Data supplied by investors is processed in order to enter into and execute the subscription in the Company (i.e. to perform the contract entered into by the investors), for the legitimate interests of the Data Controller and to comply with the legal obligations imposed on the Data Controller. In particular, the Personal Data supplied by the investors is processed for the purposes of (i) subscribing in the Company, (ii) maintaining the register of Shareholders, (iii) processing subscriptions, redemptions and conversions of shares and payments of dividends to Shareholders, (iv) performing controls on excessive trading and market timing practices, and (v) complying with applicable anti-money laundering rules as well as other applicable regulation like the FATCA and the CRS-Law. In addition, Personal Data may be processed for the purposes of marketing. Each investor has the right

to object to the use of its Personal Data for marketing purposes by writing to the Data Controller.
The "legitimate interests" referred to above are:

1. the processing purposes described in points (i) to (v) of the above paragraph of this data protection section;
2. meeting and complying with the Company's accountability requirements and regulatory obligations globally; and
3. exercising the business of the Company in accordance with reasonable market standards.

The Personal Data may also be processed by the Data Controller's data recipients (the "**Recipients**") which, in the context of the above mentioned purposes, refer to the Management Company, the Depositary and Paying Agent, the Central Administration, the Distributor, the Auditor and the legal advisor. The Recipients may, under their own responsibility, disclose the Personal Data to their agents and/or delegates (the "**Sub-Recipients**"), which shall process the Personal Data for the sole purposes of assisting the Recipients in providing their services to the Data Controller and/or assisting the Recipients in fulfilling their own legal obligations. The Recipients and Sub-Recipients may be located either inside or outside the European Economic Area (the "**EEA**"). Where the Recipients and Sub-Recipients are located outside the EEA in a country which does not ensure an adequate level of protection for Personal Data, the Data Controller has entered into legally binding transfer agreements with the relevant Recipients in the form of the EU Commission approved model clauses. In this respect, the investors have a right to request copies of the relevant document for enabling the Personal Data transfer(s) towards such countries by writing to the Data Controller. The Recipients and Sub-Recipients may, as the case may be, process the Personal Data as data processors (when processing the Personal Data upon instructions of the Data Controller), or as distinct data controllers (when processing the Personal Data for their own purposes, namely fulfilling their own legal obligations). The Data Controller may also transfer Personal Data to third-parties such as governmental or regulatory agencies, including tax authorities, in or outside the European Union, in accordance with applicable laws and regulations. In particular, such Personal Data may be disclosed to the Luxembourg tax authorities, which in turn may acting as data controller, disclose the same to foreign tax authorities.

In accordance with the conditions laid down by the Data Protection Law, the investors acknowledge their right to:

1. access their Personal Data (i.e. the right to obtain from the Data Controller confirmation as to whether or not investor's Personal Data are being processed, to be provided with certain information about the Data Controller's processing of their Personal Data, to access to that data, and to obtain a copy of the Personal data undergoing processing (subject to exceptions));
2. correct their Personal Data where it is inaccurate or incomplete (i.e. the right to require from the Data Controller that inaccurate or incomplete Personal Data be updated or corrected accordingly);
3. object to the processing of their Personal Data (i.e. the right to object, on grounds relating to the investor's particular situation, to processing of Personal Data which is based on the performance of a task carried out in the public interest or the legitimate interests of the Data Controller. The Data Controller shall stop such processing unless it can either demonstrate compelling legitimate grounds for the processing that override the investor's interests, rights and freedoms or that it needs to process the data for the establishment, exercise or defense of legal claims);

4. restrict the use of their Personal data (i.e. the right to obtain that, under certain circumstances, the processing of the investor's Personal Data should be restricted to storage of such data unless his/her consent has been obtained);

5. ask for erasure of their Personal Data (i.e. the right to require that Personal Data be erased in certain circumstances, including where it is no longer necessary for the Data Controller to process this data in relation to the purposes for which it collected or processed);

6. ask for Personal Data portability (i.e. the right to have the data transferred to the investors or another controller in a structured, commonly used and machine-readable format, where this is technically feasible).

The investors may exercise their above rights by writing to the Data Controller at the following address: 5, allée Scheffer, L-2520 Luxembourg, Grand-Duchy of Luxembourg.

The investors also acknowledge the existence of their right to lodge a complaint with the Luxembourg commission for data protection (the "**CNPD**") at the following address: 1, Avenue du Rock'n'roll, l-4361 Esch-sur-Alzette, Grand-Duchy of Luxembourg; or with any competent data protection supervisory authority.

Personal Data shall not be retained for a period longer than those required for the purpose of their processing subject to any limitation periods imposed by law.

2. THE COMPANY

The Company was incorporated for an unlimited period in the Grand Duchy of Luxembourg on 18 March 2014 as a *société anonyme* under the Company Law and is organized as a variable capital investment company (*société d'investissement à capital variable or* "**SICAV**") under Part I of the Investment Fund Law. As such, the Company is registered on the official list of UCITS maintained by the Luxembourg regulator.

The capital of the Company shall at all times be equal to the value of the assets of all the Sub-Funds of the Company. The minimum capital of the Company must be at least EUR 1,250,000 (one million two hundred fifty thousand Euro) and was reached within a period of 6 months following the authorisation of the Company. For the purpose of determining the capital of the Company, the assets attributable to each Sub-Fund, if not expressed in Euro, will be converted into Euro at the then prevailing exchange rate in Luxembourg. If the capital of the Company becomes less than two-thirds of the legal minimum, the Directors must submit the question of the dissolution of the Company to the general meeting of Shareholders. The meeting is held without a quorum and decisions are taken by simple majority. If the capital becomes less than one quarter of the legal minimum, a decision regarding the dissolution of the Company may be taken by Shareholders representing one quarter of the shares present. Each such meeting must be convened not later than 40 days from the day on which it appears that the capital has fallen below two-thirds or one quarter of the minimum capital, as the case may be.

<u>The registered office of the Company is at:</u>
5, allée Scheffer
L-2520, Luxembourg
Grand Duchy of Luxembourg

The Articles of the Company were published in the *Mémorial, Recueil des Sociétés et Associations* (hereafter referred to as the "**Mémorial**") on 19 April 2014 and the Company is registered with the Luxembourg Trade and Companies Register under number B 186113. The Articles and amendments thereto, together with the mandatory legal notice, have been deposited with the Register of the Tribunal d'Arrondissement of Luxembourg, where they are available for inspection and where copies thereof can be obtained.

The financial year of the Company starts on 1 January and ends on 31 December of each year. The first financial year started at the launch of the Company and ended on 31 December 2014.

Shareholders' meetings are to be held at least annually in Luxembourg at the Company's registered office or at such other place as is specified in the notice of meeting. The Annual General Meeting is held on every third Thursday of April at the time determined in the notice of meeting. If such day is a legal bank holiday in Luxembourg, the Annual General Meeting shall be held on the next Bank Business Day. The first Annual General Meeting was held in 2015. Other meetings of Shareholders may be held at such place and time as may be specified in the respective notices of meetings that will be published/sent in compliance with the provisions of the Company Law.

Resolutions concerning the interests of the Shareholders of the Company shall be taken in a general meeting and resolutions concerning the particular rights of the shareholders of one specific Sub-Fund or Class of Shares shall be taken by this Sub-Fund's or Class's general meeting.

3. THE MANAGEMENT COMPANY

The Directors are responsible for the overall investment policy, objectives and management of the Company and of its Sub-Fund(s).

The Board of Directors of the Company has appointed Tikehau Investment Management as management company (the "**Management Company**") to be responsible on a day-to-day basis, under the supervision of the Directors, for providing administration, marketing and investment management in respect of all Sub-Fund(s) in accordance with Directive 2009/65/EC. The Management Company has delegated the administration functions to the Administration Agent and the registrar and transfer functions to the Registrar and Transfer Agent.

The Management Company is registered with number 491 909 446 under the Register of Commerce and Companies of Paris, France. Tikehau Investment Management is regulated in France by the "*Autorité des Marchés Financiers*" ("**AMF**"), the financial supervisory authority, and is authorised under number GP-07000006 as a UCITS management company in compliance with Directive 2009/65/EC. The Management Company has been appointed under a Collective Portfolio Management Agreement entered into on 19 March 2014. This Agreement is concluded for an indefinite period of time and may be terminated by either party with ninety (90) days' written notice.

The Management Company shall ensure compliance of the Company with the investment instructions and is responsible for the implementation of the Company's strategies and investment policy. The Management Company shall send reports to the Directors at least on an annual basis and inform each Director without delay of any non-compliance of the Company with the investment restrictions.

Subject to the conditions set forth by Directive 2009/65/EC, the Management Company is authorized to delegate under its responsibility and control, and with the consent and under the supervision of the Company and its Board of Directors, part or all of its functions and duties to third parties.

For the investment management of the Sub-Funds, the Management Company may, at its own costs and under its control and supervision, appoint one or more Investment Managers for providing day-to-day management of the assets of certain Sub-Funds. The Management Company may, furthermore, under the same conditions, appoint Investment Advisors to provide investment information, recommendations and research concerning prospective and existing investments. In these cases, the Prospectus will be updated accordingly.

Moreover, the Management Company will ensure that it has in place a remuneration policy that is consistent with sound and effective risk management and which does not encourage risk taking which is inconsistent with the risk profile of the Sub-Funds. The Management Company's remuneration policy will integrate governance, balanced pay structure between fixed and variable components as well as risk and long-term performance alignment rules that are designed to be consistent with the business strategy, objectives, values and interests of the Management Company and the Company and the Shareholders and includes measures to avoid conflicts of interest. The Management Company will ensure that the assessment of the performance is based on the long term performance of the Company and the actual payment of performance-based components of remuneration is spread over the same period.

The Management Company has identified its staff members whose professional activity have a material impact on the risk profiles of the Sub-Funds, and shall ensure they comply with remuneration policy. The details of the up-to-date remuneration policy of the Management Company will be available on the Website of the Management Company and a paper copy will be available free of charge upon request to the registered office of the Management Company.

In consideration of its investment management, administration and distribution services, the Management Company is entitled to receive administration, management, distribution and performance fees, as the case may be, as indicated in each Sub-Fund's specifics (section "Share Classes available and expenses") in Part B of this Prospectus. These fees may be calculated based on the Net Asset Value of the Sub-Funds. Management fees shall be paid to the Management Company monthly and performance fees annually in arrears, unless otherwise indicated in a Sub-Fund's specifics in Part B of this Prospectus.

4. INVESTMENT OBJECTIVES AND POLICY

4.1 Investment objectives of the Company

The investment objective of each Sub-Fund is to provide investors with the opportunity to achieve long-term capital growth and/or capital conservation through investment in assets within each of the Sub-Funds. **The Sub-Funds' assets will be invested in conformity with each Sub-Fund's investment objective and policy, as described in each Sub-Fund's specifics** (section "Investment Objectives and Policy") **in Part B of this Prospectus.**

A part of the Sub-Funds of the Company may adopt a feeder investment policy in compliance with the provisions of the Investment Fund Law (these Sub-Funds being referred hereunder to **"Feeder Sub-Fund(s)"**), with a view to investing at all times at least 85% of their assets in shares of a master UCITS (the "**Master Fund**"), as further detailed (where applicable) in the relevant Sub-Funds' specifics in Part B.

The investment objective and policy of each Sub-Fund of the Company is determined by the Directors, taking into account the political, economic, financial and monetary factors prevailing in the selected markets.

Whilst using their best endeavours to attain the investment objectives, the Directors cannot guarantee the extent to which these objectives will be achieved. The value of the shares and the income from them can fall as well as rise and investors may not realise the value of their initial investment. Changes in the rates of exchange between currencies may also cause the value of the shares to diminish or to increase.

Unless otherwise mentioned in a Sub-Fund's specifics in Part B of this Prospectus, the following apply to the Sub-Funds.

4.2 Investment policy and restrictions of the Company

I. In the case that the Company comprises more than one Sub-Fund, each Sub-Fund shall be regarded as a separate UCITS for the purpose of the investment objectives, policy and restrictions of the Company.

II. The **Company**, for each **Sub-Fund**, may invest only in one or more of the following:

a) transferable securities and money market instruments admitted to or dealt in on a regulated market; for these purposes, a regulated market is any market for financial instruments within the meaning of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004;

b) transferable securities and money market instruments dealt in on another market in a Member State of the European Union and in a contracting party to the Agreement on the European Economic Area that is not a Member State of the European Union within its limits set forth and related acts, which is regulated, operates regularly and is recognised and open to the public;

c) transferable securities and money market instruments admitted to official listing on a stock exchange in an OECD member country or dealt in on another market in an OECD member country which is regulated, operates regularly and is recognised and open to the public, and is established in a country in Europe, America, Asia, Africa or Oceania;

d) recently issued transferable securities and money market instruments, provided that:

- the terms of issue include an undertaking that application will be made for admission to official listing on a stock exchange or on another regulated market which operates regularly and is recognised and open to the public or markets as defined in the paragraphs a), b), c) above;
- provided that such admission is secured within one year of issue;

e) units of UCITS authorised according to Directive 2009/65/EC and/or other UCI within the meaning of Article 1, paragraph (2) points a) and b) of the Directive 2009/65/EC, whether or not established in a Member State, provided that:

- such other UCIs are authorised under laws which provide that they are subject to supervision considered by the CSSF to be equivalent to that laid down in EU law, and that cooperation between authorities is sufficiently ensured;
- the level of protection for unitholders in such other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of Directive 2009/65/EC;
- the business of such other UCIs is reported in semi-annual and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period;
- no more than 10% of the assets of the UCITS or of the other UCIs, whose acquisition is contemplated, can, according to their constitutional documents, be invested in aggregate in units of other UCITS or other UCIs;

f) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and mature in no more than 12 months, provided that the credit institution has its registered office in a Member State or, if the registered office of the credit institution is situated in a third country, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in EU law;

g) financial derivatives, including equivalent cash settled instruments, dealt in on a regulated market referred to under a), b) and c) above, and/or financial derivative instruments dealt in over-the-counter (“OTC derivatives”), provided that:

- the underlying consist of instruments covered by this section 4.2.II, financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest in accordance with its investment objectives;
- the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the CSSF, and
- OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair market value at the initiative of the Company;

h) money market instruments other than those dealt in on a regulated market and which fall under Article 1 of the Investment Fund Law, if the issue or the issuer of such instruments are themselves regulated for the purpose of protecting investors and savings, and provided that such instruments are:

- issued or guaranteed by a central, regional or local authority or by a central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, an OECD member country or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong; or

- issued by an undertaking any securities of which are dealt in on regulated markets referred to in subparagraphs a), b) or c) above; or
- issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by EU law, or by an establishment which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by EU law; or
- issued by other bodies belonging to the categories approved by the CSSF, provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent of this sub-paragraph and provided that the issuer is a company whose capital and reserves amount to at least ten million Euro (EUR 10,000,000) and which presents and publishes its annual accounts in accordance with the fourth Directive 2013/34/EU, is an entity which, within a group of companies including one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

2. However:

a) The Company, for each Sub-Fund, shall not invest more than 10% of its assets in transferable securities or money market instruments other than those referred to in paragraph 1 of this section 4.2.II. above;

b) The Company for each Sub-Fund shall not acquire commodities or precious metals or certificates representing them or hold any option, right or interest therein. Investments in debt instruments linked to, or backed by the performance of, commodities or precious metals do not fall under this restriction.

III. The Company, for each Sub-Fund, may acquire movable and immovable property which is essential for the direct pursuit of its business. The Company may otherwise not invest in real estate or hold any option, right or interest in real estate. Investments in debt instruments linked to or backed by the performance of real estate or interests therein, or shares or debt instruments issued by companies which invest in real estate or interests therein, are not affected by this restriction.

IV. The Company may hold ancillary liquid assets. Liquid assets held to cover exposure to financial derivative instruments do not fall under this restriction.

V. a) (i) The Company, for each Sub-Fund, may invest no more than 10% of the assets of any Sub-Fund in transferable securities or money market instruments issued by the same body.

(ii) The Company, for each Sub-Fund, may not invest more than 20% of its assets in deposits made with the same body. The risk exposure to a counterparty of each Sub-Fund in an OTC derivative transaction may not exceed 10% of its assets when the counterparty is a credit institution referred to in paragraph II.1.f) or 5% of its assets in other cases.

b) The total value of the transferable securities and money market instruments held by the Company for each Sub-Fund in the issuing bodies in each of which it invests more than 5% of its assets shall not exceed 40% of the value of its assets of each Sub-Fund. This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.

Notwithstanding the individual limits laid down in paragraph a), the Company, for each Sub-Fund, shall not combine where this would lead to investing more than 20% of its assets in a single body, any of the following:

- investments in transferable securities or money market instruments issued by that body;
- deposits made with that body; or
- exposures arising from OTC derivative transactions undertaken with that body.

c) The limit of 10% laid down in sub-paragraph a) (i) above may be of a maximum of 35% if the transferable securities or money market instruments are issued or guaranteed by a Member State, by its public local authorities, by an OECD member country or by public international bodies of which one or more Member States belong.

d) The limit of 10% laid down in sub-paragraph a) may be of a maximum of 25% for certain bonds when they are issued by a credit institution which has its registered office in a Member State and is subject by law, to special public supervision designed to protect bondholders. In particular, sums deriving from the issue of these bonds must be invested in conformity with the law in assets which, during the whole period of validity of the bonds, are capable of covering claims attaching to the bonds and which, in case of bankruptcy of the issuer, would be used on a priority basis for the repayment of principal and payment of the accrued interest.

If the Company for a Sub-Fund invests more than 5% of its assets in the bonds referred to in this sub-paragraph and issued by one issuer, the total value of such investments may not exceed 80% of the value of the assets of the Sub-Fund.

e) The transferable securities and money market instruments referred to in paragraphs c) and d) are not included in the calculation of the limit of 40% referred to in paragraph b).

The limits set out in sub-paragraphs a), b), c) and d) may not be combined, thus investments in transferable securities or money market instruments issued by the same body, in deposits or derivative instruments made with this body carried out in accordance with paragraphs a), b), c) and d) may not exceed a total of 35% of the assets of each Sub-Fund.

Companies which are part of the same group for the purposes of the establishment of consolidated accounts, as defined in accordance with Directive 2013/34/EU or in accordance with recognised international accounting rules, shall be regarded as a single body for the purpose of calculating the limits contained in paragraph V.

The Company may cumulatively invest up to 20% of the assets of a Sub-Fund in transferable securities and money market instruments within the same group.

VI. a) Without prejudice to the limits laid down in paragraph VIII., the limits provided in paragraph V. are raised to a maximum of 20% for investments in shares and/or debt instruments issued by the same body when, according to the constitutional documents of the Company, the aim of a Sub-Funds' investment policy is to replicate the composition of a certain stock or debt instruments index which is recognised by the CSSF on the following basis:

- the composition of the index is sufficiently diversified;
- the index represents an adequate benchmark for the market to which it refers;
- the index is published in an appropriate manner.

b) The limit laid down in paragraph a) is raised to 35% where that proves to be justified by exceptional market conditions, in particular on regulated markets where certain transferable securities or money market instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

VII. Notwithstanding the limits set forth under paragraph V., each Sub-Fund is authorized to invest in accordance with the principle of risk spreading up to 100% of its assets in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local authorities, an OECD member country or public international bodies of which one or more Member States of the European Union belong, provided that (i) such securities are part of at least six different issues and (ii) the securities from a single issue shall not account for more than 30% of the total assets of the Sub-Fund.

VIII. a) The Company may not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.

b) Moreover, the Company may acquire no more than:

- 10% of the non-voting shares of the same issuer;
- 10% of the debt instruments of the same issuer;
- 25% of the units of the same UCITS and/or other UCI with the meaning of Article 2 (2) of the Investment Fund Law;
- 10% of the money-market instruments of any single issuer.

These limits laid down under the second, third and fourth indents may be disregarded at the time of acquisition, if at that time the gross amount of the bonds or of the money market instruments or the net amount of the instruments in issue cannot be calculated.

c) The provisions of paragraphs (a) and (b) are waived as regards to:

- transferable securities and money market instruments issued or guaranteed by a Member State or its local authorities;
- transferable securities and money market instruments issued or guaranteed by an OECD member country;
- transferable securities and money market instruments issued by public international bodies of which one or more Member States of the European Union are members;
- shares held by the Company in the capital of a company incorporated in an OECD member country which invests its assets mainly in the securities of issuing bodies having their registered office in that State, where under the legislation of that State, such a holding represents the only way in which the Company for each Sub-Fund can invest in the securities of issuing bodies of that State provided that the investment policy of the company from the OECD member country complies with the limits laid down in paragraph V., VIII. and IX. Where the limits set in paragraph V and IX are exceeded, paragraph XI a) and b) shall apply mutatis mutandis;

- shares held by one or more investment companies in the capital of subsidiary companies carry on the business of management, advice or marketing in the country where the subsidiary is established, in regard to the redemption of units at the request of unitholders exclusively on its or their behalf.

IX. a) The Company may acquire the units of the UCITS and/or other UCIs referred to in paragraph II.1.e), provided that no more than 20% of a Sub-Fund's assets be invested in the units of a single UCITS or other UCI.

For the purpose of the application of this investment limit, each compartment of a UCI with multiple compartments is to be considered as a separate issuer provided that the principle of segregation of the obligations of the various compartments vis-à-vis third parties is ensured.

b) Investments made in units of UCIs other than UCITS may not in aggregate exceed 30% of the assets of each Sub-Fund.

When a Sub-Fund has acquired units of UCITS and/or other UCIs, the assets of the respective UCITS or other UCIs do not have to be combined for the purposes of the limits laid down in paragraph V.

c) When a Sub-Fund invests in the units of other UCITS and/or other UCIs that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription or redemption fees on account of the Companies' investment in the units of such other UCITS and/or UCIs.
The Company for each Sub-Fund that invests a substantial proportion of its assets in other UCITS and/or other UCIs will disclose in this prospectus the maximum level of the management fees that may be charged both to the UCITS itself and to the other UCITS and/or other UCIs in which it intends to invest.

X. 1. The Management Company applies a risk management process which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of the portfolio;

2. The Company for each Sub-Fund is also authorised to employ techniques and instruments relating to transferable securities and money-market instruments under the conditions and within the limits laid down by the Investment Fund Law, provided that such techniques and instruments are used for the purpose of efficient portfolio management. When these operations concern the use of derivative instruments, these conditions and limits shall conform to the provisions laid down in the Investment Fund Law.

Under no circumstance shall these operations cause the Company for each Sub-Fund to diverge from its investment objectives as laid down in this Prospectus.

The exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, foreseeable market movements and the time available to liquidate the positions. This shall also apply to the following sub-paragraphs.

If the Company invests in financial derivative instruments, the exposure to the underlying assets may not exceed in aggregate the investment limits laid down in paragraph V above. When the Company invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in paragraph V.

When a transferable security or money market instrument embeds a derivative, the latter must be taken into account when complying with the requirements of this paragraph X.

The global exposure may be calculated through the **VaR Approach** or the **Commitment Approach** as described in each Sub-Fund's specifics in Part B of this Prospectus.

The purpose of the VaR Approach is the quantification of the maximum potential loss that could arise over a given time interval under normal market conditions and at a given confidence level. A confidence level of 99% with a time horizon of one month is foreseen by the Investment Fund Law.

The Commitment Approach performs the conversion of the financial derivatives into the equivalent positions in the underlying assets of those derivatives. By calculating global exposure, methodologies for netting and hedging arrangements and the principles may be respected as well as the use of efficient portfolio management techniques.

Unless described differently in each Sub-Fund in Part B, each Sub-Fund will ensure that its global exposure to financial derivative instruments computed on a VaR Approach does not exceed either (i) 200% of the reference portfolio (benchmark) or (ii) 20% of the total assets or that the global exposure computed based on a commitment basis does not exceed 100% of its total assets.

To ensure the compliance of the above provisions the Management Company will apply any relevant circular or regulation issued by the CSSF or any European authority authorised to issue related regulation or technical standards.

XI. a) The Company for each Sub-Fund does not need to comply with the limits laid down in chapter 5 of the Investment Fund Law when exercising subscription rights attaching to transferable securities or money market instruments which form part of its assets. While ensuring observance of the principle of risk spreading, recently created Sub-Funds may derogate from paragraphs V., VI., VII. and IX. for a period of six months following the date of their authorisation.

b) If the limits referred to in paragraph XI. a) are exceeded for reasons beyond the control of the Company or as a result of the exercise of subscription rights, it must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interest of its shareholders.

XII. 1. The Management Company on behalf of the Company may not borrow.

However, the Company may acquire foreign currency by means of a back-to-back loan for each Sub-Fund.

2. By way of derogation from paragraph XII.1., the Company may borrow provided that such a borrowing is:

a) on a temporary basis and represents no more than 10% of their assets;

b) to enable the acquisition of immovable property essential for the direct pursuit of its business and represents no more than 10% of its assets.

The borrowings under points XII. 2. a) and b) shall not exceed 15% of its assets in total.

XIII. A Sub-Fund may, subject to the conditions provided for in the Articles as well as this Prospectus, subscribe, acquire and/or hold securities to be issued or issued by one or more Sub-Funds of the Company under the condition that:

- the target Sub-Fund does not, in turn, invest in the Sub-Fund invested in this target Sub-Fund;
- no more than 10% of the assets of the target Sub-Fund whose acquisition is contemplated may, pursuant to the Articles, be invested in aggregate in shares/units of other target Sub-Funds of the same fund; and
- voting rights, if any, attaching to the relevant securities, are suspended for as long as they are held by the Sub-Fund concerned and without prejudice to the appropriate processing in the accounts and the periodic reports; and

- in any event, for as long as these securities are held by the Company, their value will not be taken into consideration of the calculation of the assets of the Company for the purposes of verifying the minimum threshold of the assets imposed by the Investment Fund Law; and
- there is no duplication of management/subscription or repurchase fees between those at the level of the Sub-Fund of the Company having invested in the target Sub-Fund, and this target Sub-Fund.

4.3 Securities lending, sale with right of repurchase transactions, repurchase and reverse repurchase agreement transactions, buy-sell back transactions, sell-buy back transactions and total return swaps

Where indicated in certain Sub-Fund's specifics, the Company may enter into securities lending transactions, repurchase and reverse repurchase agreements transactions, buy-sell back transactions, sell-buy back transactions or total return swaps in order to meet the management objective of the relevant Sub-Funds or for hedging purposes. Specific conditions under which securities financing transactions may be used and objective behind such use is specified, where applicable, in the Sub-Fund's specifics. All assets subject to SFTR and total return swaps are safe-kept by the Depositary Bank.

In case of use of such efficient portfolio management techniques, the Company will ensure the following as further detailed (where applicable) in the relevant Sub-Funds' specifics in Part B:

- That the risks arising from these activities are adequately captured by the risk management process of the Company.
- That the techniques and instruments relating to transferable securities and money market instruments should not:

  a) result in a change of the declared investment objective of the Company; or

  b) add substantial supplementary risks in comparison to the original risk policy as described in its sales documents.

- That the Prospectus mentions:

  a) the policy regarding direct and indirect operational costs/fees arising from efficient portfolio management techniques that may be deducted from the revenue delivered to the Company, these fees not including hidden revenue; and

  b) the identity of the entity(ies) to which the direct and indirect costs and fees are paid and the indication of their relation with the Management Company or the Depositary Bank.

- That the counterparties must be a first class financial institution from OECD subject to prudential supervision rules considered by the CSSF as equivalent to those provided by EU law and approved by the Management Company, that specialises in this type of transaction and that is of good reputation and a good rating;
- That the annual report of the Company will contain details of (i) the identity of such counterparties, (ii) the underlying exposure obtained through financial derivative transactions, and (iii) the type and amount of collateral received by the Sub-Funds to reduce counterparty exposure;

- That all revenues arising from efficient portfolio management techniques, net of direct and indirect operational costs, should be returned to the Company. These costs and fees shall not include hidden revenue. The net revenues of the Sub-Funds arising from efficient portfolio management techniques with the direct and indirect operational costs and the identity of the entities to which such costs are paid shall be disclosed in the Company's annual report;

- That it is able at any time to recall any security that has been lent out or terminate any securities lending agreement into which it has entered;

- That, when it enters into a reverse repurchase agreement, it is able at any time to recall the full amount of cash or to terminate the reverse repurchase agreement on either an accrued basis or a mark-to-market basis;

- That, when it enters into a repurchase agreement, it is able at any time to recall any securities subject to the repurchase agreement or to terminate the repurchase agreement into which it has entered.

In case of use of total return swaps or other financial derivative instruments with the same characteristics, the Company will insert in its Prospectus the following:

- information on the underlying strategy and composition of the investment portfolio or index;

- information on the counterparty(ies) of the transactions;

- a description of the risk of counterparty default and the effect on investor returns;

- the extent to which the counterparty assumes any discretion over the composition or management of the Company's investment portfolio or over the underlying of the financial derivative instruments, and whether the approval of the counterparty is required in relation to any Company investment portfolio transaction; and

- the identification of the counterparty being considered as an investment manager.

In addition, the Management Company will select counterparties to securities financing transactions and total return swaps and enter into such transactions in accordance with best execution principles. However, investors should be aware that the Management Company may potentially face conflicts between its role and its own interests or that of affiliated counterparties.

4.4 Management of collateral for OTC financial derivative transactions and efficient portfolio management techniques

In case of entering into OTC financial derivative transactions and efficient portfolio management techniques, the Company will ensure that all collateral used to reduce counterparty risk exposure should comply with the following criteria at all times:

a) Liquidity – any collateral received other than cash should be highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation. Collateral received should also comply with the provisions of Article 56 of the Directive 2009/65/EC;

b) Valuation – collateral received should be valued on at least a daily basis and assets that exhibit high price volatility should not be accepted as collateral unless suitably conservative haircuts are in place;

c) Issuer credit quality – collateral received should be of high quality;

d) Correlation – collateral received by the UCITS should be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty;

e) Collateral diversification (asset concentration) – collateral should be sufficiently diversified in terms of country, markets and issuers. The criterion of sufficient diversification with respect to issuer concentration is considered to be respected if the Company receives from a counterparty of efficient portfolio management and over-the-counter financial derivative transactions a basket of collateral with a maximum exposure to a given issuer of 20% of its net asset value;

f) Risks linked to the management of collateral, such as operational and legal risks, should be identified, managed and mitigated by the risk management process;

g) All assets received by the Sub-Funds in the context of efficient portfolio management techniques (securities lending, repurchase or reverse repurchase agreements, buy-sell back transactions, sell-buy back transactions) shall be considered as collateral. Where there is a title transfer, the collateral received should be held by the Depositary Bank. For other types of collateral arrangement, the collateral can be held by a third party depositary which is subject to prudential supervision, and which is unrelated to the provider of the collateral;

h) Collateral received should be capable of being fully enforced by the Company at any time without reference to or approval from the counterparty;

i) Non-cash collateral received should not be sold, re-invested or pledged;

j) Cash collateral received should only be:

- placed on deposit with entities prescribed in Article 50.1(f) of the Directive 2009/65/EC;

- invested in high-quality government bonds with a maturity up to 50 years;

- used for the purpose of reverse repo transactions provided the transactions are with credit institutions subject to prudential supervision and the Company is able to recall at any time the full amount of cash on accrued basis;

- invested in short-term money market funds.

In that case, the Company will put in place a clear haircut policy adapted for each class of assets received as collateral; and when devising the haircut policy, the Company will take into account the characteristics of the assets such as the credit standing or the price volatility, as well as the outcome of the stress tests. The Company will ensure that this policy is documented and justify each decision to apply a specific haircut, or to refrain from applying any haircut, to a certain class of assets.

4.5 Master Feeder structures

A part of the Sub-Funds of the Company may be feeder UCITS of funds qualifying as master UCITS (the "**Master Fund**"), as defined in the Investment Fund Law (these Sub-Funds will be referred to hereunder as **"Feeder Sub-Fund(s)"**). In compliance with the relevant provisions of the Investment Fund Law, a Feeder Sub-Fund will at all times invest at least 85% of its assets in shares of a Master

Fund. Any Feeder Sub-Fund may hold up to 15% of its assets in ancillary liquid assets, including cash, cash equivalents and short term bank deposits in accordance with the provisions of Article 41 (2) of the Investment Fund Law.

To be eligible, any Master Fund must at all times (i) have at least one feeder UCITS among its shareholders, (ii) not itself become a feeder UCITS, and (iii) not hold shares or units of a feeder UCITS in accordance with Directive 2009/65/EC. The Sub-Fund’s specifics in Part B of the Prospectus will contain information on the investment objective and policy of the relevant Master Fund of the Feeder Sub-Funds of the Company.

The Valuation Date for the shares of the Feeder Sub-Funds will correspond to the dealing days for shares of the relevant Master Fund. Similarly, the respective dealing cut-off times for the Feeder Sub-Funds and the relevant Master Fund are set so that valid subscription or redemption orders for shares of the Feeder Sub-Fund are placed before the cut-off time can then be reflected in the Feeder Sub-Fund's investment into the Master Fund. Accordingly, valuation points for the Feeder Sub-Funds and the relevant Master Fund must also be coordinated, as each Feeder Sub-Fund's investments into their respective Master Fund will be valued at the latest available Net Asset Value per share, as published by the Master Fund. Lastly, the financial year of both the Feeder Sub-Funds and the relevant Master Sub-Fund starts on 1 January and ends on 31 December of each year.

A number of documents and agreements must be in place to coordinate the interactions between the Feeder Sub-Funds and the Master Fund, in accordance with the relevant provisions of Directive 2009/65/EC:

(a) The Management Company shall establish internal conduct of business rules describing, especially, the appropriate measures to mitigate conflicts of interest that may arise between the Feeder Sub-Funds and the Master Fund, the basis of investment and divestment by the Feeder Sub-Funds, standard dealing arrangements, events affecting dealing arrangements and standard arrangements for the audit report. These internal rules are available on the Website of the Management Company and include, in particular, rules regarding the conflicts of interests, principles applying to the transfers made by the Company, provisions governing the negotiation and provisions related to the audit report. Additional information regarding these internal rules can be obtained free of charge upon request made to the Management Company;

(b) The Depositary and the depositary of each of the Master Fund must enter into an agreement in order to share information regarding the Master Fund. This agreement describes, especially, the documents and categories of information to be routinely shared between both depositaries or available upon request, the manner and timing of transmission, the coordination of involvement of each depositary in operational matters in view of their duties under their respective national law, the coordination of accounting year-end procedures, reportable breaches committed by the Master Fund, the procedure for *ad hoc* requests for assistance, and particular contingent events reportable on an *ad hoc* basis;

(c) The auditor of the Company (the “**Auditor**” or the “**Independent Auditor**”) and the auditors of each Master Fund must enter into an Information Exchange Agreement in order to share information regarding the Master Fund. This agreement describes, especially, the documents and categories of information to be routinely shared between auditors or available upon request, the manner and timing of transmission of information, the coordination of involvement of each auditor in accounting year-end procedures of the Feeder Sub-Funds and the Master Fund, reportable irregularities identified in the Master Fund and standard arrangements for *ad hoc* requests for assistance.

Each Feeder Sub-Fund is invested in specific shares of the Master Fund. The fees, charges and expenses of those specific shares of Master Fund associated with such investment are described in the Master Fund prospectus and details on the actual charges and expenses incurred at the level of the Master Fund are available on the Website of the Management Company.

Please, refer to the section on "Share Class available and expenses" in Part B of the Prospectus for additional information on the fees and expenses payable by the Feeder Sub-Funds. The Key Information for Investors Documents issued for each Sub-Fund and Class of shares also contain additional information on ongoing charges incurred by the Feeder Sub-Funds (aggregated with the charges incurred at the level of the Master Fund).

If and to the extent that the voting rights attached to the shares of the Master Fund will be exercised on behalf of the Feeder Sub-Fund, a summary description of the strategies followed in the exercise of such rights, as well as the actions taken on the basis of those strategies, will be made available to investors upon their specific request addressed to the Management Company.

It is intended that the performance of the various Classes of Shares offered by the Feeder Sub-Fund will be similar to that of the corresponding classes of shares of the Master Fund. However, the performance of both funds will not be equal due, in particular, to costs and expenses incurred by the Feeder Sub-Fund and if the Reference Currency of the Feeder Sub-Fund differs from that of the Master Fund.

4.6 ESG and Carbon Approach

(i) Carbon footprint reduction

The primary objective of the Non-Financial Approach is to ensure that the weighted average carbon intensity of a Sub-Fund (greenhouse gas ("**GHG**") emissions per million euros of turnover) must be lower by the amount specified in the Supplement of the relevant Sub-Funds than that of its benchmark or, as the case may be, another benchmark designated for comparison purposes.

The carbon intensity of a company is the ratio of its GHG emissions, calculated in tonnes of CO_2 equivalent, to its total turnover converted into the reference currency, it being specified that Sub-Funds will take into account emissions calculated on scopes 1 (carbon footprint from fixed or mobile sources controlled by the organisation) and 2 (indirect emissions linked to energy consumption to produce goods and services) only, as defined by the Greenhouse Gas Protocol. Due to the lack of robust data, the Management Company does not take into account the GHG data falling under scope 3 of the said protocol in their calculation, which leads to not taking into account the GHG related to the value chain, which may represent the majority of the emissions. Thus, not considering scope 3 in the selection of emitters represents a significant risk of under-optimization of indirect emissions.

The sources used to determine GHGs may include information published by emitters as well as sector averages calculated from major databases such as Bloomberg or Trucost. However, the Sub-Funds may exclude specific issuers from the calculation where no information is available and where sector averages are not considered relevant by the Management Company, particularly in view of recent developments relating to contemplated issuer.

The weighted average intensity of the portfolio is calculated weekly and represents the arithmetic average of the carbon intensities of each of the companies in the portfolio (total greenhouse gas emissions on scopes 1 and 2 divided by total turnover) weighted by their weighting in the portfolio, pursuant to the following formula:

$$weighted\ average\ intensity_{\ portfolio} = \sum_{inv=1}^{n_{investments}} Poids\ inv._{portion\ "companies"\ portfolio_x} \times \frac{company\ global\ emission_{inv}}{company\ total\ turnover_{inv}}$$

The Management Company will monitor compliance with the threshold applicable to each Sub-Fund in connection with any investment or divestment decision. In the event that the relevant threshold is exceeded during the course of the investment as a result of a deterioration in the carbon intensity of one or more issuers in the portfolio, the Management Company will carry out the necessary arbitrages in order to ensure that the weighted average carbon intensity of the relevant Sub-Fund is again at least lower by the amount specified in the Supplement of the relevant Sub-Funds than that of its benchmark index at the end of the quarter following the quarter in which the excess was observed.

The general carbon footprint reduction methodology described above may be adapted for each Sub-Fund depending on its specific Non-Financial Approach.

(ii) ESG Criteria

a. General ESG Criteria

For the purpose of defining an investment universe that is consistent with the Non-Financial Approach (as described in the Supplement of the relevant Sub-Funds), the Management Company applies the exclusion policy adopted by Tikehau Capital Group, excluding companies operating in the controversial weapons, pornography and prostitution sectors, and companies earning more than 30% of their revenue from thermal coal (extraction, trading or power generation), tobacco and/or marijuana for recreational purposes (growing and manufacturing of products).

Moreover, the Tikehau Capital Group has defined a three-level watchlist that seeks to identify the geographical areas (e.g. non-cooperative or sanctioned countries) and behaviours (e.g. allegations of corruption, tax evasion or money-laundering and other allegations of breaches of the United Nations Global Compact etc.) that may entail increased risks and/or may have negative external impacts on the environment or the society.

The rating scale may include the following ESG Criteria:

- *Governance*: quality and transparency of financial and non-financial information, sector risks associated with bribery and cybersecurity (based on the ESG expert analysis), quality of the management team and governance bodies, Corporate Social Responsibility (CSR) policy (e.g. signature of the United Nations Global Compact or other international initiatives), management and materiality of governance-related controversies.
- *Societal/Social*: sector risks associated with health and safety (based on European and local statistics by sector), environmental and social risks in the supply chain, management of quality and risks associated

with consumer safety, management and materiality of social/society-related controversies, contribution of products and services to the betterment of society.

- *Environment*: sector risks associated with the environmental footprint of the business (based on an ESG expert input by sector), physical risks and transition risks associated with climate change, participation to climate related initiatives (Carbon Disclosure Project (CDP), the Science Based Targets Initiative (SBTi), Renewable 100, the United Nations Race to Zero, CarbonCare®, etc.), management and materiality of environment-related controversies, contribution of products and services to the preservation of the environment.

ESG Criteria (particularly relating to governance or best practices in terms of non-financial communication) vary significantly depending on the region. For some ESG Criteria deemed material, the Sub-Funds will compare a given company's practices to those of its peers (companies of similar size in the same region).

For each investment, the research and investment teams perform an in-depth due diligence that focuses on a constant confrontation between their top-down view (directional market analysis) and their bottom-up view (fundamental analysis of each issuer leading to a selection of the securities to be held on portfolio). All Sub-Funds' investments in the portfolio are screened against ESG criteria on an ongoing basis. The Management Company conducts a detailed analysis with a focus on a longer-term investment horizon and selects issuers which, in the Management Company's view reconcile financial and non-financial performance. At the very least, the issuers should demonstrate solid management of their main non-financial risks and, in some cases, offer products and services contributing to the UN Sustainable Development Goals (SDG), in particular SDG 13 (Climate Action).

The Management Company is also committed to deploy, when possible, active ownership strategies. This is why the Tikehau Group has pledged to vote at shareholder meetings of all companies held in funds regardless of the nationality of issuing companies, as long as the issuer provides sufficient information and as long as its custodians are able to take its votes into account. Resolutions put on the agenda by external shareholders (including resolutions on ESG topics) are analysed on a case-by-case basis and approved if the resolution helps to improve the company's practices or can enhance shareholder value. With respect to the Company, the Group will exercise its active ownership strategies in compliance with article 48 of the Investment Fund Law

b. ESG Profile Scoring

For the purposes of the bottom-up analysis conducted prior to any investment, the Management Company will also assign to each company an ESG profile scoring (the "ESG Score"), ranging from 0% to 100% as follows:

- 0 to 10% represents an ESG opportunity
- 20 to 40% represents a company with moderate ESG risk
- 40 to 60% represents a company with an average ESG risk
- 60 to 80% represents a company with a material ESG risk
- 80 to 100% represents a company with significant ESG risk

This ESG Score is determined pursuant to the ESG Criteria defined in paragraph sub-section b. "General ESG Criteria" above by applying a proprietary tool developed with an ESG expert.

To ensure appropriate implementation of such ESG approach, the Sub-Funds will exclude any companies having an ESG profile of more than 80% from their portfolio. Furthermore, the Sub-Funds will systematically submit issuers with an ESG profile ranging from 60% to 80% to the ESG Committee, which holds veto power.

In any case, the initial ESG Score of each portfolio company of the Sub-Funds shall be reviewed on a periodic basis. If, following a downgrading of its ESG Note, an issuer from a Sub-Fund's portfolio is no longer eligible under the above criteria, this Sub-Fund must remove the issuer from its investment universe and divest within 12 months, unless the issuer manages to correct its ESG Score before the end of this period.

5. RISK FACTORS

The Management Company applies a risk management process which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of the portfolio as described in point X of section 4.2 of Chapter 4 “Investment Objectives and Policies” and further detailed in the relevant Sub-Funds’ specifics in Part B of this Prospectus.

The investments of each Sub-Fund are subject to market fluctuations and the risks inherent to investments in transferable securities and other eligible assets. There is no guarantee that the investment-return objective will be achieved. The value of investments and the income they generate may go down as well as up and it is possible that investors will not recover their initial investment. An investment may also be affected by any changes in exchange control regulation, tax laws, withholding taxes and economic or monetary policies.

The discretionary management style is based on expectations of the performance of different markets (equities, bonds, etc.). However, any Sub-Fund may not be invested in the best-performing markets at all times. The fund's performance can therefore fall below the investment objective. The Net Asset Value of the fund can also show negative performance.

The risks inherent to the different Sub-Funds depend on their investment objective and policy, i.e. among others the markets invested in, the investments held in portfolio, etc.

Investors should be aware of the risks inherent to the following instruments or investment objectives, although this list is in no way exhaustive:

(i) Market risk

Market risk is the general risk attendant to all investments that the value of a particular investment will change in a way detrimental to a portfolio's interest.

Market risk is specifically high on investments in shares (and similar equity instruments). The risk that one or more companies will suffer a downturn or fail to increase their financial profits can have a negative impact on the performance of the overall portfolio at a given moment.

(ii) Equity risk

The value of all Sub-Funds that invest in equity and equity related securities will be affected by economic, political, market, and issuer specific changes. Such changes may adversely affect securities, regardless of company specific performance. Additionally, different industries, financial markets and securities can react differently to these changes. Such fluctuations of the Sub-Fund’s value are often exacerbated in the short-term as well. The risk that one or more companies in a Sub-Fund’s portfolio will fall, or fail to rise, can adversely affect the overall portfolio performance in any given period.

(iii) Interest rate risk

Interest rate risk involves the risk that, when interest rates decline, the market value of fixed-income securities tends to increase. Conversely, when interest rates increase, the market value of fixed-income securities tends to decline. Long-term fixed-income securities will normally have more price volatility because of this risk than short-term fixed-income securities. A rise in interest rates generally can be expected to depress the value of the Sub-Funds' investments. The Sub-Fund shall be actively managed to mitigate market risk, but it is not guaranteed that it will be able to accomplish its objective at any given period.

(iv) Credit risk

Credit risk involves the risk that an issuer of a bond (or similar money-market instruments) held by the Company may default on its obligations to pay interest and repay principal and the Company will not recover its investment.

(v) Counterparty risk

The Sub-Funds will be subject to the risk of the inability of any counterparty (including the Depositary and Clearing Brokers) to perform with respect to transactions, whether due to its own insolvency or that of others, bankruptcy, market illiquidity or disruption or other causes and whether resulting from systemic or other reasons.

(vi) Currency risk

Currency risk involves the risk that the value of an investment denominated in currencies other than the Reference Currency of a Sub-Fund may be affected favourably or unfavourably by fluctuations in currency rates.

In addition, a Share Class that is denominated in a Reference Currency other than the Reference Currency of the Sub-Fund exposes the investor to the risk of fluctuations between the Reference Currency of the Share Class and that of the Sub-Fund. Currency hedged Share Classes seek to limit the impact of such fluctuations through currency hedging transactions. However, there can be no assurance that the currency hedging policy will be successful at all times. This exposure is in addition to currency risk, if any, incurred by the Sub-Fund with respect to investments denominated in other currencies than its Reference Currency, as described above.

(vii) Liquidity risk

There is a risk that the Company will not be able to pay repurchase proceeds within the time period stated in the Prospectus, because of unusual market conditions, an unusually high volume of repurchase requests, or other reasons.

(viii) Financial derivative instruments and techniques

The Sub-Funds may engage, within the limits established in their respective investment policy and the legal investment restrictions, in various portfolio strategies involving the use of derivative instruments and techniques for hedging or efficient portfolio management purposes.

The use of such derivative instruments and techniques may or may not achieve its intended objective and involves additional risks inherent to these instruments and techniques.

In case of a hedging purpose of such transactions, the existence of a direct link between them and the assets to be hedged is necessary, which means in principle that the volume of deals made in a given currency or market cannot exceed the total value of the assets denominated in that currency, invested in this market or the term for which the portfolio assets are held. In principle no additional market risks are inflicted by such operations. The additional risks are therefore limited to the derivative specific risks.

In case of a trading purpose of such transactions, the assets held in portfolio will not necessarily secure the derivative. In essence, the Sub-Fund is therefore exposed to additional market risk in case of option writing or short forward/future positions (i.e. underlying needs to be provided/ purchased at exercise/maturity of contract).

Furthermore, the Sub-Fund incurs specific derivative risks amplified by the leverage structure of such products (e.g. volatility of underlying, counterparty risk in case of OTC, market liquidity, etc.).

(ix) Investment restrictions relating to techniques and instruments aimed at hedging exchange risks

In the context of the management of the investment portfolio, each Sub-Fund may use instruments with a view to hedging against exchange-rate fluctuations. These instruments include sales of forward foreign-exchange contracts, sales of currency futures, purchases of put options on currencies as well as sales of call options on currencies. Such transactions are limited to contracts and options which are traded on a regulated market, which is in continuous operation and which is recognised and open to the public. Furthermore, the Company may for each Sub-Fund enter into currency swaps in the context of over-the-counter transactions dealing with leading institutions specialised in this type of transaction.

(x) Foreign securities

A Sub-Fund's investment activities relating to foreign securities may involve numerous risks resulting from market and currency fluctuations, future adverse political and economic developments, the possible imposition of restrictions on the repatriation of currency or other governmental law or restrictions, reduced availability of public information concerning issuers and the lack of uniform accounting, auditing and financial reporting standards or other regulatory practices and requirements comparable to those applicable to companies in the investor's domicile. In addition, securities issued by companies or governments in some countries may be illiquid and have higher price volatility and, with respect to certain countries, there is a possibility of expropriation, nationalization, exchange control restrictions, confiscator taxation and limitations on the use or removal of funds or other assets of a Sub-Fund, including withholding of dividends. Certain securities held by a Sub-Fund may be subject to government taxes that could reduce the yield on such securities, and fluctuation in foreign currency exchange rates may affect the price of a Sub-Fund's securities and the appreciation or depreciation of investments. Certain types of investments may result in currency conversion expenses and higher custodial expenses. The ability of a Sub-Fund to invest in securities of companies or governments of certain countries may be limited or, in some cases, prohibited. As a result, larger positions of a Sub-Fund's assets may be invested in those countries where such limitations do not exist. In addition, policies established by the governments of certain countries may adversely affect a Sub-Fund's investments and the ability of a Sub-Fund to achieve its investment objective.

(xi) Effect of substantial withdrawals

Substantial withdrawals by Shareholders within a short period of time could require the liquidation of positions more rapidly than would otherwise be desirable, which could adversely affect the value of the assets of the Company. The resulting reduction in the assets of the Company could make it more difficult to generate a positive rate of return or to recoup losses due to a reduced equity base.

(xii) Political risks

The value of the Company's assets may be affected by uncertainties such as political developments, changes in government policies, taxation, currency repatriation restrictions and restrictions on foreign investment in some of the countries in which the Company may invest.

(xiii) General economic conditions

The success of any investment activity is influenced by general economic conditions, which may affect the level and volatility of interest rates and the extent and timing of investor participation in the markets for both equity and interest rate sensitive securities. Unexpected volatility or illiquidity in the markets in which the Company directly or indirectly holds positions could impair the ability of the Company to carry out its business and could cause it to incur losses.

(xiv) Risks of Investing in a Master Fund

Any Feeder Sub-Fund will also be subject to the specific risks associated with its investment into the Master Fund as well as the specific risks incurred at the level of the Master Fund and its investments. If the Master Fund invests in a particular asset category, investment strategy or financial or economic market, the Feeder Sub-Fund will then become more susceptible to fluctuations in value resulting from adverse economic conditions affecting the performance of that particular asset category, investment strategy or financial or economic market.

Therefore, before investing in shares, prospective investors should carefully read the description of the risk factors relating to an investment in the Master Fund, as disclosed in the prospectuses of the Master Fund which is available free of charge from the Management Company as well as on the Website of the Management Company.

In addition to the above risk factors, prospective investors in shares of a Feeder Sub-Fund should consider the following risks associated with the Feeder Sub-Fund's investment in the Master Fund.

Liquidity and Valuation Risk

When a Sub Fund is a Feeder Sub-Fund, it is intended that the Feeder Sub-Fund will invest substantially all of its assets in the Master Fund save for a residual cash amount which may be required from time to time for dealing for liquidity purposes and the payment of costs and expenses of the Feeder Sub-Fund.

The Net Asset Value of the Feeder Sub-Fund will mainly depend on the net asset value of the Master Fund.

Consequently, the Net Asset Value per share may be determined only after the net asset value of the Master Fund has been determined, and the number of shares to be issued to, exchanged or redeemed from, an investor in the Feeder Sub-Fund may not be determined until the net asset value per share of the Master Fund is determined. The determination of the Net Asset Value per share may be suspended upon a suspension of the calculation of the net asset value per share of the Master Fund or any other suspension or deferral of the issue, redemption and/or exchange of shares in the Master Fund, in accordance with the provisions under the section "Net Asset Value" below.

The rules applied to calculate the Net Asset Value per share, as described under the section "Net Asset Value" below, presume the Feeder Sub-Fund's ability to value its investment in the Master Fund. In valuing such investment holdings, the Feeder Sub-Fund may rely on financial information provided by the Management Company and the administrator of the Master Fund. Independent valuation sources such as exchange listing may not be available for the Master Fund.

Operational and Legal Risks

The main operational and legal risks associated with any Feeder Sub-Fund's investment in the Master Fund include, without being limited to, the Feeder Sub-Fund's access to information on the Master Fund, coordination of dealing arrangements between the Feeder Sub-Fund and the Master Fund, the occurrence of events affecting such dealing arrangements, the communication of documents from and to the Master Fund to and from the Feeder Sub-Fund, the coordination of the involvement of the respective depositary and auditor of the Feeder Sub-Fund and the Master Fund and the identification and reporting of investment breaches and irregularities by the Master Fund.

Such operational and legal risks will be mitigated and managed by the Management Company, the Depositary and the Independent Auditor, as applicable, in coordination with the depositary, the administrator and the auditor of the Master Fund. A number of documents and/or agreements are in place to that effect, including (1) internal conduct of business rules established by the Management Company, (2) an information sharing agreement between the Depositary and the depositary of the Master Fund, and (3) an information exchange agreement between the Independent Auditor and the auditor(s) of the Master Fund.

Currency Risk

The Reference Currency of the Feeder Sub-Fund and the Master Fund may differ and the underlying investments of the Master Fund are denominated in a variety of currencies. Consequently, the performance of the Feeder Sub-Fund may be strongly influenced by movements in foreign exchange rates because the Reference Currency of the Feeder Sub-Fund will not correspond to that of the Master Fund and may not correspond to the currency of the securities positions held in the Master Fund.

Concentration Risk and Market Risk

Given the feeder nature of the Feeder Sub-Fund, it will naturally be concentrated in the Master Funds. Therefore, concentration risks and market risks will mainly occur at the level of the Master Funds. In this respect, investors should carefully read the risks associated with an investment in the Master Fund, as described in the prospectus of the Master Fund.

Investment Management Risk

The investment performance of the Feeder Sub-Fund is substantially dependent on the investment performance of the Master Fund and, therefore, on the services provided by certain individuals to the Master Fund. In the event of the death, incapacity, departure, insolvency or withdrawal of these individuals, the performance of the Master Fund and, consequently, the Feeder Sub-Fund, may be adversely affected.

(xv) Investments relating to Contingent Convertible Bonds

Such types of convertible bonds, also known as CoCo bonds, Cocos or contingent convertible notes, are slightly different to regular convertible bonds in that the likelihood of the bonds converting to equity is "contingent" on a specified event (the "trigger"), such as the stock price of the company exceeding a particular level for a certain period of time. They carry a distinct accounting advantage as unlike other kinds of convertible bonds, they do not have to be included in a company's diluted earnings per share until the bonds are eligible for conversion.

It is also a form of capital that regulators hope could help buttress a bank's finances in times of stress. CoCos are different to existing hybrids because they are designed to convert into shares if the pre-set trigger is breached in order to provide a shock boost to capital levels and reassure investors more generally. Hybrids, including CoCos, contain features of both debt and equity. They are intended to act as a cushion between senior bondholders and shareholders, who will suffer first if capital is lost. The bonds usually allow a bank to either hold on to the capital past the first repayment date, or to skip paying interest coupons on the notes.

Investors should fully understand and consider the risks of CoCos and correctly factor those risks into their valuation. One inherent risk is related to the trigger levels. Such levels determine the exposure to the conversion risk, depending on the distance to the trigger level. The trigger could be activated either through a material loss in capital as represented in the numerator or an increase in risk weighted assets as measured in the denominator. As a result, the bond can be converted into equity at an unfavourable moment.

Furthermore, there is the risk of coupon cancellation. While all CoCos are subject to conversion or write down when the issuing bank reaches the trigger level, for some CoCos there is an additional source of risk for the investor in the form of coupon cancellation in a going concern situation. Coupon payments on such type of instruments are entirely discretionary and may be cancelled by the issuer at any point, for any reason, and for any length of time. The cancellation of coupon payments on such CoCos does not amount to an event of default. Cancelled payments do not accumulate and are instead written off. This significantly increases uncertainty in the valuation of such instruments and may lead to mispricing of risk. Such CoCo holders may see their coupons cancelled while the issuer continues to pay dividends on its common equity and variable compensation to its workforce.

Contrary to classic capital hierarchy, CoCo investors may also suffer a loss of capital when equity holders do not. In certain scenarios, holders of CoCos will suffer losses ahead of equity holders, e.g., when a high trigger principal write-down CoCo is activated. This cuts against the normal order of capital structure hierarchy, where equity holders are expected to suffer the first loss. This is less likely with a low trigger CoCo, when equity holders will already have suffered loss. Moreover, high trigger CoCos may suffer losses not at the point of gone concern, but conceivably in advance of lower trigger CoCos and equity. Some CoCos are issued as perpetual instruments, callable at pre-determined levels only with the approval of the competent authority. It cannot be assumed that the perpetual CoCos will be called on call date. Such CoCos are a form of permanent capital. In these cases, the investor may not receive return of principal if expected on call date or indeed at any date.

In addition, there might arise risks due to “unknown factors”. In a stressed environment, when the underlying features of these instruments will be put to the test, it is uncertain how they will perform. In the event a single issuer activates a trigger or suspends coupons, it is unclear whether the market will view the issue as an idiosyncratic event or systemic. In the latter case, potential price contagion and volatility to the entire asset class is possible. This risk may in turn be reinforced depending on the level of underlying instrument arbitrage. Furthermore, in an illiquid market, price formation may be increasingly stressed.

Finally, investors have been drawn to the instrument as a result of the CoCos’ often attractive yield which may be viewed as a complexity premium. Yield has been a primary reason this asset class has attracted strong demand, yet it remains unclear whether investors have fully considered the underlying risks. Relative to more highly rated debt issues of the same issuer or similarly rated debt issues of other issuers, CoCos tend to compare favourably from a yield standpoint. The concern is whether investors have fully considered the risk of conversion or coupon cancellation.

(xvi) Investments in securities and/or units of funds structured by the Management Company

The attention of the investors and Shareholders is drawn to the fact that the Company may acquire securities and/or units of funds structured by the Management Company for which the Management Company may receive structuring, transaction or other similar fees.

(xvii) Sustainable finance

Sustainable finance is a relatively new field of finance. Currently, there is no universally accepted framework or list of factors to consider to ensure that investments are sustainable. 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 judgemental 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 to 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 that they may or may not assign to certain types of ESG criteria may differ substantially from that of a Sub-Fund.

Applying ESG criteria to the investment process may exclude securities of certain issuers for non-financial reasons and, therefore, may forgo 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.

(xviii) Sustainability Risk

As a signatory to the United Nations Principles for Responsible Investment (UNPRI) since 2014, the Management Company takes ESG criteria into account throughout the investment cycle and reports on its progress. At the level of the Tikehau Capital Group, non-financial information is published at least once a year on the website https://www.tikehaucapital.com/.

Pursuant the SFDR the Company discloses the manner in which the main Sustainability Risks (as defined below) are integrated into the investment decision.

Additionally, the Management Company undertakes to consider principal adverse impacts on the climate and the environment (e.g. induced GHG emissions or companies and assets' exposure to biodiversity-sensitive areas) as well as on governance, social and employee matters (e.g. board gender diversity or gender pay gap where possible). One or more external providers (e.g. Bloomberg ESG database, appointed ESG specialists), sometimes completed by internal research (based on public information) will be used to compute weighed averages of principal adverse impacts indicators. Within this framework, a carbon assessment is carried out annually at the level of the Sub-Funds and the nature of the main negative impacts observed in terms of sustainability will be the subject of an annual statement made available as part of the Company's ESG report.

Sustainability Risk is linked to a variety of risks which may result in unanticipated losses that could affect the Sub-Fund's investments and financial condition. Three risks appear to dominate in terms of likelihood and materiality if they unfold:

- *Environmental risks*: comprise adverse effects on living organisms and the environment by effluents, emissions, wastes, resource depletion, etc., arising out of an organization's activities. Climate risks comprise both an organization's activities' effect on climate change and the effect of climate change on the organization itself.

  The Management Company specifically considers climate-related events and biodiversity loss resulting from climate change (called physical risks such as sustained increased temperatures, sea level rise, flooding, fire, droughts, and other weather calamities) or to the organization's response to climate change (called transition risks related to regulatory, technology, market risks, etc.). As the frequency of extreme weather events increases, the exposure of this Sub-Funds' assets to these events increases too.

- *Social risks*: include risks associated with health and safety, social risks in the supply chain, management of the social climate and development of human capital, management of quality and risks associated with consumers' safety, management and materiality of social/society-related controversies, management of the innovation capabilities and the immaterial capital.

  Social events (e.g. inequality, inclusiveness, labour relations, accident prevention, investment in human capital, changing customer behaviour, product quality and safety, selling practices, etc.) or governance shortcomings (e.g. recurrent significant breach of international agreements, bribery issues, etc.) also translate into Sustainability Risks.

  The Management Company specifically considers pandemic risks. On average, a new infectious disease emerges in humans every four months. In a connected world, an outbreak anywhere can become a global risk and halt the economy. A pandemic is defined as an epidemic occurring worldwide, or over a very wide area, crossing international boundaries and usually affecting a large number of people. Despite significant medical progress over the last centuries, infectious diseases represent a considerable threat to society and to a wide array of economic sectors.

- *Governance risks*: refer to risks around an organization functional management, regulatory risks, management and integration of sustainability into the business' strategy quality. Governance shortcomings e.g. significant breach of international agreements, non-respect for human rights, corruption and bribery issues, etc. translate into material Sustainability Risks.

  The Management Company specifically considers cybersecurity risks results from the increasing use of digital technologies across all sectors. As cyber-attacks become more sophisticated, the exposure of this Sub-Funds' assets to data fraud, theft and cyberattacks increases.

The impacts following the occurrence of a Sustainability Risk may be numerous and vary depending on the specific risk, region and asset class. Assessment of the likely impacts of Sustainability Risks on the returns of a Sub-Fund is therefore conducted at the portfolio level. Further details on the impacts of Sustainability Risks on the returns of Sub-Funds can be found in the Risk Profile section in the Supplement for the relevant Sub-Fund.

6. SUB-FUNDS AND SHARES OF THE COMPANY

6.1 Sub-funds

Under the Articles of the Company, the Directors have the power to create and issue several different Sub-Funds, whose characteristics may differ from those of the existing Sub-Funds.

The Directors shall maintain for each Sub-Fund a separate pool of assets. As between shareholders, each pool of assets shall be invested for the exclusive benefit of the relevant Sub-Fund. With regard to third parties, in particular towards the Company's creditors, each Sub-Fund shall be exclusively responsible for all liabilities attributable to it.

6.2 Shares of the Company

Under the Articles of the Company, the Directors have the power to create and issue several different Classes of Shares within each Sub-Fund. The Directors have, in addition, the power to close at any time any existing Class of Shares within each Sub-Fund or to decide a Merger of any existing Class of Shares with any another Class of Shares.

At the date of this Prospectus, the Company may, within each Sub-Fund (unless otherwise indicated in the table below), at its discretion, create and issue Classes of Shares within the following categories, whose general characteristics, unless otherwise specified in a Sub-Fund's specifics in Part B of this Prospectus, are as follows:

Categori es	Investors	Minimum initial subscription amount (in the Reference Currency of each Sub-Fund or equivalent amount in the relevant Share Class currency*)	Initial share amount (in the Reference Currency of each Sub-Fund or equivalent amount in the relevant Share Class currency*)	Subscription fee (max)	Annual Tax
C	Seeders only	100	100	5%	0.05%
E	- Representatives and employees of the Management Company (including through companies controlled by them); - Entities part of the Management Company's group; - Funds under the control of the Management Company or its group	1,000	100	None	0.05%
I	Institutional Investors**	1,000,000	100	None	0.01%
I-R	Sophisticated Investors who (i) do not invest through any distributor (i.e. marketed directly by the Management Company) or (ii) investing through an approved distributor, platform, or intermediary	1,000,000	100	None	0.05%

	("Intermediary") that has entered into a specific separate legal agreement with the Management Company				
R	All Investors	100	100	1%	0.05%
SI	Institutional Investors**	50,000,000	100	None	0.01%
Seed***	Institutional Investors**	50,000,000	100	None	0.01%
SI-R	Sophisticated Investors	50,000,000	100	None	0.05%
F	Any Investor investing through (i) an intermediary providing a management mandate service daily (discretionary portfolio management) or an independent advice service, as defined by the European regulation set forth in MiFID; and/or (ii) non-independent or restricted advisors who have agreed not to receive retrocessions or are not authorised to receive retrocessions in accordance with the requirements imposed by the local regulators; and/or (iii) the Management Company	100	100	None	0.05%
SF	Any Sophisticated Investor investing through (i) an intermediary providing a management mandate service daily (discretionary portfolio management) or an independent advice service, as defined by the European regulation set forth in MiFID; and/or (ii) non-independent or restricted advisors who have agreed not to receive retrocessions or are not authorised to receive retrocessions in accordance with the requirements imposed by the local regulators; and/or (iii) the Management Company, with a minimum holding of EUR 100,000,000 or an explicit authorization of the Board of Directors to use this Share Class	50,000	100	1%	0.05%
S	Institutional Investors**	10,000,000	100	None	0.01%
A (available in Tikehau SubFin Fund only)	Sophisticated Investor being of sufficient experience and having sufficient knowledge to appraise the risks inherent to invest in complex financial instruments such as CoCos, ABS/MBS instruments, and	1,000	100	1%	0.05%

	distressed/defaulted securities				
AF (available in Tikehau SubFin Fund only)	Sophisticated Investor investing through (i) an intermediary providing a management mandate service daily (discretionary portfolio management) or an independent advice service, as defined by the European regulation set forth in MiFID; and/or (ii) non-independent or restricted advisors who have agreed not to receive retrocessions or are not authorised to receive retrocessions in accordance with the requirements imposed by the local regulators; and/or (iii) the Management Company; and being of sufficient experience and having sufficient knowledge to appraise the risks inherent to invest in complex financial instruments such as CoCos, ABS/MBS instruments, and distressed/defaulted securities	1,000	100	None	0.05%
K1 (available in Tikehau Short Duration only)	Institutional Investors**	1,000,000	100	None	0.01%
K2 (available in Tikehau Short Duration only)	All Investors	1,000	100	1%	0.05%

* With respect to Share Classes C, E, R, F, A and AF, the minimum initial subscription in another currency than the Reference Currency shall be the equivalent of 10,000€ in the relevant Share Classes currency. To evaluate the minimum initial subscription and initial share amounts in another currency, the term "or equivalent" shall be understood as the minimum initial subscription/initial share amounts translated into the relevant currency at the last available exchange rate provided by the European Central Bank.
** The Board of Directors is empowered to determine - on a case-by-case basis - whether certain investors are or not to be categorised as institutional investors.
*** Seed Share Classes may be created at the inception of a Sub-Fund, subject either to minimum raised volume during the subscription period prior to inception or to a stipulated time, set at the discretion of the Board of Directors and disclosed in the Supplement of the relevant Sub-Fund.

The Company may, at its discretion, decide to create such Classes of Shares with specific features such as different currency, different dividend or hedging policy, fees structure, or such other features as the Board of Directors may, in its discretion, determine.

The possible combinations of Share Class features available at the date of this Prospectus are listed in the table below:

Classes	Available currencies	Distribution policy*	Hedging policy**
C	EUR CHF USD GBP JPY CAD	Capitalization Distribution (annual, semi-annual or quarterly distribution)	Hedged Unhedged
E			
I			
I-R			
R			
F			
SI			
SI-R			
SF			
AF			
A			
S			
K1			
K2			

* Please refer to section 6.3 (Income Policy) of this Prospectus.
** Please refer to section 6.4 (Hedging Policy) of this Prospectus.

Shares will in principle be freely transferable to investors complying with the eligibility criteria of the relevant Class and provided that shares are neither acquired nor held by or on behalf of any person in breach of the law or requirements of any country or governmental or regulatory authority, or which might have adverse taxation or other pecuniary consequences for the Company, including a requirement to register under any securities or investment or similar laws or requirements of any country or authority. The Board of Directors may in this connection require a shareholder to provide such information as they may consider necessary to establish whether he is the beneficial owner of the shares which he holds.

Within each Class, the Board of Directors is authorised, without limitation and at any time, to issue additional shares at the respective Net Asset Value per share determined in accordance with the provisions of the Company's Articles, without reserving to existing Shareholders preferential or pre-emptive rights to subscribe for the shares to be issued.

On issue, all shares have to be fully paid up. The shares do not have any par value. Each share carries one vote, regardless of its Net Asset Value and of the Sub-Fund to which it relates.

Shares are only available in registered form. No share certificates will be issued in respect of registered shares; registered share ownership will be evidenced by confirmation of ownership and registration on the share register of the Company.

Unless otherwise indicated in the Sub-Funds' specifics in Part B of this Prospectus for a given Sub-Fund, fractions of shares may be issued up to ten thousandth of a share. The resultant fractional shares shall have no right to vote but shall have the right to participate pro-rata in distributions and allocation of the proceeds of liquidation in the event of the winding-up of the Company or in the event of the termination of the Company.

The fees and expenses payable in relation to each of the Share Class categories in a given Sub-Fund in addition to the common fees indicated in the table above, as the case may be, will be indicated in each Sub-Fund's specifics (section "Share Classes available and expenses") in Part B of this Prospectus.

For the Share Classes, and specific Share Class features, currently available in each of the Sub-Funds, please refer to the Website of the Management Company. Investors may also request this information at the registered office of the Company and at the Management Company's offices.

The Company may decide to create new Sub-Funds, create further Share Class categories with new or different characteristics, add new features to, and/or review, existing Share Class categories. In such cases, the Prospectus will be updated accordingly.

6.3 Income Policy

Within each Class of Shares, the Board of Directors may decide, at its discretion, to issue distributing shares and non-distributing (capitalisation) shares.

Capitalisation shares capitalise their entire earnings and retain all income in the Net Asset Value. Distribution shares declare dividends at the discretion of the Board of Directors, subject to Shareholders general meeting approval, and may pay them annually, except for distribution shares which pay dividends semi-annually or quarterly ("Semi-annual distribution" or "quarterly distribution" share). Whenever dividends are distributed to holders of distribution shares, their Net Asset Value per share will be reduced by an amount equal to the amount of the dividend per share distributed, whereas the Net Asset Value per share of capitalisation shares will remain unaffected by the distribution made to holders of distribution shares. If a dividend is declared by the Company, it will be paid to each shareholder concerned in the Reference Currency of the relevant Class.

The Company shall determine how the earnings of distribution shares shall be distributed and may declare distributions from time to time, at such time and in relation to such periods as the Company shall determine, in the form of cash or Shares, in accordance with the dividend distribution policy adopted for such distribution shares. The dividend distribution policy may vary between distribution shares within the same or different Sub-Funds. Dividend distributions are not guaranteed with respect to any Share Class.

In any event, no distribution may be made if, as a result, the total Net Asset Value of the Company would fall below the minimum share capital required by law. If requested by an investor with a three (3) months prior notice, dividends declared with respect to Distribution shares will be reinvested in Shares of the same Share Class and investors will be advised of the details by a dividend statement.

In the event that a dividend is declared and remains unclaimed after a period of five (5) years from the date of declaration, such dividend will be forfeited and will revert to the Class or Sub-Fund in relation to which it was declared. No interest shall be paid on dividend distributions declared by the Company which have not been claimed

Capitalisation shares are designated with a "Acc". Annually distributing shares are designated with a "Dis". Semi-annually distributing shares are designated with a "sDis". Quarterly distributing shares are designated with a "qDis".

6.4 Currency Hedged Share Classes

The Company can issue any Share Class in currency hedged form, meaning that the hedged version of the Share Class is denominated in a currency that is different from the Sub-Fund's Reference Currency, and is hedged to that currency using various techniques and instruments, such as forward contracts and currency swaps, in accordance with the provisions of the Prospectus, intended to limit the impact of exchange rate movements between the Reference Currency of the Sub-Fund and that of a currency hedged Share Class on the performance of such Share Class.

Where undertaken, the effects of this hedging will be reflected in the Net Asset Value and, therefore, in the performance of the hedged Share Class. Similarly, all costs specifically associated with offering each hedged Share Class will be charged to that Share Class.

If investors invest in a hedged Share Class, they could experience losses from currency exchange fluctuations to the extent that the Share Class' hedging is incomplete, and they will give up any potential gains from currency exchange fluctuations to the extent that hedging is effective. There is no assurance that these hedging strategies will be successful.

Hedged Share Classes are designated with a "H".

Currency hedged Share Classes involve certain risks, as described in section 5 of this Prospectus.

7. NET ASSET VALUE

The Net Asset Value per share of each Class will be determined on each Valuation Date, as indicated in the Sub-Funds' specifics in Part B of this Prospectus and expressed in the Reference Currency of the respective Class, by the Administration Agent of the Company by dividing the value of the assets of the Sub-Fund properly able to be allocated to such Class less the liabilities of the Sub-Fund properly able to be allocated to such Class by the number of shares then outstanding in the class on the relevant Valuation Date. The Net Asset Value per share of each Class may be rounded up or down to the nearest two decimals of the Reference Currency of such Class of shares. The Sub-Funds' specifics in Part B of this Prospectus detail the Valuation Date for each Sub-Fund.

When a Valuation Date falls on a day observed as a holiday on a stock exchange which is the principal market for a significant proportion of the Sub-Funds' investment or is a market for a significant proportion of the Sub-Fund's investment or is holiday elsewhere and impedes the calculation of the fair market value of the investments of the Sub-Funds, the Company may decide that a Net Asset Value will not be calculated on such Valuation Date.

The value of the assets of each Sub-Fund is determined as follows:

1. transferable securities and money market instruments admitted to official listing on a stock exchange or dealt with in on another market in an OECD member country which is regulated, operates regularly and is recognised and open to the public provided, are valued on the basis of the last known price. If the same security is quoted on different markets, the quotation of the main market for this security will be used. If there is no relevant quotation or if the quotations are not representative of the fair value, the evaluation will be done in good faith by the Board of Directors or its delegate with a view to establish the probable sales price for such securities;

2. non-listed securities are valued on the basis of their probable sales price as determined in good faith by the Board of Directors or its delegate;

3. shares or units of UCITS (including any Master Fund) or other UCIs are valued at the latest available net asset value per share;

4. liquid assets are valued at their nominal value plus accrued interest;

5. derivatives are valued at market value;

6. the Board of Directors may adjust the value of any investment if, having regard to its currency, marketability, applicable interest rates, anticipated rates of dividend, maturity, liquidity or any other relevant considerations, it considers that such adjustment is required to reflect the fair value thereof;

7. if the Board of Directors deems it necessary, a specific investment may be valued under an alternative method of valuation chosen by the Board of Directors.

Whenever a foreign exchange rate is needed in order to determine the Net Asset Value of a Class, the applicable foreign exchange rate on the respective Valuation Date will be used.

In addition, appropriate provisions will be made to account for the charges and fees charged to the Sub-Funds and Classes as well as accrued income on investments.

In the event that it is impossible or incorrect to carry out a valuation in accordance with the above rules owing to particular circumstances, such as hidden credit risk, the Board of Directors is entitled to use other generally recognised valuation principles, which can be examined by an auditor, in order to reach a proper valuation of each Sub-Fund's total assets.

The Net Asset Value per share in each Sub-Fund is available at the registered office of the Company and at the Management Company's offices.

The calculation of the Net Asset Value of the shares of any Class and the issue, redemption and conversion of the shares of any Sub-Fund may be suspended by the Board of Directors in the following circumstances:

- following a suspension of the calculation of the net asset value per share of the Master Funds or any other suspension or deferral of the issue, redemption and/or exchange of shares in the Master Funds; or

- during any period (other than ordinary holidays or customary weekend closings) when any market or stock exchange is closed, which is the main market or stock exchange for a significant part of the Sub-Fund's investments, for in which trading therein is restricted or suspended; or

- during any period when an emergency exists as a result of which it is impossible to dispose of investments which constitute a substantial portion of the assets of a Sub-Fund; or it is impossible to transfer monies involved in the acquisition or disposition of investments at normal rates of exchange; or it is impossible for the Company fairly to determine the value of any assets in a Sub-Fund; or

- during any breakdown in the means of communication normally employed in determining the price of any of the Sub-Fund's investments or of current prices on any stock exchange; or

- when for any reason (i) the prices of any investment owned by the Sub-Fund cannot be reasonable, promptly or accurately ascertained or (ii) the calculation of the net asset value of any relevant Master Fund is suspended; or

- during the period when remittance of monies which will or may be involved in the purchase or sale of any of the Sub-Fund's investments cannot, in the opinion of the Board of Directors, be carried out at normal rates of exchange; or

- following a possible decision to liquidate or dissolve the Company or one or several Sub-Funds; or

- in the case of a Merger, if the Board of Directors deems this to be justified for the protection of the Shareholders; or

- in all other cases in which the Board of Directors considers a suspension to be in the best interest of the Shareholders.

The suspension of the calculation of the Net Asset Value and of the issue, redemption and conversion of the shares shall be notified to Shareholders having made an application for subscription, redemption or conversion of shares for which the calculation of the Net Asset Value and of the issue, redemption and conversion of the shares has been suspended.

Swing Pricing Mechanism

When there are subscriptions and redemptions in or out of a Sub-Fund, the Management Company may need to buy or sell underlying investments in the relevant Sub-Fund to allocate the subscription monies or to raise redemption proceeds. The underlying security transactions will be traded at prices other than the mid-market prices (i.e. bid or offer prices) and may also incur explicit dealing costs, for example commissions and transaction taxes. The costs incurred in these transactions may have a dilutive impact on the Sub-Fund and would therefore adversely impact its performance for the Shareholders. The Management Company has a method in place for adjusting the Net Asset Value with a trigger threshold.

a) This mechanism ensures that the costs associated with purchasing or selling the underlying assets in the Sub-Fund as a result of the liabilities movements (subscriptions/redemptions) are borne by the investors subscribing to or redeeming their shares. The aim of this mechanism, defined by a policy, is to protect the Sub-Fund's current Shareholders by reducing their burden of these costs. The result is the calculation of an adjusted, or "swinging" Net Asset Value;

b) Therefore, if on the day of calculation of the Net Asset Value, aggregate subscription/redemption orders for Share Classes of the Sub-Fund's exceed a pre-set threshold determined by the Management Company, based on objective criteria, as a percentage of net assets, the Net Asset Value can be adjusted upwards or downwards to take into account the adjustment costs incurred by the net subscription/redemption transactions. Any swing factor will be calculated by reference to the estimated costs of dealing in the underlying investments of the Sub-Fund, including dealing spreads and charges, commissions, fees and taxes. Where the Sub-Fund issues several Share Classes, the Net Asset Value of each Share Class is calculated separately, but any adjustment will have an identical impact, in percentage, on all of the Net Asset Values of the Fund's Share Classes. The swing pricing mechanism is applied on the capital activity at the level of the Sub-Fund and does not address the specific circumstances of each individual investor transaction;

c) As at the date of this Prospectus, the Management Company has determined that the swing factor will not exceed 2%of the Net Asset Value per Share Class of the Sub-Fund;

d) The parameters of the adjustment costs and trigger threshold are determined by the Management Company and reviewed periodically. These costs are estimated by the Management Company on the basis of transaction costs, buy-sell ranges and any taxes that may be applicable to the Sub-Fund;

e) It is not possible to predict exactly if the adjustment mechanism will be applied at a given time in the future, nor the frequency at which the Management Company will make such adjustments;

f) Investors should be aware that the volatility of the Sub-Fund's Net Asset Value may not solely reflect that of the securities held in portfolio due to the application of the adjustment mechanism. The swinging Net Asset Value is the only net asset value of the Sub-Fund, and the only one communicated to the Sub-Fund's Shareholder. However, in the case of a performance fee, it will be calculated on the Net Asset Value before application of the adjustment mechanism.

The above swing pricing mechanism shall apply to the extent it is expressly provided in the relevant Sub-Fund's specifics in Part B of this Prospectus.

8. ISSUE OF SHARES

Applications may be made in writing by fax, SWIFT or STP addressed to the Registrar and Transfer Agent, the Distributor, the Depositary Bank, the Nominee of the Company or any intermediary situated in a country where the Company is marketed specifying the number of shares or amount subscribed for, the name of the Sub-Fund and Class, the manner of payment and the personal details of the subscriber. Orders sent directly to the Registrar and Transfer Agent can also be sent by swift.

A subscription fee, calculated on the Net Asset Value of the shares subscribed, the percentage amount of which is indicated for each Share Class categories in the table in Chapter 6 “Sub-Funds and Share Classes of the Company” in part A of this Prospectus, unless otherwise specified in Part B of this Prospectus (see section “Share Classes available and expenses” in each Sub-Fund’s specifics), may be charged to the investors by the Nominee, the Distributor, any appointed sub-distributor or by the Registrar and Transfer Agent upon a subscription for shares in a Class.

8.1 Initial Subscription Period

The initial subscription period (which may last one day) will be determined by the Directors and disclosed in the relevant Sub-Fund’s specifics in Part B of this Prospectus.

Payments for subscriptions made during the initial subscription period must have been received in the Reference Currency of the relevant Sub-Fund / Class of shares by the Company within the time period indicated in the relevant Sub-Fund’s specifics in Part B of this Prospectus.

Payments must be received by electronic transfer net of all bank charges.

The Board of Directors may at any time decide the activation of a Class.

Upon the activation of a new Class in a Sub-Fund, the price per share in the new Class will, at its inception, correspond to the price per share during the initial subscription period in the relevant Sub-Fund or to the current Net Asset Value per share in an existing Class of the relevant Sub-Fund, upon decision of the Board of Directors.

8.2 Subsequent Subscriptions

Following any initial subscription period, the issue price per share will be the Net Asset Value per share on the applicable Valuation Date.

Subscriptions received by the Registrar and Transfer Agent before the applicable cut-off time on a Valuation Date as specified in the Sub-Funds’ specifics in Part B of this Prospectus will be dealt with on the basis of the relevant Net Asset Value of that Valuation Date. Subscriptions received by the Registrar and Transfer Agent after such cut-off time on a Valuation Date or on any day which is not a Valuation Date will be dealt with on the basis of the Net Asset Value of the next Valuation Date. The investor will bear any taxes or other expenses attaching to the application.

All shares will be allotted immediately upon subscription and payment must be received by the Company within the time period as described in each Sub-Fund in Part B of this Prospectus. If payment is not received, the relevant allotment of shares may be cancelled at the risk and cost of the shareholder. Payments should preferably be made by bank transfer and shall be made in the Reference Currency of the relevant Class; if payment is made in another currency than the Reference Currency of the relevant Class, the Company will enter into an exchange transaction at market conditions and this exchange transaction could lead to a postponement of the allotment of shares.

Payments made by the investor by cheque are not accepted.

The Board of Directors reserves the right to accept or refuse any subscriptions in whole or in part for any reason.

In case a subscription is rejected after the applicable Valuation Date, the assets will be returned to the investor at the lower of the Net Asset Value at the date of rejection or the subscription price without payment of any interest.

The issue of shares of any Sub-Fund shall be suspended on any occasion when the calculation of the Net Asset Value thereof is suspended.

8.3 Minimum Initial Subscription and Holding

Classes dedicated to specific investors may have a minimum subscription and / or holding amount, as indicated in Chapter 6 “Sub-Funds and Share Classes of the Company” in part A of this Prospectus, unless otherwise specified in the Sub-Funds’ specifics in Part B of the Prospectus. Unless otherwise specified in a Sub-Fund’s specifics in Part B of this Prospectus, the Company may in its discretion waive this minimum subscription and / or holding amount, as applicable. In such latter case, the Company will ensure that the investors concerned are equally treated. In particular, this applies to Shareholders staggering investments over time, reaching above-mentioned thresholds over time.

If, as a result of redemption, the value of a Shareholder’s holding in a Class would become less than the relevant minimum holding amount as indicated above, then the Board of Directors of the Company may elect to redeem the entire holding of such Shareholder in the relevant Class. It is expected that such redemptions will not be implemented if the value of the Shareholder’s shares falls below the minimum investment limits solely as a result of market conditions. Thirty (30) calendar days prior written notice will be given to Shareholders whose shares are being redeemed to allow them to purchase sufficient additional shares so as to avoid such compulsory redemption.

8.4 Stock Exchange listing

Shares of different Sub-Funds and their Classes may at the discretion of the Directors of the Company be listed on Stock Exchanges, in particular the Luxembourg Stock Exchange.

9. REDEMPTION OF SHARES

A Shareholder has the right to request that the Company redeems their shares at any time by specifying the number of shares or amount to be redeemed. Shares will be redeemed at the respective Net Asset Value of shares of each Class. Orders sent directly to the Registrar and Transfer Agent can also be sent by swift.

In any case, no redemption will be accepted and executed before having successfully performed all Anti Money Laundering checks. In the case where the acceptance of any redemption order would be delayed for any Anti Money Laundering purposes at the discretion of the Board of Directors, such a redemption order will be executed on the basis of the Net Asset Value of shares immediately applicable on the day of such acceptance without payment of any interest.

A redemption fee calculated on the Net Asset Value of the shares to which the application relates, the percentage amount of which is, as the case may be, indicated for each Share Class categories in the table in Part B of this Prospectus (see section "Share Classes available and expenses" in each Sub-Fund's specifics), may be charged to the investors by the Nominee, the Distributor, any appointed sub-distributor or by the Registrar and Transfer Agent upon a redemption of shares in a Class.

At the date of this Prospectus, no redemption fee is being charged.

Shareholders wishing to have all or any of their shares redeemed at the redemption price on a Valuation Date, should deliver to the Registrar and Transfer Agent before the cut-off time on a Valuation Date, as specified in the Sub-Fund's specifics in Part B of this Prospectus, an irrevocable written request for redemption in the prescribed form. Redemption requests received by the Registrar and Transfer Agent after such determined cut-off time on a Valuation Date or on any day, which is not a Valuation Date will be dealt with on the basis of the Net Asset Value of the next Valuation Date.

All requests will be dealt with in strict order in which they are received, and each redemption shall be effected at the Net Asset Value of the said shares.

Redemption proceeds will be paid in the Reference Currency of the respective Class. Payment will be effected within the time period as described in each Sub-Fund in Part B of this Prospectus.

Investors should note that any redemption of shares by the Company will take place at a price that may be more or less than the Shareholder's original acquisition cost, depending on the value of the assets of the Sub-Fund at the time of redemption.

The payment of the redemption price may be made in consideration in kind at the Board of Directors' discretion, subject however to the prior approval of the concerned Shareholders. The allotment of Fund's assets in respect of redemption for consideration in kind shall be fair and not detrimental to the interests of the other Shareholders of the Company. Any redemption for consideration in kind shall be subject to the confirmation by an auditor's special report of the valuation of the Company and of the Company's assets to be allocated, the costs of which shall be borne by the Company.

The redemption of shares of any Sub-Fund shall be suspended on any occasion when the calculation of the Net Asset Value thereof is suspended.

Unless otherwise provided for a given Sub-Fund in Part B of this Prospectus, if requests for redemption on any Valuation Date exceed 10% of the Net Asset Value of a Sub-Fund's shares, the Company, at the discretion of the Board of Directors, reserves the right to postpone redemption of all or part of such shares until the following Valuation Date. On the following Valuation Date such requests will be dealt with in priority to any subsequent requests for redemption.

9.1 Excessive trading and dilution levy

Investments in the Sub-Funds are intended for long-term purposes only. The Company will take reasonable steps to seek to prevent short-term trading. Excessive short-term trading into and out of a Sub-Fund can disrupt portfolio investment strategies and may increase expenses, and adversely affect investment returns, for all Shareholders, including long-term shareholders.

The value of the property of a Sub-Fund may indeed be reduced as a result of the costs incurred in the dealings in the Sub-Funds' investments.

In order to mitigate against the above-described excessive trading and dilution, and consequent potential adverse effect on remaining Shareholders, the Company has the power to charge a fee upon redemption corresponding to a dilution levy. Any dilution levy must be fair to all Shareholders and the Company will operate this measure in a fair and consistent manner to reduce dilution and only for that purpose.

The Company is unlikely to impose a dilution levy unless the dealing costs relating to a Shareholder transaction are significant and/or will have a material impact on the value of the Sub-Fund in question. Dealing costs (e.g. broker commissions and buy/sell spreads) will be considered significant if they impact on the Net Asset Value by maximum 10bps. Any dilution levy would be paid to the Sub-Fund and would become part of the property of the relevant Sub-Fund.

9.2 Compulsory redemptions

The Board of Directors may decide to compulsorily redeem shares when:

a) The share held by Shareholders not authorized to buy or own shares in the Company, e.g. a Shareholder (or an affiliate of the same) that becomes a US Person as referred to in this Prospectus;

b) In case of liquidation or merger of Sub-Funds or Classes of Shares;

c) The value of a Shareholder's holding in a Class is less than the relevant minimum holding amount;

d) In all other circumstances as the Board of Directors may deem appropriate and in the interests of the Company.

Except in the cases b), c) and d) above, the Board of Directors may impose such penalty as it deems fair and appropriate.

10. CONVERSION BETWEEN SUB-FUNDS / CLASSES OF SHARES

Shares of any Class may be converted into shares of any other Class of the same or of another Sub-Fund, upon written instructions addressed to the registered office of the Company or the Distributor. No conversion fee will be charged. Shareholders may be requested to bear the difference in subscription fee between the Sub-Fund they leave and the Sub-Fund of which they become shareholders, should the subscription fee of the Sub-Fund into which the Shareholders are converting their shares be higher than the fee of the Sub-Fund they leave.

Conversion orders received by the Registrar and Transfer Agent on a Valuation Date before the cut-off time, as specified in the Sub-Funds' specifics in Part B of this Prospectus, will be dealt with on the basis of the relevant Net Asset Value established on that Valuation Date. Conversion requests received by the Registrar and Transfer Agent after such cut-off time on a Valuation Date or on any day which is not a Valuation Date will be dealt with on the basis of the Net Asset Value of the next Valuation Date. Conversion of shares will only be made on a Valuation Date if the Net Asset Value of both Share Classes is calculated on that day.

The Board of Directors will determine the number of shares into which an investor wishes to convert his existing shares in accordance with the following formula:

$$A = \frac{(B \times C)}{E} * EX$$

A = The number of shares in the new Class of shares to be issued

B = The number of shares in the original Class of shares

C = The Net Asset Value per share in the original Class of shares

E = The Net Asset Value per share of the new Class of shares

EX: being the exchange rate on the conversion day in question between the currency of the Class of shares to be converted and the currency of the Class of shares to be assigned. In case no exchange rate is needed the formula will be multiplied by one (1).

If requests for conversion on any Valuation Date exceed 10% of the Net Asset Value of a Sub-Fund's shares, the Company reserves the right to postpone the conversion of all or part of such shares until the following Valuation Date. On the following Valuation Date such requests will be dealt with in priority to any subsequent requests for conversion.

The conversion of shares of any Sub-Fund shall be suspended on any occasion when the calculation of the Net Asset Value thereof is suspended.

11. LATE TRADING/MARKET TIMING POLICY

The Company takes appropriate measures to ensure that subscription, redemption and conversion requests will not be accepted after the time limit set for such requests in this Prospectus.

The Company does not knowingly allow investments associated with market timing or similar practices, as such practices may adversely affect the interests of all Shareholders. The Company reserves the right to reject subscription, redemption and conversion orders from an investor whom the Company suspects of using such practices and to take, if appropriate, other necessary measures to protect the other investors of the Company.

As set out in the CSSF Circular 04/146, market timing is to be understood as an arbitrage method through which an investor systematically subscribes and redeems or converts units or shares of the same fund within a short time period, by taking advantage of time differences and/or imperfections or deficiencies in the method of determination of the net asset values.

12. TAXATION IN LUXEMBOURG

Under Luxembourg law, there are currently no Luxembourg taxes on income, withholding or capital gains by the Company. The Company is, however, subject to a *taxe d'abonnement* of 0.05% per annum, calculated and payable quarterly, on the aggregate Net Asset Value of the outstanding shares of the Company at the end of each quarter. This annual tax is however reduced to 0.01% on the aggregate Net Asset Value of the shares dedicated to institutional investors.

Shareholders are, at present, not subject to any Luxembourg capital gains, income, withholding, gift, estate, inheritance or other tax with respect to shares owned by them (except, where applicable, Shareholders who are domiciled or reside or have permanent establishment or have been domiciled or have resided in Luxembourg).

Prospective investors should inform themselves as to the taxes applicable to the acquisition, holding and disposition of shares of the Company and to the disposition of shares of the Company and to distributions in respect thereof under the laws of the countries of their citizenship, residence or domicile.

European Union Directive on the Taxation of Savings Income

The Council of the European Union has adopted Council Directive 2003/48/EC regarding the taxation of savings income in the form of interest payments. The Directive 2003/48/EC entered into force on 1 July 2005.

Directive 2003/48/EC provides that certain interest payments and investment fund distributions/redemptions made by a paying agent (in the sense of the Directive) situated within a European Union Member State, within an associated or dependent territory or a third country (as defined in the Directive) to an individual or certain entities (residual entities within the meaning of the Directive) resident in another Member State of the European Union or associated or dependent territory will either have to be reported to the tax authorities of the country of establishment of the paying agent or will be subject to a withholding tax depending on the location of the paying agent.

Tax implication of the investment into the Master Funds for the Company

The investment into the Master Funds has no specific Luxembourg tax impact.

13. ADMINISTRATION AGENT, REGISTRAR AND TRANSFER AGENT, DOMICILIARY AGENT AND DEPOSITARY BANK

The Management Company and the Company have entered into Administrative Agency, Registrar and Transfer and Domiciliary Agency Agreements with CACEIS Bank, Luxembourg Branch on 18 March 2014 for an indefinite period of time.

This Agreement may be terminated by either party with at least three (3) months' prior written notice.

Under the above mentioned Agreement, CACEIS Bank, Luxembourg Branch will provide the Company under the supervision and responsibility of the Management Company with services as Central Administration, including Administration and Registrar and Transfer Agent services and Domiciliary Agent services. It will carry out the necessary administrative work required by law and the rules of the Company and establish and keep books and records including the register of shareholders of the Company. It will also execute all subscription, redemption and conversion applications and determine the Net Asset Value of the Company.

CACEIS Bank, Luxembourg Branch acts as a branch of CACEIS Bank, a public limited liability company *(société anonyme*) incorporated under the laws of France, having its registered office located at 1-3, place Valhubert, 75013 Paris, France, registered with the French Register of Trade and Companies under number 692 024 722 RCS Paris. It is an authorised credit institution supervised by the European Central Bank ("**ECB**") and the Autorité de contrôle prudentiel et de résolution ("**ACPR**"). It is further authorised to exercise through its Luxembourg branch banking and central administration activities in Luxembourg.

CACEIS Bank, Luxembourg Branch acting as a branch of CACEIS Bank, is acting as Depositary of the Company in accordance with a depositary agreement dated 18 March 2014 as amended from time to time (the "**Depositary Agreement**") and the relevant provisions of the Investment Fund Law and UCITS Rules.

Investors may consult upon request at the registered office of the Company, the Depositary Agreement to have a better understanding and knowledge of the limited duties and liabilities of the Depositary.
The Depositary has been entrusted with the custody and/or, as the case may be, recordkeeping and ownership verification of the Compartments' assets, and it shall fulfil the obligations and duties provided for by Part I of the Investment Fund Law. In particular, the Depositary shall ensure an effective and proper monitoring of the Company' cash flows.

In due compliance with the UCITS Rules the Depositary shall:

(i) ensure that the sale, issue, re-purchase, redemption and cancellation of units of the Company are carried out in accordance with the applicable national law and the UCITS Rules or the Articles;

(ii) ensure that the value of the Units is calculated in accordance with the UCITS Rules, the Articles and the procedures laid down in the UCITS Directive;

(iii) carry out the instructions of the Company, unless they conflict with the UCITS Rules, or the Articles;

(iv) ensure that in transactions involving the Company's assets any consideration is remitted to the Company within the usual time limits; and

(v) ensure that an Company's income is applied in accordance with the UCITS Rules and the Articles.

The Depositary may not delegate any of the obligations and duties set out in (i) to (v) of this clause.

In compliance with the provisions of the UCITS Directive, the Depositary may, under certain conditions, entrust part or all of the assets which are placed under its custody and/or recordkeeping to Correspondents or third party custodians as appointed from time to time. The Depositary's liability shall not be affected by any such delegation, unless otherwise specified, but only within the limits as permitted by the Investment Fund Law.

A list of these correspondents/third party custodians are available on the website of the Depositary (www.caceis.com, section "*veille règlementaire*"). Such list may be updated from time to time. A complete list of all correspondents/third party custodians may be obtained, free of charge and upon request, from the Depositary. Up-to-date information regarding the identity of the Depositary, the description of its duties and of conflicts of interest that may arise, the safekeeping functions delegated by the Depositary and any conflicts of interest that may arise from such a delegation are also made available to investors on the website of the Depositary, as mentioned above, and upon request. There are many situations in which a conflict of interest may arise, notably when the Depositary delegates its safekeeping functions or when the Depositary also performs other tasks on behalf of the Company, such as administrative agency and registrar agency services. These situations and the conflicts of interest thereto related have been identified by the Depositary. In order to protect the Company's and its Shareholders' interests and comply with applicable regulations, a policy and procedures designed to prevent situations of conflicts of interest and monitor them when they arise have been set in place within the Depositary, aiming namely at:

a. identifying and analysing potential situations of conflicts of interest;
b. recording, managing and monitoring the conflict of interest situations either in:
    - relying on the permanent measures in place to address conflicts of interest such as maintaining separate legal entities, segregation of duties, separation of reporting lines, insider lists for staff members; or
    - implementing a case-by-case management to (i) take the appropriate preventive measures such as drawing up a new watch list, implementing a new Chinese wall, making sure that operations are carried out at arm's length and/or informing the concerned Shareholders of the Company, or (ii) refuse to carry out the activity giving rise to the conflict of interest.

The Depositary has established a functional, hierarchical and/or contractual separation between the performance of its UCITS depositary functions and the performance of other tasks on behalf of the Company, notably, administrative agency and registrar agency services.

The Company and the Depositary may terminate the Depositary Agreement at any time by giving ninety (90) days' notice in writing. The Company may, however, dismiss the Depositary only if a new depositary bank is appointed within two months to take over the functions and responsibilities of the Depositary. After its dismissal, the Depositary must continue to carry out its functions and responsibilities until such time as the entire assets of the Compartments have been transferred to the new depositary bank.

The Depositary has no decision-making discretion nor any advice duty relating to the Company's investments. The Depositary is a service provider to the Company and is not responsible for the preparation of this Prospectus and therefore accepts no responsibility for the accuracy of any information contained in this Prospectus or the validity of the structure and investments of the Company.

In consideration of its services as Depositary Bank and Central Administration, CACEIS Bank, Luxembourg Branch will receive a remuneration out of the assets of the Company, which shall not exceed 0.15% of the Net Asset Value of the Sub-Funds.

14. MONEY LAUNDERING PREVENTION

Any Shareholder will have to establish its identity to the Company, the Central Administration or to the intermediary which collects the subscriptions, provided that the intermediary is regulated and located in a country that imposes an identification obligation equivalent to that required under Luxembourg law (including the law of November 12, 2004 as amended, CSSF Regulation N°12-02, applicable EU legislations and the related circulars issued by the CSSF).

Such identification shall be evidenced when subscribing for shares as follows:

In order to appropriately identify the beneficial owners of the funds invested in the Company and to contribute to the fight against money laundering and financing of terrorism, subscription requests to the Company by investors must include:

- in the case of natural persons: a certified and valid copy of the investor 's identity card or passport (certification by one of the following authorities: embassy, consulate, notary, high commission of the country of issue, Police commissioner, Bank domiciled in a country that imposes an identification obligation equivalent to that required under Luxembourg law or any other competent authority) and utility bill;
- for corporate entities: an original or a certified and valid copy of the Articles of incorporation, an extract of the register of commerce, the list of shareholders of the company and the identification documents of those holding more than 25% of the assets of the company (certification by one of the following authorities: embassy, consulate, notary, high commission of the country of issue, Police commissioner, Bank domiciled in a country that imposes an identification obligation equivalent to that required under Luxembourg law or any other competent authority);

This identification obligation applies in the following cases:

- direct subscriptions to the Company;
- subscription via an intermediary which is domiciled in a country in which it is not legally required to use an identification procedure equivalent to the one required by Luxembourg law in the fight against money laundering and terrorist financing (including foreign subsidiaries or branches of which the parent company is subject to an identification procedure equivalent to the one required by Luxembourg law if the law applicable to the parent company does not oblige the parent company to ensure the application of these measures by its subsidiaries or branches).

It is generally accepted that professionals of the financial sector resident in a country which has ratified the recommendations of the FATF are deemed to be intermediaries having an identification obligation equivalent to that required under the applicable law. The complete updated list of countries having ratified the recommendations of the FATF is available on www.fatf-gafi.org.

Subscriptions may be temporarily suspended until identification of the investors has been appropriately performed. Failure to provide sufficient or additional information may result in an application not being processed or an investor being rejected.

The Central Administration of the Company may require at any time additional documentation relating to an application for shares.

15. NOMINEES

The Company may enter into nominee agreements.

In such case, the Nominee shall, in its name but as nominee for the investor, purchase, request the conversion or request the redemption of shares for the investor and request registration of such operations in the Company's books. However, the investor:

a) may invest directly in the Company without using the Nominee service;

b) has a direct claim on their shares subscribed in the Company;

c) may terminate the mandate at any time with prior written notice.

The provisions under a), b) and c) are not applicable to shareholders solicited in countries where the use of the service of a nominee is necessary or compulsory for legal, regulatory or compelling practical reasons.

The Company will ensure that the Nominee presents sufficient guarantees for the proper execution of its obligations toward the investors who utilise its services. In particular, the Company will ensure that the Nominee is a professional duly authorised to render nominee services and domiciled in a country in which it is legally obliged to use an identification procedure equivalent to the one required by Luxembourg law with regard to the fight against money laundering and terrorist financing.

16. EXPENSES

The Company may bear the following expenses, at the Board of Directors discretion:

- all fees to be paid to the Management Company, the Central Administration, the Depositary Bank and any other agents that may be employed from time to time;

- all taxes which may be payable on the assets, income and expenses chargeable to the Company;

- standard brokerage and bank charges incurred on the Company's business transactions;

- all fees due to the Auditor and the legal advisors;

- all expenses connected with publications and supply of information to Shareholders, in particular and where applicable, the cost of drafting, printing, translating and distributing the annual and semi-annual reports, as well as any prospectuses and key investor information documents;

- all expenses involved in registering and maintaining the Company registered with all governmental agencies and stock exchanges;

- the remuneration of the Directors, the insurance of Directors (if any), and their reasonable out-of-pocket expenses;

- all other fees, taxes and expenses incurred in connection with its operation, administration, management and distribution.

All recurring expenses will be charged first against current income, then should this not be sufficient, against realised capital gains, and, if need be, against assets.

Each Sub-Fund shall amortise its own expenses of establishment over a period of five years as of the date of its creation. The expenses of first establishment will be exclusively charged to the Sub-Funds opened at the incorporation of the Company and shall be amortised over a period not exceeding five years.

Any costs, which are not attributable to a specific Sub-Fund, incurred by the Company will be charged to all Sub-Funds in proportion to their average Net Asset Value. Each Sub-Fund will be charged with all costs or expenses directly attributable to it.

The charges and fees paid cover the costs of running the Company and its Sub-Funds. These charges reduce the potential growth of Shareholders' investment in the Company.

The Board of Directors of the Company determines their investment policy and its application to the different Sub-Funds in question. Under Luxembourg law, the Company including all of its Sub-Funds is regarded as a single legal entity. However, pursuant to Article 181 of the Investment Fund Law, as amended, each Sub-Fund shall be liable for its own debts and obligations. In addition, each Sub-Fund will be deemed to be a separate entity having its own contributions, capital gains, losses, charges and expenses.

The Company is required to indemnify, out of its assets only, officers, employees and agents of the Company, if any, and the Board of Directors for any claims, damages and liabilities to which they may become subject because of their status as managers, officers, employees, agents of the Company or members of the Board of Directors, or by reason of any actions taken or omitted by them in connection with the Company, except to the extent caused by their gross negligence, fraud or wilful misconduct or their material breach of the provisions of the Prospectus.

17. NOTICES AND PUBLICATION

Notices to Shareholders shall be made available on the Management Company's Website and, as determined by the Board of Directors from time to time, may also be sent by email or other electronic information means in accordance with applicable laws and regulations. In addition, such notices to Shareholders shall be available at the Company's registered office. Where required by law or the CSSF, Shareholders may also be notified in writing or in such other manner as prescribed by applicable laws and regulations.

Finally, if required by law, notices will be published in the RESA and in any newspaper(s) circulating in Luxembourg and, if required, in the jurisdictions in which the Company is registered, as the Directors may determine.

The Net Asset Value of each Sub-Fund and the issue and redemption prices thereof will be available at all times at the Company's registered office.

Audited annual reports will be made available at the registered office of the Company no later than four (4) months after the end of the financial year and unaudited semi-annual reports will be made available two (2) months after the end of such period.

All reports will be available at the Company's registered office. The first financial reports were an audited annual financial report dated 31 December 2014 and an unaudited financial report dated 30 June 2014.

18. LIQUIDATION OF THE COMPANY, TERMINATION OF THE SUB-FUNDS AND CLASSES OF SHARES, CONTRIBUTION OF SUB-FUNDS AND CLASSES OF SHARES

18.1 Liquidation of the Company

In the event of the liquidation of the Company, liquidation shall be carried out by one (1) or several liquidators (approved by the CSSF) appointed by the meeting of the Shareholders deciding such dissolution and determining the powers and compensation of the liquidator(s). The liquidators shall realise the Company's assets in the best interest of the Shareholders and shall distribute the net liquidation proceeds (after deduction of liquidation charges and expenses) to the Shareholders in proportion to their shares in the Company in cash or in kind. Any amounts not claimed promptly by the Shareholders will be deposited at the close of liquidation in escrow with the *Caisse de Consignation*. Amounts not claimed from escrow within the statute of limitations will be forfeited according to the provisions of Luxembourg law.

18.2 Termination of a Sub-Fund or a Class of Shares

A Sub-Fund or Class may be terminated by resolution of the Board of Directors of the Company if the Net Asset Value of a Sub-Fund or of a Class is below an amount as determined by the Board of Directors from time to time, or if a change in the economic or political situation relating to the Sub-Fund or Class concerned would justify such liquidation or if necessary in the interests of the Shareholders or the Company. In such event, the assets of the Sub-Fund or Class will be realised, the liabilities discharged and the net proceeds of realisation distributed to Shareholders in proportion to their holding of shares in that Sub-Fund or Class in cash or in kind. Notice of the termination of the Sub-Fund or Class will be given in writing to registered Shareholders and/or will be published in Luxembourg and in other newspapers circulating in the jurisdictions in which the Company is registered, as the Directors may determine.

In accordance with the provisions of the Investment Fund Law, only the liquidation of the last remaining Sub-Fund of the Company will result in the liquidation of the Company as referred to in Article 145 of the Investment Fund Law. In this case, and as from the event given rise to the liquidation of the Company, and under penalty of nullity, the issue of shares shall be prohibited except for the purpose of liquidation.

Any amounts not claimed by any Shareholder shall be deposited at the close of liquidation with the Depositary Bank during a period of six (6) months; at the expiry of the six (6) months' period, any outstanding amount will be the deposited in escrow with the *Caisse de Consignation.*

Unless otherwise decided in the interest of, or in order to ensure equal treatment between Shareholders, the shareholders of the relevant Sub-Fund or Class may continue to request the redemption of their shares or the conversion of their shares, free of any redemption and conversion charges (except disinvestment costs) prior the effective date of the liquidation. Such redemption or conversion will then be executed by taking into account the liquidation costs and expenses related thereto.

18.3 Liquidation or reorganisation of the Master Fund

In accordance with articles 79 (4) and 79 (5) of the Investment Fund Law, the Company shall be dissolved and liquidated if the Master Fund is liquidated, divided into two or more UCITS or merged with another UCITS, unless the CSSF approves either (a) the investment of at least 85% of the assets of the Company into units of another master UCITS or (b) the Company's conversion into a UCITS which is not a feeder UCITS within the meaning of the Investment Fund Law.

18.4 Merger of Sub-Funds or Classes of Shares with another Sub-Fund or Class of Shares within the Company

Any Sub-Fund may, either as a merging Sub-Fund or as a receiving Sub-Fund, be subject to a Merger with another Sub-Fund of the Company in accordance with the definitions and conditions set out in the Investment Fund Law. The Board of Directors of the Company will be competent to decide on the effective date of such a Merger. Insofar as a Merger requires the approval of the shareholders concerned by the Merger and pursuant to the provisions of the Investment Fund Law, the meeting of Shareholders deciding by simple majority of the votes cast by the Shareholders present or represented at the meeting, is competent to approve the effective date of such a Merger. No quorum requirement will be applicable.

Notice of the Merger will be given in writing to registered Shareholders and/or will be published in newspapers circulating in the jurisdictions in which the Company is registered, as the Directors may determine. Each shareholder of the relevant Sub-Funds or Classes shall be given the possibility, within a period of at least thirty days in advance, to request the redemption or conversion of their shares.

18.5 Merger of Sub-Funds or Classes of Shares with another Sub-Fund or Class of Shares of another investment fund

The Company may, either as a merging UCITS or as a receiving UCITS, be subject to cross-border and domestic mergers in accordance with the definitions and conditions set out in the Investment Fund Law. The Board of Directors of the Company will be competent to decide on the effective date of such a Merger. Insofar as a Merger requires the approval of the shareholders concerned by the Merger and pursuant to the provisions of the Investment Fund Law, the meeting of Shareholders deciding by simple majority of the votes cast by the Shareholders present or represented at the meeting is competent to approve the effective date of such a Merger. No quorum requirement will be applicable.

Notice of the Merger will be given in writing to registered Shareholders and/or will be published in any newspaper(s) in Luxembourg and in other newspapers circulating in the jurisdictions in which the Company is registered, as the Directors may determine. Each shareholder of the relevant Sub-Funds or Classes shall be given the possibility, within a period of at least thirty days in advance, to request the redemption or conversion of their shares.

19. REGULATORY INFORMATION

19.1 Conflicts of Interest

For the purpose of identifying the types of conflicts of interest that arise in the course of providing services and activities and whose existence may damage the interest of the Company, the Management Company will take into account, by way of minimum criteria, the question of whether the Management Company or a relevant person, or a person directly or indirectly linked by way of control to the Management Company, is in any of the following situations, whether as a result of providing collective portfolio management activities or otherwise: (a) the Management Company or that person is likely to make a financial gain, or avoid a financial loss, at the expense of the Company; (b) the Management Company or that person has an interest in the outcome of a service or an activity provided to the Company or another client or of a transaction carried out on behalf of the Company or another client or, which is distinct from the Company interest in that outcome; (c) the Management Company or that person has a financial or other incentive to favour the interest of another client or group of clients over the interests of the Company; (d) the Management Company or that person carries on the same activities for the Company and for another client or clients which are not UCITS; and (e) the Management Company or that person receives or will receive from a person other than the Company an inducement in relation to collective portfolio management activities provided to the Company, in the form of monies, goods or services, other than the standard commission or fee for that service.

When identifying any potential types of conflict of interest, the Management Company will take into account (a) the interests of the Management Company, including those deriving from its belonging to a group or from the performance of services and activities, the interests of the clients and the duty of the Management Company towards the Company as well as (b) the interests of two or more managed UCITS.

The summary description of the strategies referred to in that paragraph will be made available to the investors on http://www.tikehauim.com/en/.

19.2 Complaints Handling

Investors in each Sub-Fund of the Company may file complaints free of charge with the Distributor or the Management Company in an official language of their home country. Investors can access the complaints handling procedure on http://www.tikehauim.com/en/.

19.3 Exercise of Voting Rights

The Company draws the investors' attention to the fact that any investor will only be able to fully exercise his investor rights directly against the Company, if the investor is registered himself and in its own name in the shareholders' register of the UCITS. In cases where an investor invests in the UCITS through an intermediary investing into the UCITS in his own name but on behalf of the investor, it may not always be possible for the investor to exercise certain shareholder rights directly against the UCITS. Investors are advised to take advice on their rights.

19.4 Benchmarks regulation

For purposes of calculating performance fees, the Funds use "benchmarks" within the meaning of Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds and amending Directives 2008/48/EC and 2014/17/EU and regulation (EU) 596/2014 (the “Benchmarks Regulation”).

The Management Company, in order to comply with its legal obligations under the Benchmarks Regulation, has adopted a written plan setting out actions which it will take with respect to each Sub-Fund in the event that any of the benchmarks listed in the relevant Sub-Fund’s Specifics materially changes or ceases to be provided (the “Contingency Plan”). Shareholders may access free of charge the Contingency Plans at the registered office of the Company.

19.5 Best Execution

The Management Company will act in the best interests of the managed Company when executing decisions to deal on behalf of the managed Company in the context of the management of their portfolios. For that purpose the Management Company will take all reasonable steps to obtain the best possible results for the Company, taking into account price, costs, speed, likelihood of execution and settlement, order size and nature, or any other consideration relevant to the execution of the order (best execution).

The relative importance of such factors will be determined by reference to the following criteria: (a) the objectives, investment policy and risks specific to the Company, (b) the characteristics of the order, (c) the characteristics of the financial instruments that are the subject of that order and (d) the characteristics of the execution venues to which that order can be directed.

20. DOCUMENTS

Upon request, the following documents may be consulted and obtained free of charge at the Company's registered office, the Management Company and the Depositary Bank:

a) the Company's prospectus;

b) the Company's Key Investor Information Documents;

c) the Company's Articles;

d) if the Sub-Fund is a Feeder Sub-Fund, the related Master Fund's prospectus, statutes, annual and semi-annual financial reports and key investor information documents;

e) the Collective Portfolio Management Agreement between the Company and the Management Company;

f) the Administrative Agency, Registrar and Transfer and Domiciliary Agency Agreements between the Company, the Management Company and the Central Administration;

g) the Depositary Agreement between the Company and the Depositary Bank;

h) the Company's annual and semi-annual financial report.

The Management Company shall not transmit to specific investors or intermediaries any information relating to the exact composition of the assets of the Company which may facilitate market timing operations. In particular, the Management Company must refrain from communicating in real time the composition of the portfolio of any of the Sub-Funds.

However, subject to compliance with certain conditions, such as, in particular, a non-disclosure time period, the Management Company may transmit the composition of the assets of the Company it manages, notably to professional investors under the supervision of the CSSF, the ACPR, the AMF or equivalent European authorities for the purposes of calculating the regulatory requirements in relation to the Solvency II Directive.

In order to ensure that such transmission of information does not facilitate market timing operations, the Management Company shall in particular respect the following time period before any disclosure:

(i) for professional investors subject to prudential constraints, as exemplified above, the transmission of information may take place within a period of not less than 48 hours after publication of the Net Asset Value;

(ii) for other investors, this transmission may be made within a period of not less than 3 weeks after the publication of the Net Asset Value (except, for instance, in exceptional market conditions, during which the Management Company may apply longer non-disclosure time period).

21. Additional information for investors in the United Kingdom

Place of Facilities ("Facilities Agent")

FE Fundinfo (UK) Limited
Golden House
2nd Floor
30 Great Pulteney Street
London, W1F 9NN
UNITED KINGDOM

Redemptions and payments

Investors in the United Kingdom may submit redemption and conversion applications for shares of the Sub-funds, which may be marketed in the United Kingdom, to the Facilities Agent for onward transmission to the Administrative Agent of the Company.

All payments to investors in the United Kingdom (redemption proceeds, any disbursements or other payments) may be remitted via the Facilities Agent.

Documents

The sales prospectus, the Key Investor Information (KII) documents, Articles of Incorporation of the Company, the annual and semi-annual reports, the issue, redemption and conversion prices of the units/shares of the Sub-funds as well as any notices to investors in the United Kingdom are available for inspection and for the obtaining at the Facilities Agent free of charge.

Likewise, the Articles of Association of the Management Company and the agreements concluded between the Custodian Bank and the Management Company are available for inspection at the Facilities Agent free of charge.

Price publications and publication of notices to investors

The issue and redemption prices will be published on the following website:

www.tikehauim.com

Any notices to investors in the United Kingdom will be sent by post to the investor's address stated in the register of shareholders.

Complaints

Investors in the United Kingdom may submit written complaints about any aspect of the service including the operations of the Company, or requests to obtain a copy of the complaints handling procedure to the Facilities Agent for onward transmission to the Management Company of the Company.

Cancellation Rights

Investors in the United Kingdom, who directly enter into an investment agreement to acquire shares in response to the sales prospectus, will not be eligible for cancellation rights under the cancellation rules established by the Financial Conduct Authority (FCA).
The investment agreement will be considered binding upon acceptance of the order.

Compensation Rights

Potential investors in the United Kingdom should be aware that the Company is not subject to the rules and regulations made under the Financial Services & Markets Act 2000 (FSMA) for the protection of investors.

Investors will not be protected under the United Kingdom Financial Services Compensation Scheme.

The foregoing is based on the Management Company's understanding of the law and practice currently in force in the United Kingdom and is subject to changes therein.

It should not be taken as constituting legal or tax advice and, investors should obtain information and, if necessary, should consult their professional advisers on the possible tax or other consequences of buying, holding, transferring or selling the shares under the laws of their countries of origin citizenship, residence or domicile.

Please note that investors making investments in the Company may not receive back their entire investment.

PART B: THE SUB-FUNDS

Tikehau Credit Plus Fund

SUB-FUND SPECIFICS

1. Investment Objective and Policy

1.1. Investment objective of the Sub-Fund

The Sub-Fund "Tikehau Credit Plus Fund" is a Feeder Fund of the Master Fund "Tikehau Credit Plus", a mutual fund constituted under French laws and qualifying as a master UCITS under Directive 2009/65/EC, meaning that it invests in practice substantially all of its assets into the Master Fund and will therefore hold virtually no or very low percentage of its assets in ancillary liquid assets. The Sub-Fund invests in the "E" Class of units of the Master Fund. Therefore, this addendum shall be read in conjunction with the prospectus of the Master Fund.

The gross investment objective of the Sub-Fund is the same as the net investment objective of the "E" Class of units of the Master Fund, as described in section 1.3 below. The net investment objective of the Sub-Fund is obtained by reducing the gross investment objective by the actual management fees of the Sub-Fund for each Class of Shares as described below under section 5 "Share Classes available and expenses".

The Master Fund, established on 25 June 2007, appointed Tikehau Investment Management as its management company, being also the Management Company of the Sub-Fund. Tikehau Investment Management partially sub-delegated the portfolio management of the Master Fund to Tikehau Capital North America, a subsidiary of Tikehau Capital Group having the status of a Registered Investment Adviser with the U.S. Securities and Exchange Commission (SEC). The Master Fund must, at all times, (i) have at least one feeder UCITS among its unit holders, (ii) not itself become a feeder UCITS, and (iii) not hold shares or units of a feeder UCITS.

The Reference Currency of the Sub-Fund is the Euro ("**EUR**").

1.2. Investment policy of the Sub-Fund

The Sub-Fund invests at least 85% of its assets in the "E" Class of units of the Master Fund "Tikehau Credit Plus", as this term is defined in the prospectus of the Master Fund, i.e. capitalization units dedicated to:

- Company representatives;
- Employees (investing either directly or through all the companies that they control);
- Shareholders;
- Companies or funds under the control of the Management Company or of any company controlling, directly or indirectly, the Management Company.

The up to 15% residual assets of the Sub-Fund are invested in ancillary liquid assets only as may be required from time to time for dealing for liquidity purposes and the payment of costs and expenses of the Sub-Fund. The Sub-Fund intends to minimize the level of ancillary liquid assets held for these purposes. In any case, the total exposure of the Sub-Fund to bank deposits at sight is limited to 20% of its assets under normal market circumstances. This limit may be exceeded because of exceptionally unfavourable market conditions, when circumstances so require and for a period of time strictly necessary.

The Sub-Fund will not use financial derivative instruments and will not enter into repurchase/reverse repurchase, securities lending, OTC contracts, buy-sell back transactions, sell-buy back transactions, or total return swaps transactions.

The Sub-Fund will not be invested in ABS/MBS.

1.3. Investment objective and policy of the Master Fund

The Master Fund seeks to achieve an annual gross performance that exceeds that of the reference indicator Euribor 3M + 300 basis points, over an investment horizon of over three years. The "E" Class of units of the Master Fund seeks to achieve an annual net performance that exceeds that of the reference indicator Euribor 3M + 285 basis points, over an investment horizon of over three years.

The investment strategy of the Master Fund consists in the active and discretionary management of a diversified portfolio consisting mainly of bonds and other eligible "high yield" debt instruments (i.e. having a rating from BB+ to CCC- of Standard & Poor's and Fitch or from Ba1 to Caa3 of Moody's) or "investment grade" debt instruments (i.e. having a rating of at least BBB- of Standard & Poor's and Fitch or Baa3 of Moody's), issued by companies in the private or public sector, situated principally in the Eurozone and without restriction as to their sector of activity. The Master Fund may also invest in cash instruments and derivative instruments for hedging (including CDS and, up to 10% of its net assets, in CFD and total return swaps) and for exposure purposes up to 100% of its net assets.

In addition to the above, although the Master Fund does not have a specific sustainable investment objective pursuant to article 9 of the SFDR, it incorporates an extra-financial approach whereby the weighted average carbon intensity of the Master Fund (GHG emissions per million euros of turnover) must be at least 20% lower than that of the following composite index: 75% Global High Yield Index (HW00) and 25% Euro Financial Index (EB00).

The Master Fund may in addition invest up to a maximum of 10% of its net assets in the equity markets, either directly through equities of any capitalization and of all geographic zones or through debt instruments converted or reimbursed in capital or indirectly through UCITS up to 10% of its net assets.

In order to meet the management objective or for hedging purposes, the Master Fund may enter into financial transactions in particular in futures, options, swaps and credit derivatives, by investing up to 100% of its net assets. The Master Fund may also invest in OTC derivative instruments and CFD (contracts for difference) within a limit of 10% of its net assets, respectively.
The units of the Master Fund are capitalization units.

The Master Fund aims to invest in issuers, committed or with the potential to enable the transition to a low-carbon world, and reconciling financial and non-financial performance. The Master Fund will thus incorporate, throughout its investment process, its objective to achieve a minimum reduction of 20% in GHG emissions intensity compared to the composite index 75% Global High Yield Index (HW00) and 25% Euro Financial Index (EB00) as well as ESG criteria as further described within the non-financial approach described below (the "Non-Financial Approach").

Non-Financial Approach

The purpose of this Non-Financial Approach is to improve the issuer selection process from its investment universe by particularly taking into account criteria associated primarily with the reduction of the carbon footprint and also but not in a preponderant manner, ESG Criteria within the meaning of article 8 SFDR. This Non-Financial Approach as well as its limitation in methodology are further described below.

Based on the exclusion and extra-financial supervision policy set forth in section 4.6 “ESG and Carbon Approach” in Part A of this Prospectus and the fundamental analysis carried out in accordance with the Master Fund’s investment strategy described above, the Management Company identifies an investment universe of approximately 200 to 300 issuers most of which belong to the composite index 75% Global High Yield Index (HW00) and 25% Euro Financial Index (EB00). Some of these issuers may not be included in the composition of this index.

The primary objective of the Non-Financial Approach is to ensure that the weighted average carbon intensity of the FCP (GHG emissions per million euros of turnover) is at least 20% lower than that of the composite index 75% Global High Yield Index (HW00) and 25% Euro Financial Index (EB00) pursuant to the Carbon Footprint Reduction Policy described in section 4.6 “ESG and Carbon Approach” in Part A of this Prospectus. The benchmark used by the Master Fund is a broad market index that do not necessarily consider in its composition or calculation methodology the non-financial characteristics promoted by the Master Fund. The Management Company considers that the dispersion of this index would not question the significance of its carbon footprint reduction approach.

For the purposes of the bottom-up analysis conducted prior to any investment, the Management Company will also promote ESG Criteria by assigning to each company an ESG Score, ranging from 0% to 100% (0% representing an ESG opportunity and 100% the highest-ESG risk company), and excluding any companies having an ESG profile of more than 80% from its portfolio. Furthermore, the Master Fund will also systematically submit issuers with an ESG profile ranging from 60% to 80% to the ESG Committee, which holds veto power.

The Management Company ensures that at least 90% of portfolio securities (as a % of Net Assets) are subject to an ESG and carbon footprint analysis, it being specified that (i) bonds and other debt securities issued by public or quasi-public issuers, cash held on an ancillary basis, and joint assets, (ii) derivative instruments for hedging purposes, and (iii) securities whose performances are swapped via TRS over a period exceeding one month, are not taken into account in the context of this extra-financial approach.

The implementation of this Non-Financial Approach shall lead to the exclusion of a significant number potential opportunities across the steps of the selection process.

This Non-Financial Approach presents certain methodological limitations according to the Management Company:

- a limited number of companies publish audited GHG data on scopes 1, 2 and 3 (upstream and/or downstream), the Management Company may have difficulties in identifying data relating to a given emitter and using, for example, data from its sector of activity;
- the Master Fund does not take into account GHG data on scopes 3 (upstream and/or downstream);
- the GHG data available for an emitter may be erroneous or incomplete either because of the databases of data providers such as Bloomberg or Trucost, or because of emitters who, when carrying out voluntary GHG reporting, may vary the scope of this reporting without the figures being corrected. In such cases, the Management Company may have to make certain restatements or additions to complete the available data in the light of the information available to it;

- the Internal ESG Note is relies on a tool developed by an external service provider and based on sources which must be updated periodically and which may become obsolete between two updates;
- with the exception of sectors identified under the group exclusion policy described in section 4.6 “ESG and Carbon Approach” in Part A of this Prospectus, the investment strategy does not exclude *per se* any specific economic sector and may be exposed to certain controversies related to some of these sectors as described in the description of Sustainability Risk in Chapter 5 "Risk Factors" of Part A of this Prospectus.

Taxonomy Regulation

The Sub-Fund promotes environmental characteristics and does not have a sustainable investment objective but it will invest to some extent in economic activities that contribute to an environmental objective. As such, the Sub-Fund is required to disclose information about the environmentally sustainable investments made in compliance with the Taxonomy Regulation.

The Sub-Fund intends to contribute to the following environmental objectives set out in the Article 9 of the Taxonomy Regulation: climate change mitigation and climate change adaptation.

In order to contribute to these objectives, it is expected that this Sub-Fund will make investments in EU Taxonomy-eligible economic activities, including but not limited to low carbon transport, renewable energy and sustainable real estate.

In line with the current state of the SFDR and the Taxonomy Regulation, the Management Company ensures cumulatively that such investments deemed sustainable (i) are eligible under the Taxonomy Regulation, (ii) meet the relevant technical screening criteria for determining the conditions under which an economic activity qualifies as contributing substantially to one of the objectives of the Taxonomy Regulation, (iii) do not significantly harm any of the objectives of the Taxonomy Regulation pursuant to the “do not significantly harm” criteria (iv) respect human and social rights under international law (also designated as minimum social guarantees) identified in the Taxonomy Regulation. In order to evaluate the investments deemed sustainable, the Management Company mainly relies on the analysis provided by the ESG specialist ISS ESG and reserves the right to complete this analysis with internal studies.

The Management Company (i) considers that the portion of the Sub-Fund’s investments whose contribution to the Taxonomy Regulation’s objectives would be measurable is currently too low and, as such, (ii) does not commit to invest a minimum portion of the Fund’s portfolio in assets invested in environmentally sustainable economic activities pursuant to article 3 of the Taxonomy Regulation. Accordingly, such portion will represent at least 0% of the Sub-Fund’s assets.

The Management Company anticipates an increase in the proportion of investments deemed sustainable pursuant to the Taxonomy Regulation as it will progressively be able to better identify companies whose economic activities are aligned with the environmental objectives of the Taxonomy Regulation. In such case, the Management Company will provide its best effort to communicate a realistic objective and calculate the most accurate level of alignment of the companies in portfolio that operate in economic activities qualified as sustainable pursuant to the Taxonomy Regulation.

Finally, it is reminded that the “do no significant harm” principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

2. Risk Profile

It is intended that the performance of the various Classes of Shares offered by the Sub-Fund will be similar to that of the "E" Class of units of the Master Fund. However, the performance of both funds will not be equal due, in particular, to costs and expenses incurred by the Sub-Fund and the Reference Currency of the Classes of Shares that may differ from that of the Master Fund.

The risk profile of the Sub-Fund is identical to the risk profile of the Master Fund as follows:

- Capital risk: Yes.

The capital is not guaranteed. Investors' capital initially invested may not be returned.

- Risk related to the investment in speculative high-yield securities: Yes.

The Master Fund must be considered as being partly speculative and dedicated more particularly to investors that are conscious of the risks inherent to investments in securities whose rating is either low or non-existent. The net asset value of the Master Fund can therefore fall as a result.

- Credit risk: Yes.

The Master Fund may be entirely exposed to credit risk inherent to private issuers. In the event of their downgrading or default, the value of debt instruments may fall and may consequently cause the net asset value of the Master Fund to also fall as a result.

- Interest rate risk: Yes.

The Master Fund may, at any moment, be entirely exposed to interest rate risk, as its sensitivity to interest rates may vary pursuant to the fixed-income securities held. The net asset value of the Master Fund may fall if interest rates rise.

- Risk arising from discretionary management: Yes.

The discretionary management style is based on anticipating the fluctuations of different markets (equity, bonds). There is a risk that, at any given point in time, the Master Fund will not be invested in the best-performing markets.

- Risk related to the use of derivative instruments: Yes.

The Master Fund may invest in derivative instruments for exposure purposes. The net asset value of the Master Fund may therefore fall to a larger extent than the markets to which it is exposed.

- Counterparty risk: Yes.

The Master Fund may engage in transactions with counterparties holding, for a certain period, cash or assets. Counterparty risk may be generated through the use of derivatives or security lending/borrowing transactions. The Master Fund therefore faces the risk that the counterparty will not implement the transactions ordered by the Management Company, as a result of insolvency or, amongst others, default of the counterparty. As a result, the net asset value of the Master Fund may fall. This risk is managed through the selection process for counterparties in both intermediated operations and over-the-counter transactions.

- Liquidity risk: Yes.

Liquidity, in particular as regards over-the-counter markets, may sometimes be limited. In particular, in turbulent market conditions, the prices of portfolio securities may be subject to important fluctuations. It may be sometimes difficult to close certain positions under favourable terms over several consecutive days.

It cannot be guaranteed that the liquidity of financial instruments and assets of the Master Fund will always be sufficient. The assets of the Master Fund may indeed be subject to unfavourable fluctuation on the markets, which may make more difficult the possibility to adjust positions under favourable terms.

- Risk related to a change of tax regime: Yes.

Any change in the tax legislation of the country where the Master Fund is established, authorised for distribution or listed may affect the tax treatment of investors.

- Equity risk: Yes.

The Master Fund may have an exposure of maximum 10% in the equity market. Consequently, the net asset value of the Master Fund may fall in case of market fall.

- Currency risk: Yes.

The Master Fund may be exposed to currency risk proportionally to the part of its net assets invested out of the Eurozone and not hedged against this risk. The net asset value of the Master Fund may fall as a result.

The Sub-Fund's global exposure is calculated through the Commitment Approach.

The Management Company's risk management process applicable to the Master Fund reflects the investment objectives and policy of the Master Fund. Upon request, Shareholders can receive further information from the Management Company in relation to the Master Fund's risk management. These risks are further described in section “Risk factors” of Part A of this Prospectus.

- Sustainability Risks: Yes.

It is expected that the Master Fund will be exposed to a broad range of Sustainability Risks. However, as the Master Fund is broadly diversified, it is not anticipated that any single Sustainability Risk will drive a material negative financial impact on the value of the Master Fund.

3. Profile of the Typical Investor

Generally, the profile of the typical investor for whom the Feeder Sub-Fund has been designed is an investor wishing to invest in the Master Fund and who is prepared to accept fluctuations in the value of their investment and the risks associated with investing in the Master Fund through the Feeder Sub-Fund, as described in section "Risk Factors" of this Prospectus and in the prospectus of the Master Fund.

Investors should note that investment in the Sub-Fund is not suitable for UCITS, since the Sub-Fund invests at least 85% of its assets in the Master Fund.

Investors' attention is drawn to the fact that the Sub-Fund, having regard to the fact that it is a Feeder Fund, does not track or replicate any benchmark index. However, the 3-month Euribor index may be used as an ex-post performance indicator. The 3-month Euribor index is provided by a benchmark administrator, European Money Markets Institute, who has been authorised pursuant to article 34 of the Benchmarks Regulation and accordingly appears on the register of administrators and benchmarks maintained by ESMA pursuant to article 36 of the Benchmarks Regulation.

4. Valuation Date

Valuation dates of the Sub-Fund will be each Bank Business Day, which corresponds to the valuation dates of the Master Fund. As a result, the Valuation Date of the Sub-Fund will be each full Bank Business Day in Luxembourg and in France.

5. Share Classes available and expenses

The Share Class categories available in this Sub-Fund have the general characteristics described under Chapter 6 "Sub-Funds and Shares of the Company" of the Part A "General Information", unless otherwise provided in the table below.

Classes	Management Fee (max)	Performance Fee (max)
R	Feeder: 0.85% Master: 0.15%	Feeder: 15% of the performance over reference indicator Euribor 3M + 200 bp, net of management fees Master: none
I	Feeder: 0.45% Master: 0.15%	Feeder: 10% of the performance over reference indicator Euribor 3M + 240 bp, net of management fees Master: none
S	Feeder: 0.45% Master: 0.15%	Feeder: none Master: none

5.1. Performance fee calculation

In respect of the Share Classes that charge a performance fee as identified in the above table, the Management Company is entitled to receive from the net assets of the relevant Share Class a performance-based incentive fee. The performance fee is calculated, and where applicable accrued, separately per Share Class on each Valuation Date, using the methodology described below.

The performance fee is calculated on the basis of the Net Asset Value per Share after deducting all expenses, fees (but not any accrued unpaid performance fee except for the unpaid performance fee in respect of Shares redeemed during the Crystallisation Period, as further described below) and adjusting for subscriptions, redemptions, and distributions orders executed from date of the previous Reference Net Asset Value, so that these will not affect the due performance fee.

The performance fee mechanism that is employed is the performance fee reference indicator mechanism. The reference indicator with which the performance of the relevant Share Classes will be compared is indicated in the above table (including the hurdle) for each Share Class (the "**Reference Indicator**"). This mechanism seeks to ensure that the Management Company cannot (i) earn a performance fee as a consequence of previous underperformance against the Reference Indicator over the Reference Period, nor (ii) claim performance fees unless the Net Asset Value at the end of a Crystallisation Period is higher than the applicable Reference Net Asset Value (as defined below).

For the purpose of this Sub-Fund:

- A Reference Period is the time horizon of (5) Crystallisation Periods, on a rolling basis, over which the performance of the Sub-Fund is measured and compared with that of the Reference Indicator to ensure that past underperformance or negative performance of a Share Class compared to the Reference Indicator must be clawed back before a performance fee becomes payable (the "**Reference Period**").
- A Crystallisation Period begins on the 1st Valuation Date of each financial year following the previous Crystallisation Period and ends on the last Valuation Date of December of the same year, subject to the below (the "**Crystallisation Period**"). The first Crystallisation Period of a given Share Class shall be understood as being the period starting as of the launch date of the Share Class and ending the immediately following 31st of December.
- the Reference Net Asset Value used for a given Crystallisation Period is defined as the highest Net Asset Value in respect of which a performance fee was calculated and paid over the Reference Period, it being provided that the initial Net Asset Value of a given Share Class shall be set as the first Reference Net Asset Value thereof (the "**Reference Net Asset Value**"). If no such performance fees have been paid over the Reference Period, the Reference Net Asset Value shall be set to the Net Asset Value calculated on the first Valuation Day of the Reference Period. The Reference Net Asset Value is adjusted in case of distributions.

A performance fee in respect of any Share Class is calculated during each Crystallisation Period considering the spread between (i) the performance of the Net Asset Value of a Share Class over a given Crystallisation Period above the Reference Net Asset Value (the "**Performance**") and (ii) the performance of the Reference Indicator against the Reference Net Asset Value (the "**Benchmark Performance**").

In case of a positive spread (the "**Positive Relative Performance**"), the performance fee shall be calculated on the basis of such Positive Relative Performance and due at the end of the relevant Crystallisation Period. Given that the Performance is calculated with respect to the Reference Net Asset Value, a Positive Relative Performance may only exist and hence performance fees may only be paid if the absolute Performance is positive over the entire Reference Period.

In addition, (i) if the Sub-Fund or Share Class is closed or subject to a merger in the course of a Crystallisation Period and (ii) where Share Classes are redeemed on a date other than that on which a performance fee is paid while accruals have been made for the performance fee, the performance fee will in principle be crystallised at the date of the event triggering the end of the Crystallisation Period for such shares and the performance fee will be paid, even if a performance fee is no longer payable at the end of the ongoing Reference Period.

The Reference Indicator and Reference Period will be periodically reset to take into account the length of the Reference Period representing a maximum duration of five (5) rolling Crystallisation Periods, provided that such reset will only pertain to the fraction of the underperformance coming from the elapsed fiscal year (N-5) that would not have yet been compensated over the on-going reference period.

Performance fee provision mechanism

A provision in respect of performance fee will be made on each Valuation Date if a performance fee is due according to the previous paragraphs. For this purpose, those conditions will be assessed for each Share Class by reference to the Performance and the Benchmark Performance over the period from the first day of the Reference Period up to such Valuation Date. If no performance fees are due, no accrual will be made in respect of the Valuation Date in question.

The performance fee provision on a specific Valuation Date is calculated, where applicable, by multiplying the Positive Relative Performance by the performance fee rate indicated in the above table and the number of Shares outstanding on such Valuation Date, adjusted for subscriptions, redemptions and distributions.

On each Valuation Date, the performance fee accounting provision made on the immediately preceding Valuation Date is adjusted to reflect the Shares' Performance, positive or negative, calculated as described above. Accordingly, except with respect to any performance fee that has accrued as of that point when distributions or redemptions proceeds are paid out and which is considered earned, previously accrued performance fees will be cancelled out by any subsequent underperformance in comparison with the Benchmark Performance. The performance fee accounting provision may, however, never be negative and under no circumstances will the Management Company pay money into the Sub-Fund or to any Shareholder thereof for any such underperformance.

Subject to the above, if at the end of a Crystallisation Period, an accrual for performance fees is booked in the statement of operations of any Share Class, it will become payable to the Management Company.

Anticipated crystallisation of accrued performance fees

In the event that a shareholder redeems Shares prior to the end of the Crystallisation Period, any accrued but unpaid performance fee relating to those redeemed Shares shall be immediately crystallised and will be paid to the Management Company at the end of the considered Crystallisation Period according to the following formula:

> *Crystallised performance fee on a Valuation Day = (number of Shares redeemed on the Valuation Date / total number of Shares on the previous Valuation Date) * performance fee accrued on the previous Valuation Date*

If the Sub-Fund or a Share Class is closed or (subject to the best interest of investors of both the merging and the receiving fund, sub-fund or Share Class) merged before the end of the Crystallisation Period, the performance fee accrued as of the closing or merger of the Sub-Fund or such Share Class, if any, will be paid as if the date of closing was the end of the Crystallisation Period.

5.2. Example of determination of performance fee

Year	Net Asset Value (end of the year)	Reference Net Asset Value	Performance vs. Reference Net Asset Value	Benchmark Performance	Benchmark Performance vs. Reference Net Asset Value	Relative Performance	Payment of performance fees (Yes/No)	Performance fees amount
0	100			100				
1	98	100	-2.00%	99	-1.00%	-1.00%	No	
2	102	100	2.00%	103	3.00%	-1.00%	No	
3	**104**	**100**	**4.00%**	**102**	**2.00%**	**2.00%**	**Yes (*)**	**0.3€ (**)**

4	99	104 (*)	-4.81%	98	-5.77%	0.96%	No		
5	98	104	-5.77%	95	-8.65%	2.88%	No		
6	100	104	-3.85%	101	-2.88%	-0.96%	No		
7	103	104	-0.96%	104	0.00%	-0.96%	No		
8	**100**	**104**	**-3.85%**	**101**	**-2.88%**	**-0.96%**	**No (***)**		
9	102	99	3.03%	103	4.04%	-1.01%	No		
10	105	99	6.06%	106	7.07%	-1.01%	No		

(*) Update of the Reference Net Asset Value following the payment of performance fees
(**) Amount calculated on the basis of the 15% rate applicable to the Share Class R
(***) Update of the Reference Net Asset Value following the end of the 5th year of the 5 years rolling Reference Period

5.3. Other Fees

In addition, other fees will be charged to each Class, such as banking fees, brokerage fees, transaction fees and other fees payable to the counterparts of the Company (including but not limited to the Depositary Bank and Central Administration), audit fees, legal and regulatory fees, taxes and other fees as more described in section “Expenses” of Part A of this Prospectus.

For additional information related to the ongoing charge figures of each Class, please refer to the KIID, to the financial reports and to the relevant agreements of the Company.

The Sub-Fund is investing in the “E” Class of units of the Master Fund. At the level of the Master Fund, the fees, charges and expenses associated with such investment are an annual management fee and other expenses of the Master Fund, as described in its prospectus. Details on the actual charges and expenses incurred at the level of the Master Fund are available on the Website of the Management Company. The KIIDs issued for each Class of Shares also contain additional information on the ongoing charges incurred by the Company (aggregated with the charges incurred at the level of the Master Fund).

In compliance with the provisions of point IX C) of section 4.2 under Chapter 4 “Investment Objectives and Policies” above, no redemption fees will be charged to the Sub-Fund when investing in the Master Fund.

Any investor who subscribes converts or redeems shares through paying agents may be required to pay fees connected to the transactions processed by the said paying agents in the jurisdictions in which shares are offered.

The Company may in its discretion waive minimum initial subscription amounts. In such latter case, the Company will ensure that the investors concerned are equally treated.

As permitted by, and subject to the provisions of, applicable laws and regulations, including the principle of equal treatment of the Shareholders, rebates on the management and/or performance fee may be granted by the Management Company to certain distributors and/or investors.

6. Subscription

Shares are available for subscriptions on each Valuation Date on a forward pricing base.

Applications for shares must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business Day before the Valuation Date until the cut-off time fixed at 10:00 a.m. Luxembourg time to be dealt with on the basis of the Net Asset

Value per share applicable on that Valuation Date. Applications for shares received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

Subscriptions must only be made in amounts and not in a number of shares. The subscription amount to be paid by investors must be received by the Company or its delegates at the latest on the second Bank Business Day following the applicable Valuation Date. Any order for which the proceeds have not been received by the Company by the above cut-off time will be dealt with on the next Valuation Date.

7. Redemption / cut-off time

Shareholders are entitled to redeem their shares on each Valuation Date on a forward pricing base. Applications for redemptions must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business Day before the relevant Valuation Date until the cut-off time fixed at 10:00 a.m. Luxembourg time to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Redemptions may be made in amounts or in a number of shares. Redemption payments will be made at the latest on the second Bank Business Day following the applicable Valuation Date. Applications for redemptions received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

8. Conversion /cut-off time

Applications for conversion must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business Day before the relevant Valuation Date until 10:00 a.m. Luxembourg time to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for conversion received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

Tikehau SubFin Fund

SUB-FUND SPECIFICS

1. Investment Objective and Policy

1.1. Investment objective of the Sub-Fund

The Sub-Fund seeks to achieve an annual gross performance that exceeds that of the reference indicator ICE BofAML 3-5 Year Euro Government Index + 150 basis points, over an investment horizon of 3 years. The net investment objective of the Sub-Fund is obtained by reducing the gross investment objective by the management fees for each Class of Shares as described below under section 5 “Share Classes available and expenses”.

In addition to the above, although the Sub-Fund does not have a specific sustainable investment objective pursuant to article 9 of the SFDR, it incorporates an extra-financial approach whereby the weighted average carbon intensity of the Sub-Fund (GHG emissions per million euros of turnover) must be at least 20% lower than that of the following composite index: 90% Euro Financial Index (EB00) and 10% ICE BofAML BB-CCC 1-3 Year Euro Developed Markets High Yield Constrained Index (H1EC).

For that purpose, the investment strategy of the Sub-Fund consists of actively and discretionarily managing a diversified portfolio of private and public debt instruments including subordinated debt instruments: Tier 1, Upper or Lower Tier 2 or others. A debt is said to be subordinated when its redemption depends on the other creditors (preferred and non-preferred creditors) being paid first. Thus, the subordinated creditors will be repaid after the ordinary creditors but before shareholders. The interest rate on this type of debt will be higher than on other receivables. Some Tier 1 bonds may not pay a coupon under certain conditions. Such non-payment may not be considered as a default.

The portfolio of the Sub-Fund will have a minimum average rating of B+ (Standard and Poor's rating or a Moody’s rating of B1). The Management Company leads its own analysis credit independently from rating agencies.

The aim is not to engage in any short-term arbitrage processes, except on an exceptional basis.

The Sub-Fund's strategy is related to the intrinsic characteristics of the asset class in question. Subordinated debt instruments carry a higher risk of default and offer a potentially high yield compared to other bonds.

The Management Company’s investment process seeks to capitalise on the major opportunities that exist in this bond market segment, primarily through selecting securities that have a high likelihood of being called. A call corresponds to the early redemption of a bond, and may therefore result in the potential revaluation of the security in question, thereby contributing to the Sub-Fund’s performance.

The Reference Currency of the Sub-Fund is the Euro (“**EUR**”).

1.2. Investment policy of the Sub-Fund

The Sub-Fund may invest up to 130% of its net assets in debt instruments (including convertible bonds, contingent convertible bonds (“**Cocos**”) up to 100% of the net assets of the Sub-Fund, bonds redeemable in shares and other similar instruments), issued by entities in the private or public sectors and located primarily in the Eurozone.

The average maturity of most of the debt instruments in the portfolio (regardless of whether they are perpetual) will be lower than 10 years on the date of the security's next call; however, the Sub-Fund may invest in perpetual bonds.

In order to achieve the investment objective, for exposure or for hedging purposes, the Sub-Fund may use financial contracts, including futures, options, swaps, swap options, Contract for Difference ("**CFD**"), forward contracts and single or index credit derivative swaps, up to 100% of its net assets. The Sub-Fund will prioritise the use of listed instruments, although it may nonetheless use financial instruments traded over-the-counter.

The Sub-Fund may also invest up to 10% of its net assets in UCITS and/or other UCIs (including those managed by Tikehau Investment Management) pursuant to article 41.(1) (e) of the Investment Fund Law.

The Sub-Fund may have an exposure of up to 10% of its net assets to the equity markets, either directly by means of shares in companies of all market capitalisations and all geographic regions, through UCITS, UCIs or financial derivative instruments.

The Sub-Fund will enter into total return swaps underlying such as credit and equities single entities. The use of total return swaps will be temporary. Under normal circumstances, it is generally expected that the principal amount of such transactions will not exceed 40% of the Sub-Fund's net asset value. The principal amount of the Sub-Fund's assets that can be subject to the transactions may represent up to a maximum of 100% of the Sub-Fund's net asset value.

All income resulting from total return swaps will be returned to the Sub-Fund, net of direct and indirect operating costs, such as market fees, counterparty fees and broker fees.

The Sub-Fund may invest its excess cash in term deposit accounts. These deposits may amount to up to 100% of the Sub-Fund's assets.

In any case, the total exposure of the Sub-Fund to bank deposits at sight is limited to 20% of its assets under normal market circumstances. This limit may be exceeded because of exceptionally unfavourable market conditions, when circumstances so require and for a period of time strictly necessary.

The Sub-Fund will not enter into securities financing transaction such as repurchase/reverse repurchase, securities lending, buy-sell back transactions or sell-buy back transactions.

Lastly, the Sub-Fund may invest in ABS/MBS instruments up to 10% of its net assets, and in distressed/defaulted securities as a result of the potential downgrading of the issuers (i.e. securities which are highly vulnerable to non-payment and the rating of which is below "CCC" according to Standard & Poor's or the equivalent by any other agency) up to 10% of its net assets.

The portfolio will be sensitive to interest rates, and will not be subject to maturity constraints for each bond. This sensitivity will be actively managed, based on the manager's expectations, and will range between 0 and 6 overall.

Investments of the Sub-Fund will be based on three main factors:

- **The level of the yield curve**

The average maturity of the portfolio will depend on expectations on changes in interest rates.

- **The general level of risk premiums, and their structure for borrowers**

The premium represents the return on risk for the asset class. The portfolio of the Sub-Fund will have a minimum average rating of B+ (according to the Standard and Poor's/Fitch rating system B1 according to Moody's, or equivalent according to the analysis of the Management Company) with a modified duration of between 0 and 6. The Sub-Fund will constantly be exposed to the fluctuations in this premium depending on the break-even points generated by the return on the portfolio.

Each listed bond will have a minimum rating of CCC+ or equivalent according to the analysis of the Management Company when purchased. In the event that the rating deteriorates, the Management Company will reserve the right to keep the bond, or not keep it in the portfolio of the Sub-Fund.

The rating applied by the Management Company will be the highest obtained from the agencies Standard and Poor's, Fitch and Moody's or equivalent according to the analysis of the Management Company. The Management Company leads its own analysis credit in the selection of the bonds to the acquisition and in the course of life.

- **Study of the different subordinated debt structures**

These structures have their own characteristics (repurchase option, option for deferred or non-payment of coupons or capital). The study and evaluation of these structures will be a major component of the investment process.

- **Carbon and ESG Considerations**

The Sub-Fund aims to invest in issuers, committed or with the potential to enable the transition to a low-carbon world, and reconciling financial and non-financial performance. The Management Company will thus incorporate, throughout its investment process, its objective to achieve a minimum reduction of 20% in GHG emissions intensity compared to a the composite index 90% Euro Financial Index (EB00) and 10% ICE BofAML BB-CCC 1-3 Year Euro Developed Markets High Yield Constrained Index (H1EC) as well as ESG criteria as further described within the non-financial approach described below (the "**Non-Financial Approach**").

<u>Non-Financial Approach</u>

The purpose of this Non-Financial Approach is to improve the issuer selection process from its investment universe by particularly taking into account criteria associated primarily with the reduction of the carbon footprint and also but not in a preponderant manner, ESG Criteria within the meaning of article 8 SFDR. This Non-Financial Approach as well as its limitation in methodology are further described below.

Based on the exclusion and extra-financial supervision policy set forth in section 4.6 "ESG and Carbon Approach" in Part A of this Prospectus and the fundamental analysis carried out in accordance with the Sub-Fund's investment strategy described above, the Management Company identifies an investment universe of approximately 100 to 150 issuers most of which belong to the composite index composite index 90% Euro Financial Index (EB00) and 10% ICE BofAML BB-CCC

1-3 Year Euro Developed Markets High Yield Constrained Index (H1EC). Some of these issuers may not be included in this index.

The primary objective of the Non-Financial Approach is to ensure that the weighted average carbon intensity of the FCP (GHG emissions per million euros of turnover) is at least 20% lower than that of the composite index composite index 90% Euro Financial Index (EB00) and 10% ICE BofAML BB-CCC 1-3 Year Euro Developed Markets High Yield Constrained Index (H1EC) pursuant to the Carbon Footprint Reduction Policy set forth in section 4.6 “ESG and Carbon Approach” in Part A of this Prospectus. The benchmark used by the Sub-Fund is a broad market index that do not necessarily consider in its composition or calculation methodology the non-financial characteristics promoted by the Sub-Fund. The Management Company considers that the dispersion of this index would not question the significance of its carbon footprint reduction approach.

For the purposes of the bottom-up analysis conducted prior to any investment, the Management Company will also promotes ESG Criteria by assigning to each company an ESG Score, ranging from 0% to 100% (0% representing an ESG opportunity and 100% the highest-ESG risk company), and excluding any companies having an ESG profile of more than 80% from its portfolio. Furthermore, the Sub-Fund will also systematically submit issuers with an ESG profile ranging from 60% to 80% to the ESG Committee, which holds veto power.

The Management Company ensures that at least 90% of portfolio securities (as a % of Net Assets) are subject to an ESG and carbon footprint analysis, it being specified that (i) bonds and other debt securities issued by public or quasi-public issuers, cash held on an ancillary basis, and joint assets (ii) derivative instruments for hedging purposes, and (iii) securities whose performances are swapped via TRS over a period exceeding one month, are not taken into account in the context of this extra-financial approach.

The implementation of this Non-Financial Approach shall lead to the exclusion of a significant number potential opportunities across the steps of the selection process.

This Non-Financial Approach presents certain methodological limitations according to the Management Company:

- a limited number of companies publish audited GHG data on scopes 1, 2 and 3 (upstream and/or downstream), the Management Company may have difficulties in identifying data relating to a given emitter and using, for example, data from its sector of activity;
- the Sub-Fund does not take into account GHG data on scopes 3 (upstream and/or downstream);
- the GHG data available for an emitter may be erroneous or incomplete either because of the databases of data providers such as Bloomberg or Trucost, or because of emitters who, when carrying out voluntary GHG reporting, may vary the scope of this reporting without the figures being corrected. In such cases, the Management Company may have to make certain restatements or additions to complete the available data in the light of the information available to it;
- the Internal ESG Note is relies on a tool developed by an external service provider and based on sources which must be updated periodically and which may become obsolete between two updates;
- with the exception of sectors identified under the group exclusion policy described in section 4.6 “ESG and Carbon Approach” in Part A of this Prospectus, the investment strategy does not exclude *per se* any specific economic sector and may be exposed to certain controversies related to

some of these sectors as described in the description of Sustainability Risk in Chapter 5 "Risk Factors" of Part A of this Prospectus.

Taxonomy Regulation

This Sub-Fund product promotes environmental characteristics. However, the Sub-Fund does not commit to making sustainable investments and does not take into account the EU criteria for environmentally sustainable economic activities within the meaning of the Taxonomy Regulation and its portfolio alignment with such Taxonomy Regulation is not calculated. Therefore, the "*do no significant harm*" principle does not apply to any of the investments of this financial product.

2. Risk Profile

Shareholders are warned that they have no guarantee of getting back the capital invested.

The Sub-Fund's global exposure is calculated through the commitment approach and shall not exceed 100% of its total net assets.

The risk factors specific to this Sub-Fund are mostly credit risk, interest rate risk, counterparty risk, equity risk, currency risk and financial derivative instruments risk as further described in section "Risk factors" of Part A of this Prospectus.

Risk of release of the mechanism of the hybrid bonds:

The Sub-Fund may invest in hybrid bonds (such as subordinated bonds, convertible bonds, refundable bonds in shares) and may be subject to the risks inherent to such hybrid bonds such as a direct or indirect equity risk, interest rate risk and credit risk. The value of these instruments depends on several factors: level of the interest rates, the evolution of the equity price underlying, early refunds / delays or stop of the refunds on the subordinated bonds. These various elements can pull a reduction in the asset value of the Sub-Fund.

Risk relating to the investment in Asset-Backed Securities (ABS) and Mortgage-Backed Securities (MBS):

The Sub-Fund may have exposure to asset-backed securities (including asset pools in credit card loans, auto loans, residential and commercial mortgage loans, collateralised mortgage obligations and collateralised debt obligations), agency mortgage pass-through securities and covered bonds. The obligations associated with these securities may be subject to greater credit, liquidity and interest rate risk compared to other debt securities such as government issued bonds. ABS and MBS are securities that entitle the holders thereof to receive payments that are primarily dependent upon the cash flow arising from a specified pool of financial assets such as residential or commercial mortgages, motor vehicle loans or credit cards. ABS and MBS are often exposed to extension and prepayment risks that may have a substantial impact on the timing and size of the cash flows paid by the securities and may negatively impact the returns of the securities. The average life of each individual security may be affected by a large number of factors such as the existence and frequency of exercise of any optional redemption and mandatory prepayment, the prevailing level of interest rates, the actual default rate of the underlying assets, the timing of recoveries and the level of rotation in the underlying assets.

Specific risks linked to the investment in the contingent convertible bonds ("CoCos"):

The attention of the investor is drawn to the specific risks linked to investments in CoCos as described under Chapter 5 “Risk factors” of the Part A “General Information” of the Prospectus.

Risk relating to investments in speculative high-yield securities:

This Sub-Fund must be considered as partially speculative, and is more specifically intended for investors who are aware of the inherent risks of investing in securities that have low credit ratings or are unrated, which may result in a decrease in the net asset value.

Risk relating to investments in distressed / defaulted securities:

Even if the Sub-Fund will not seek to invest in securities issued by companies that are in severe financial distress (“distressed securities”) or in high risk of default carry a significant risk of capital loss (“defaulted securities”), it may however be exposed to them as a result of potential downgrading of issuers. Defaulted securities (rated “D” by Standard & Poor’s or the equivalent by any other agency) and distressed securities (rated below “CCC” by Standard & Poor’s or the equivalent by any other agency) are subject to a high liquidity risk.

Discretionary risk:

The discretionary management style is based on anticipating changes in the various markets (bonds). There is a risk that the Sub-Fund may not be invested in the best-performing markets at all times.

Liquidity risk:

Liquidity of some assets of the Sub-Fund may sometimes be low, particularly in over-the-counter markets. Especially in turbulent market conditions, their prices may experience significant fluctuations. It can sometimes be difficult to unwind some positions on good terms for several consecutive days.

There can be no assurance that the liquidity of some and assets will always be sufficient. Indeed, some Sub-Fund's assets may suffer from adverse market developments that may make it more difficult to adjust positions on good terms.

The Sub-Fund is exposed to currency and counterparty risk on an ancillary basis.

The Management Company has however put in place an appropriate risk management process so as to identify, assess and manage such a liquidity risk and to ensure that the Sub-Fund’s portfolio is sufficiently liquid at all times.

Risk of conflict of interests:

The Sub-Fund can be invested in other investment funds managed by Tikehau IM or company connected or securities issued by these funds. This situation can be source of conflicts of interests.

OTC Derivative instruments:

For the purpose of implementing the investment objective and policy above, the Sub-Fund will enter into Total Return Swap equivalent transactions to hedge the portfolio or to gain synthetic long and short exposure to securities which fulfil the characteristics described in the investment strategy. Instruments such as CFDs should be considered as financial derivative instruments having similar characteristics to Total Return Swaps. The Sub-Fund will also enter into over-the-counter derivative instruments with a limited number of identified counterparties, which may trigger counterparty risks.

They will have the following characteristics:

- The underlying assets will consist in indices, single issuers, interest rates or currencies, in which the Sub-Fund may invest in accordance with its investment policy;
- The counterparties to the over-the-counter transactions will be high credit quality financial institutions, either credit institutions, established in OECD subject to prudential standards or not, that is of good reputation and a good rating. The Sub-Fund will appoint a limited number of counterparties, such as Goldman Sachs International, JPMorgan Chase bank N.A. and BNP Paribas, and may change them in the future. Details of counterparties will be disclosed in the annual report of the Company. Such counterparties do not have any discretion over the composition or management of the Sub-Funds' portfolio or over the underlying assets of financial derivative instruments used by a Sub-Fund;
- The risk exposure to counterparties arising from these techniques and OTC derivative transactions should be combined when calculating the counterparty risk limits of the Sub-Fund as well as the internal risk limits. These limits will be closely monitored on a daily basis as part of the risk management process in place.

Management of collateral for OTC financial derivative transactions:

When the Sub-Fund enters into OTC derivative instruments transactions, it will ensure that counterparties deliver cash collateral only, subject to the following conditions:

a) The Sub-Fund will apply an haircut of 0% to the cash collateral received, except if there is a mismatch between the currency of exposure and the currency of collateral, in the latter case a haircut of 5% will apply;
b) Cash collateral received should only be:
    - placed on deposits with credit institutions which are repayable on demand or have the right to be withdrawn and mature in no more than 12 months, provided that the credit institution has its registered office in an EU Member State or, if the credit institution has its registered office in a third country, provided that it is subject to prudential rules equivalent to those laid down in Community law;
    - invested in high-quality government bonds with a maturity up to 50 years;
    - invested in short-term money market funds as defined in the Guidelines on a Common Definition of European Money Market Funds.
c) Risks linked to the management of collateral, such as operational and legal risks, will be identified, managed and mitigated in accordance with the Management Company's risk management process concerning the Sub-Fund;
d) Re-invested cash collateral should be diversified in accordance with the diversification requirements applicable to non-cash collateral.

Re-investment of cash collateral involves the risk of loss of money and more specifically the main risks arising from re-investment of cash collateral are credit risk and concentration risk. These risks are monitored and managed regularly as they are in the scope of the Management Company's risk management process.

Sustainability Risks:

It is expected that the Sub-Fund will be exposed to a broad range of Sustainability Risks. However, as the Sub-Fund is broadly diversified, it is not anticipated that any single Sustainability Risk will drive a material negative financial impact on the value of the Sub-Fund.

3. Profile of the Typical Investor

Generally, the profile of the typical investor for whom the Sub-Fund has been designed is a sophisticated investor with a good understanding of the risks inherent to an investment in this Sub-Fund, in particular the risks related to investments in CoCos but also in ABS/MBS instruments and distressed/defaulted securities and wishing to invest in the Euro zone debt instrument market and who is prepared to accept fluctuations in the value of their investment and the risks associated with investments on that market (including risks inherent to subordinated debts), as described in Chapter 5 "Risk Factors" of Part A of this Prospectus.

The capital is not guaranteed. Investors may not recover the value of their initial investment.

Investors' attention is drawn to the fact that the Sub-Fund is actively managed and its strategy will never consist in tracking the composition of a benchmark index. However, the ICE BofAML 3-5 Year Euro Government Index may be used as an ex-post performance indicator. The Management Company has full discretion over the composition of the portfolio of the Sub-Fund and there are no restrictions on the extent to which the Sub-Fund's portfolio and performance may deviate from the ones of the ICE BofAML 3-5 Year Euro Government Index. The level of the ICE BofAML 3-5 Year Euro Government Index can be viewed on the Internet, on https://www.theice.com/market-data/indices[1], for instance.

The ICE BofAML 3-5 Year Euro Government Index is, as at the date of this Prospectus, provided by a benchmark administrator, ICE Data Indices LLC, who has been authorised pursuant to article 32 of the Benchmarks Regulation and accordingly appears on the register of administrators and benchmarks maintained by ESMA pursuant to article 36 of the Benchmarks Regulation.

The recommended investment horizon is at least 3 years.

4. Valuation Date

Valuation dates of the Sub-Fund will be each Bank Business Day in Luxembourg and in France.

5. Share Classes available and expenses

The Share Class categories available in this Sub-Fund have the general characteristics described under Chapter 6 "Sub-Funds and Shares of the Company" of the Part A "General Information", unless otherwise provided in the table below.

[1] Shareholders requiring additional information may contact the Management Company.

Classes	Management Fee (max)	Performance Fee (max)
A	1.50%	10% of the performance over the reference indicator ICE BofAML 3-5 Year Euro Government Index, net of management fees
E	0.20%	None
I	0.50%	10% of the performance over the reference indicator ICE BofAML 3-5 Year Euro Government Index + 100bp, net of management fees
S	0.60%	None
SI	0.55%	None
I-R	0.50%	10% of the performance over the reference indicator ICE BofAML 3-5 Year Euro Government Index + 100bp, net of management fees
AF	0.60%	10% of the performance over the reference indicator ICE BofAML 3-5 Year Euro Government Index + 90bp, net of management fees

5.1. Performance fee calculation

In respect of the Share Classes that charge a performance fee as identified in the above table, the Management Company is entitled to receive from the net assets of the relevant Share Class a performance-based incentive fee. The performance fee is calculated, and where applicable accrued, separately per Share Class on each Valuation Date, using the methodology described below.

The performance fee is calculated on the basis of the Net Asset Value per Share after deducting all expenses, fees (but not any accrued unpaid performance fee except for the unpaid performance fee in respect of Shares redeemed during the Crystallisation Period, as further described below) and adjusting for subscriptions, redemptions, and distributions orders executed from date of the previous Reference Net Asset Value, so that these will not affect the due performance fee.

The performance fee mechanism that is employed is the performance fee reference indicator mechanism. The reference indicator with which the performance of the relevant Share Classes will be compared is indicated in the above table (including the hurdle) for each Share Class (the "**Reference Indicator**"). This mechanism seeks to ensure that the Management Company cannot (i) earn a performance fee as a consequence of previous underperformance against the Reference Indicator over the Reference Period, nor (ii) claim performance fees unless the Net Asset Value at the end of a Crystallisation Period is higher than the applicable Reference Net Asset Value (as defined below).

For the purpose of this Sub-Fund:

- A Reference Period is the time horizon of (5) Crystallisation Periods, on a rolling basis, over which the performance of the Sub-Fund is measured and compared with that of the Reference Indicator to ensure that past underperformance or negative performance of a Share Class compared to the Reference Indicator must be clawed back before a performance fee becomes payable (the "**Reference Period**").

- A Crystallisation Period begins on the 1st Valuation Date of each financial year following the previous Crystallisation Period and ends on the last Valuation Date of December of the same year, subject to the below (the "**Crystallisation Period**"). The first Crystallisation Period of a given Share Class shall be understood as being the period starting as of the launch date of the Share Class and ending the immediately following 31st of December.

- the Reference Net Asset Value used for a given Crystallisation Period is defined as the highest Net Asset Value in respect of which a performance fee was calculated and paid over the Reference Period, it being provided that the initial Net Asset Value of a given Share Class shall be set as the first Reference Net Asset Value thereof (the "**Reference Net Asset Value**"). If no such performance fees have been paid over the Reference Period, the Reference Net Asset Value shall be set to the Net Asset Value calculated on the first Valuation Day of the Reference Period. The Reference Net Asset Value is adjusted in case of distributions.

A performance fee in respect of any Share Class is calculated during each Crystallisation Period considering the spread between (i) the performance of the Net Asset Value of a Share Class over a given Crystallisation Period above the Reference Net Asset Value (the "**Performance**") and (ii) the performance of the Reference Indicator against the Reference Net Asset Value (the "**Benchmark Performance**").

In case of a positive spread (the "**Positive Relative Performance**"), the performance fee shall be calculated on the basis of such Positive Relative Performance and due at the end of the relevant Crystallisation Period. Given that the Performance is calculated with respect to the Reference Net Asset Value, a Positive Relative Performance may only exist and hence performance fees may only be paid if the absolute Performance is positive over the entire Reference Period.

In addition, (i) if the Sub-Fund or Share Class is closed or subject to a merger in the course of a Crystallisation Period and (ii) where Share Classes are redeemed on a date other than that on which a performance fee is paid while accruals have been made for the performance fee, the performance fee will in principle be crystallised at the date of the event triggering the end of the Crystallisation Period for such shares and the performance fee will be paid, even if a performance fee is no longer payable at the end of the ongoing Reference Period.

The Reference Indicator and Reference Period will be periodically reset to take into account the length of the Reference Period representing a maximum duration of five (5) rolling Crystallisation Periods, provided that such reset will only pertain to the fraction of the underperformance coming from the elapsed fiscal year (N-5) that would not have yet been compensated over the on-going Reference Period.

Performance fee provision mechanism

A provision in respect of performance fee will be made on each Valuation Date if a performance fee is due according to the previous paragraphs. For this purpose, those conditions will be assessed for each Share Class by reference to the Performance and the Benchmark Performance over the period from the first day of the Reference Period up to such Valuation Date. If no performance fees are due, no accrual will be made in respect of the Valuation Date in question.

The performance fee provision on a specific Valuation Date is calculated, where applicable, by multiplying the Positive Relative Performance by the performance fee rate indicated in the above table and the number of Shares outstanding on such Valuation Date, adjusted for subscriptions, redemptions and distributions.

On each Valuation Date, the performance fee accounting provision made on the immediately preceding Valuation Date is adjusted to reflect the Shares' Performance, positive or negative, calculated as described above. Accordingly, except with respect to any performance fee that has accrued as of that point when distributions or redemptions proceeds are paid out and which is considered earned, previously accrued performance fees will be cancelled out by any subsequent underperformance in comparison with the Benchmark Performance. The performance fee accounting provision may, however, never be negative and under no circumstances will the Management Company pay money into the Sub-Fund or to any Shareholder thereof for any such underperformance.

Subject to the above, if at the end of a Crystallisation Period, an accrual for performance fees is booked in the statement of operations of any Share Class, it will become payable to the Management Company.

Anticipated crystallisation of accrued performance fees

In the event that a shareholder redeems Shares prior to the end of the Crystallisation Period, any accrued but unpaid performance fee relating to those redeemed Shares shall be immediately crystallised and will be paid to the Management Company at the end of the considered Crystallisation Period according to the following formula:

> *Crystallised performance fee on a Valuation Day = (number of Shares redeemed on the Valuation Date / total number of Shares on the previous Valuation Date) * performance fee accrued on the previous Valuation Date*

If the Sub-Fund or a Share Class is closed or (subject to the best interest of investors of both the merging and the receiving fund, sub-fund or Share Class) merged before the end of the Crystallisation Period, the performance fee accrued as of the closing or merger of the Sub-Fund or such Share Class, if any, will be paid as if the date of closing was the end of the Crystallisation Period.

5.2. Example of determination of performance fee

Year	Net Asset Value (end of the year)	Reference Net Asset Value	Performance vs. Reference Net Asset Value	Benchmark Performance	Benchmark Performance vs. Reference Net Asset Value	Relative Performance	Payment of performance fees (Yes/No)	Performance fees amount
0	100			100				
1	98	100	-2.00%	99	-1.00%	-1.00%	No	
2	102	100	2.00%	103	3.00%	-1.00%	No	
3	**104**	**100**	**4.00%**	**102**	**2.00%**	**2.00%**	**Yes (*)**	**0.2€ (**)**
4	99	104 (*)	-4.81%	98	-5.77%	0.96%	No	
5	98	104	-5.77%	95	-8.65%	2.88%	No	
6	100	104	-3.85%	101	-2.88%	-0.96%	No	
7	103	104	-0.96%	104	0.00%	-0.96%	No	
8	**100**	**104**	**-3.85%**	**101**	**-2.88%**	**-0.96%**	**No (***)**	
9	102	99	3.03%	103	4.04%	-1.01%	No	
10	105	99	6.06%	106	7.07%	-1.01%	No	

(*) Update of the Reference Net Asset Value following the payment of performance fees
(**) Amount calculated on the basis of the 10% rate applicable to all Share Classes
(***) Update of the Reference Net Asset Value following the end of the 5th year of the 5 years rolling Reference Period

5.3. Other Fees

In addition, other fees will be charged to each Class, such as banking fees, brokerage fees, transaction fees and other fees payable to the counterparts of the Company (including but not limited to the Depositary Bank and Central Administration), audit fees, legal and regulatory fees, taxes and other fees as more described in section “Expenses” of Part A of this Prospectus.

For additional information related to the ongoing charge figures of each Class, please refer to the KIID, to the financial reports and to the relevant agreements of the Company.

Any investor who subscribes, converts or redeems shares through paying agents may be required to pay fees connected to the transactions processed by the said paying agents in the jurisdictions in which shares are offered.

The Company may in its discretion waive minimum initial subscription amounts. In such latter case, the Company will ensure that the investors concerned are equally treated.

As permitted by, and subject to the provisions of, applicable laws and regulations, including the principle of equal treatment of the Shareholders, rebates on the management and/or performance fee may be granted by the Management Company to certain distributors and/or investors.

In addition, other fees will be charged to each Class, such as banking fees, brokerage fees, transaction fees and other fees payable to the counterparts of the Company (including but not limited to the Depositary Bank and Central Administration), audit fees, legal and regulatory fees, taxes and other fees as more described in section “Expenses” of Part A of this Prospectus.

For additional information related to the ongoing charge figures of each Class, please refer to the KIID, to the financial reports and to the relevant agreements of the Company.

Any investor who subscribes, converts or redeems shares through paying agents may be required to pay fees connected to the transactions processed by the said paying agents in the jurisdictions in which shares are offered.

As permitted by, and subject to the provisions of, applicable laws and regulations, including the principle of equal treatment of the Shareholders, rebates on the management and/or performance fee may be granted by the Management Company to certain distributors and/or investors.

6. Subscription

Shares are available for subscriptions on each Valuation Date on a forward pricing base.

Applications for shares must be received by the Registrar and Transfer Agent at the latest on the Valuation Date until the cut-off time fixed at 12:00 noon Luxembourg time to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for shares received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

Subscriptions must only be made in amounts or in a number of shares. The subscription amount to be paid by investors must be received by the Company or its delegates at the latest on the second Bank Business Day following the applicable Valuation Date. Any order for which the proceeds have not been received by the Company by the above cut-off time will be dealt with on the next Valuation Date.

7. Redemption / cut-off time

Shareholders are entitled to redeem their shares on each Valuation Date on a forward pricing base. Applications for redemptions must be received by the Registrar and Transfer Agent at the latest on the Valuation Date until the cut-off time fixed at 12:00 noon Luxembourg time to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Redemptions may be made in amounts or in a number of shares. Redemption payments will be made at the latest on the second Bank Business Day following the applicable Valuation Date. Applications for redemptions received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

8. Conversion /cut-off time

Applications for conversion must be received by the Registrar and Transfer Agent at the latest on the Valuation Date until 12:00 noon Luxembourg time to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for conversion received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

9. Investment Manager / Advisor

For the purpose of investing in North America, the Management Company has partially sub-delegated the portfolio management of the Sub-Fund to Tikehau Capital North America, a subsidiary of Tikehau Capital Group having the status of a Registered Investment Adviser with the U.S. Securities and Exchange Commission (SEC).

The Management Company has appointed Tikehau Investment Management Asia PTE LTD, portfolio management company authorised by the Monetary Authority of Singapore under Licence No. CMS100458-1, having its registered office at 12 Marina View, #23-06, Singapore (018961), as Investment Advisor of the Sub-Fund.

Tikehau Short Duration

SUB-FUND SPECIFICS

1. Investment Objective and Policy

1.1. Investment objective of the Sub-Fund

The Sub-Fund seeks to achieve an annualised gross performance that exceeds that of the reference indicator 3-month Euribor "EUR 3M" +200 basis points, over an investment horizon of at least 12 – 18 months. The net investment objective of the Sub-Fund is obtained by reducing the gross investment objective by the management fees specific to each Share Class as described below under section 5 “Share Classes available and expenses”.

In addition to the above, although the Sub-Fund does not have a specific sustainable investment objective pursuant to article 9 of the SFDR, it incorporates an extra-financial approach whereby the weighted average carbon intensity of the Sub-Fund (GHG emissions per million euros of turnover) must be at least 20% lower than that of the following composite index: 65% ICE BofAML 1-3 Year Euro Corporate Index (ER01) and 35% Global High Yield Index (HW00).

For that purpose the Sub-Fund will have mainly exposure to investment grade debt instruments (with a rating above or equal to BBB- from Standard and Poor's/Fitch or Baa3 from Moody's), issued by entities in the private and public sectors, mainly in the Eurozone.

Furthermore, the Sub-Fund may invest in other categories of assets, such as cash instruments, derivatives instruments and equity instruments.

The Reference Currency of the Sub-Fund is the Euro (“**EUR**”).

1.2. Investment policy of the Sub-Fund

The investment strategy of the Sub-Fund consists in the active and discretionary management of a diversified portfolio of debt instruments issued by private or public issuers situated mainly in the Eurozone, principally of the investment grade category (i.e. having a rating over or equal to BBB- of Standard & Poor’s/Fitch or Baa3 of Moody’s), whose interest rate risk is minimized through the use of bonds with variable interest rates and revisable without maturity criteria, short maturity bonds, instruments for the hedging of interest rate risk (interest rate swaps or futures contracts) and inflation-linked bonds. The rating applied by the Management Company will be the highest obtained from the agencies Standard and Poor's, Fitch and Moody’s.

The Sub-Fund may have an exposure to assets denominated in other currencies than Euro up to 30% of its net assets.[2]

The Sub-Fund may also have an exposure in high yield securities (i.e. having a rating below BBB- of Standard & Poor’s/Fitch or Baa3 of Moody’s) or unrated securities whose creditworthiness is, in the opinion of the Management Company, of comparable quality to other securities eligible for investment by the Sub-Fund. Both investments will not represent more than 45% of the net assets of the Sub-

[2] This possibility for the Sub-Fund to be exposed to assets denominated in other currencies than Euro up to 30% of its net assets is applicable as from 13 July 2022. Until 13 July 2022, the limit of exposure would be set at 15%.

Fund and exposure in high yield securities will be limited to 35% of the net assets of the Sub-Fund.

The portfolio will be sensitive to interest rates, and will not be subject to maturity constraints for each bond. This sensitivity will be actively managed, based on the Management Company's expectations, and will range between -1 and 1 overall. Sensitivity to credit spreads will be between -1 and 4.

Lastly, the Sub-Fund may invest in ABS/MBS up to 10% of its net assets, and hold distressed/defaulted securities as a result of the potential downgrading of the issuers (i.e. securities which are highly vulnerable to non-payment and the rating of which is below "CCC" according to Standard & Poor's or the equivalent by any other agency) up to 10% of its net assets. Should the distressed/defaulted securities represent more than 10% of the Sub-Fund's net assets in the circumstances described in the preceding sentence, the exceeding portion will be sold as soon as possible, under normal market circumstances, and in the best interest of Shareholders. The Sub-Fund will not actively invest in distressed/defaulted securities.

Securities downgraded to CCC+ and lower will trigger a review of the relevant company's credit analysis by the analysts and portfolio managers at the level of the Management Company or Investment Manager, as the case may be (the "Portfolio Managers"), in order to (i) identify the reasons leading to such downgrade (in the event that such reasons have not already been pointed out), (ii) verify whether the Portfolio Managers are still comfortable with the credit fundamentals of the company and (iii) verify if the downgrade might change the investment thesis and/or the recommendation of the analysts. As a result of this ad-hoc analysis, the Portfolio Managers may decide to reduce, close, hold or increase their position on the downgraded security, subject to the limit described above.

The aim is to receive the income generated by the portfolio of the Sub-Fund, and possibly to optimize that income via overexposure. Derivatives (including credit derivatives up to 100% of its net assets) may then be used both for hedging and investment purposes, the global exposure from derivatives shall not exceed 100% of its total net assets.

The investment process is based on the ability to analyse credit risks as well as the technical characteristics of the issuances from the research and investment teams of the Management Company crossed with a top down approach reflecting the convictions of the investment team on the overall exposure of the Sub-Fund to credit and interest rate risks. The allocation on the different credit markets is left to the discretion of the investment team who assesses at all times the best relative value between these markets, the availability of instruments on the market and the implicit volatility of these instruments.

As a result, the Sub-Fund's investment strategy will be based on two main factors:

- The level of the yield curve: the Sub-Fund will minimise interest-rate risk by using floating-rate or interest-rate hedging instruments;
- The general level of risk premiums, and their structure for borrowers: the premium represents the return on risk for the asset class. The Sub-Fund will be continually involved in the fluctuations in this premium.

These components, along with the full array of debt instruments, will enable optimal management of the portfolio by adjusting the interest rate sensitivity of the Sub-Fund's portfolio through derivative instruments (the level of yield curve above described) and by adjusting the risks (the level of risk premiums above described).

The limits and constraints set out in this paragraph relate only to so-called "cash" securities, that is to say the assets excluding derivatives and securities incorporating derivatives described below. Derivatives do not fall within the above limits.

The issuing companies will be selected based on a high number of criteria, including, but not limited to:

- Size,
- Operating margins,
- The company's positioning and sector,
- The stability of the cash flow,
- The level of gearing and leverage,
- The management team's capabilities,
- The outlook for the company and the trend in its markets,
- ESG policy implemented by issuers: (i) how they manage non-financial risks and their main negative impacts on society and the environment (through their products & services, transactions, and supply chain) and (ii) their ability to offer solutions through their products and services that contribute positively to the UN Sustainable Development Goals (SDG), , in particular SDG 13 (Climate Action).

The Sub-Fund aims to invest in issuers, committed or with the potential to enable the transition to a low-carbon world, and reconciling financial and non-financial performance. The Management Company will thus incorporate, throughout its investment process, its objective to achieve a minimum reduction of 20% in GHG emissions intensity compared to the composite index 65% ICE BofAML 1-3 Year Euro Corporate Index (ER01) and 35% Global High Yield Index (HW00) as well as ESG criteria as further described within the non-financial approach described below (the "**Non-Financial Approach**").

1.3. Concerned financial instruments

Authorized assets, excluding derivatives

- Debt securities and money market instruments: up to 200% of the Sub-Fund's net assets. An exposure higher than 100% can be reached in case debt securities are lent for cash, which is then used to purchase other debt securities or money market instruments.
  - The Sub-Fund will primarily invest in private or Government debt securities (bonds, transferable debt securities or any other type of debt) of any seniority, or in listed securities issued by securitisation vehicles such as units in debt securitisation funds or equivalent vehicles.
  - This asset class will account for most of the capital investments.

- Units or shares of UCITS, investment funds, and ETF: The Sub-Fund may also invest up to a maximum of 10% of its net assets in UCITS and/or UCIs and/or ETF (including those managed by Tikehau Investment Management) pursuant to article 41.(1) (e) of the Investment Fund Law.

- Units or bonds issued by mutual fund securitization: The Sub-Fund may invest up to 10% of net assets in units or bonds of mutual fund securitization/ securitisation companies managed by the Management

Company and for which the Management Company can perceive structuring and management charges.

- <u>Exposure to the equity markets</u>: The Sub-Fund may invest up to a maximum of 10% of its net assets in the equity markets, either directly through equities of any capitalization and of all geographic zones or through debt instruments converted or reimbursed in capital or indirectly through UCITS and/or UCIs up to 10% of its net assets.

Furthermore, the bonds and debt securitisation funds in which the Sub-Fund invests may be unlisted, within the regulatory maximum of 10% of net assets (other eligible assets). As a listing is not often a guarantee of liquidity on the bond market, the Management Company views it as a sub-criterion.

<u>Securities with embedded derivatives</u>

The Sub-Fund may invest in securities with embedded derivatives (particularly warrants, convertible bonds, credit-linked notes (CLN), callable and puttable bonds, Euro Medium Term Notes (EMTN)) traded on regulated, organised or over-the-counter Eurozone and/or international markets up to a limit of 100% of its net assets. The underlying of such securities must qualify as an eligible asset class for UCITS under the Investment Fund law and the Grand-ducal Regulation of 8 February 2008.

The Sub-Fund can invest in Contingent Convertible Bonds ("CoCos") up to a 15% maximum of its net assets.

<u>Forward financial instruments</u>

- Risks in which the Management Company wishes to be exposed to:
  - Interest-rate risk,
  - Currency risk,
  - Credit risk,
  - Equity risk,
  - Volatility risk.

- Nature of the transactions:
  - Hedging,
  - Exposure.

- Nature of the instruments used:
  - Performance replication derivatives: Total return swaps (TRS), contracts for difference (CFD) and any other replication derivative on indexes;
  - Interest rates derivatives: Interest rate futures, options on interest rate futures, interest rate swaps, interest rate swaptions;
  - Equity derivatives: Futures and options on equity indexes (for hedging and exposure purposes) or on single stocks (for hedging purposes only);
  - ETF options;
  - Credit default swaps (CDS) on single issuers or on indexes, options on CDS;
  - Currency derivatives: The Sub-Fund's assets may also include a portion of assets in foreign currencies; currency derivatives transactions (swaps, forwards, futures and options) will be entered to hedge the currency risk. No significant currency risk will be taken by the Sub-Fund;

- Asset swaps: contracts that enable the delivery of a (conventional or convertible) bond to the counterparty via swapping the physical security against its nominal value and via arranging an interest-rate and/or currency swap with a margin (known as an asset swap).

Strategy for using derivatives:

- Hedge the portfolio against some risks (interest rates, equity, credit, foreign exchange, volatility);
- Gain exposure to interest rate risk, credit risk, equity risk and volatility risk
- Take relative credit positions (one specific issuer versus another, a specific issuer compared to a basket of issuers, a sector or a market index);
- Implement directional and relative convictions on interest rate and credit markets.

The Sub-Fund may have a delta-adjusted exposure to equity markets between -10% and +10% of its net assets either directly through equities of any capitalization and of all geographic zones, through debt instruments converted or reimbursed in capital, indirectly through UCITS and/or UCIs or through equity derivatives and equity ETF derivatives.

The Sub-Fund will enter into total return swaps underlying such as credit and equities single entities. The use of total return swaps will be temporary. Under normal circumstances, it is generally expected that the principal amount of such transactions will not exceed 40% of the Sub-Fund's net asset value. The principal amount of the Sub-Fund's assets that can be subject to the transactions may represent up to a maximum of 100% of the Sub-Fund's net asset value.

All income resulting from total return swaps will be returned to the Sub-Fund, net of direct and indirect operating costs, such as market fees, counterparty fees and broker fees.

The Sub-Fund may invest its excess cash in term deposit accounts. These deposits may exceptionally and temporarily amount to up to 100% of the Sub-Fund's net assets.

In any case, the total exposure of the Sub-Fund to bank deposits at sight is limited to 20% of its assets under normal market circumstances. This limit may be exceeded because of exceptionally unfavourable market conditions, when circumstances so require and for a period of time strictly necessary.

The Sub-Fund will not enter into securities financing transaction such as repurchase/reverse repurchase, securities lending, buy-sell back transactions or sell-buy back transactions.

Non-Financial Approach

The purpose of this Non-Financial Approach is to improve the issuer selection process from its investment universe by particularly taking into account criteria associated primarily with the reduction of the carbon footprint and also but not in a preponderant manner, ESG Criteria within the meaning of article 8 SFDR. This Non-Financial Approach as well as its limitation in methodology are further described below.

Based on the exclusion and extra-financial supervision policy set forth in section 4.6 "ESG and Carbon Approach" in Part A of this Prospectus and the fundamental analysis carried out in accordance with the Sub-Fund's investment strategy described above, the Management Company identifies an investment universe of approximately 200 to 300 issuers most of which belong to the composite index

65% ICE BofAML 1-3 Year Euro Corporate Index (ER01) and 35% Global High Yield Index (HW00). Some of these issuers may not be included in the composition of this index.

The primary objective of the Non-Financial Approach is to ensure that the weighted average carbon intensity of the FCP (GHG emissions per million euros of turnover) is at least 20% lower than that of ER01 pursuant to the Carbon Footprint Reduction Policy set forth in section 4.6 "ESG and Carbon Approach" in Part A of this Prospectus. The benchmark used by the Sub-Fund is a broad market index that do not necessarily consider in its composition or calculation methodology the non-financial characteristics promoted by the Sub-Fund. The Management Company considers that the dispersion of this index would not question the significance of its carbon footprint reduction approach.

For the purposes of the bottom-up analysis conducted prior to any investment, the Management Company will also promotes ESG Criteria by assigning to each company an ESG Score, ranging from 0% to 100% (0% representing an ESG opportunity and 100% the highest-ESG risk company), and excluding any companies having an ESG profile of more than 80% from its portfolio. Furthermore, the Sub-Fund will also systematically submit issuers with an ESG profile ranging from 60% to 80% to the ESG Committee, which holds veto power.

The Management Company ensures that at least 90% of portfolio securities (as a % of Net Assets) are subject to an ESG and carbon footprint analysis, it being specified that (i) bonds and other debt securities issued by public or quasi-public issuers, cash held on an ancillary basis, and joint assets (ii) derivative instruments for hedging purposes, and (iii) securities whose performances are swapped via TRS over a period exceeding one month, are not taken into account in the context of this extra-financial approach.

The implementation of this Non-Financial Approach shall lead to the exclusion of a significant number potential opportunities across the steps of the selection process.

This Non-Financial Approach presents certain methodological limitations according to the Management Company:

- a limited number of companies publish audited GHG data on scopes 1, 2 and 3 (upstream and/or downstream), the Management Company may have difficulties in identifying data relating to a given emitter and using, for example, data from its sector of activity;
- the Sub-Fund does not take into account GHG data on scopes 3 (upstream and/or downstream);
- the GHG data available for an emitter may be erroneous or incomplete either because of the databases of data providers such as Bloomberg or Trucost, or because of emitters who, when carrying out voluntary GHG reporting, may vary the scope of this reporting without the figures being corrected. In such cases, the Management Company may have to make certain restatements or additions to complete the available data in the light of the information available to it;
- the Internal ESG Note is relies on a tool developed by an external service provider and based on sources which must be updated periodically and which may become obsolete between two updates;
- with the exception of sectors identified under the group exclusion policy described in section 4.6 "ESG and Carbon Approach" in Part A of this Prospectus, the investment strategy does not exclude *per se* any specific economic sector and may be exposed to certain controversies related to some of these sectors as described in the description of Sustainability Risk in Chapter 5 "Risk Factors" of Part A of this Prospectus.

Taxonomy Regulation

The Sub-Fund promotes environmental characteristics and does not have a sustainable investment objective but it will invest to some extent in economic activities that contribute to an environmental objective. As such, the Sub-Fund is required to disclose information about the environmentally sustainable investments made in compliance with the Taxonomy Regulation.

The Sub-Fund intends to contribute to the following environmental objectives set out in the Article 9 of the Taxonomy Regulation: climate change mitigation and climate change adaptation.

In order to contribute to these objectives, it is expected that this Sub-Fund will make investments in EU Taxonomy-eligible economic activities, including but not limited to low carbon transport, renewable energy and sustainable real estate.

In line with the current state of the SFDR and the Taxonomy Regulation, the Management Company ensures cumulatively that such investments deemed sustainable (i) are eligible under the Taxonomy Regulation, (ii) meet the relevant technical screening criteria for determining the conditions under which an economic activity qualifies as contributing substantially to one of the objectives of the Taxonomy Regulation, (iii) do not significantly harm any of the objectives of the Taxonomy Regulation pursuant to the “do not significantly harm” criteria (iv) respect human and social rights under international law (also designated as minimum social guarantees) identified in the Taxonomy Regulation. In order to evaluate the investments deemed sustainable, the Management Company mainly relies on the analysis provided by the ESG specialist ISS ESG and reserves the right to complete this analysis with internal studies.

The Management Company (i) considers that the portion of the Sub-Fund’s investments whose contribution to the Taxonomy Regulation’s objectives would be measurable is currently too low and, as such, (ii) does not commit to invest a minimum portion of the Fund’s portfolio in assets invested in environmentally sustainable economic activities pursuant to article 3 of the Taxonomy Regulation. Accordingly, such portion will represent at least 0% of the Sub-Fund’s assets.

The Management Company anticipates an increase in the proportion of investments deemed sustainable pursuant to the Taxonomy Regulation as it will progressively be able to better identify companies whose economic activities are aligned with the environmental objectives of the Taxonomy Regulation. In such case, the Management Company will provide its best effort to communicate a realistic objective and calculate the most accurate level of alignment of the companies in portfolio that operate in economic activities qualified as sustainable pursuant to the Taxonomy Regulation.

Finally, it is reminded that the “do no significant harm” principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

2. Risk Profile

Shareholders are warned that they have no guarantee of getting back the capital invested.

The risk factors specific to this Sub-Fund are mostly credit risk, liquidity risk, interest rate risk, counterparty risk, equity risk, currency risk and financial derivative instruments risk as further described in section “Risk factors” of Part A of this Prospectus.

Global exposure:

The Sub-Fund’s global exposure is calculated through the Commitment Approach and the commitment from derivatives shall not exceed 100% of its total net assets.

Risk relating to hybrid bonds:

The Sub-Fund may invest in hybrid bonds (such as subordinated bonds, convertible bonds, refundable bonds in shares) and may be subject to the risks inherent to such hybrid bonds such as a direct or indirect equity risk, interest rate risk and credit risk. The value of these instruments depends on several factors: level of the interest rates, the evolution of the equity price underlying, early refunds / delays or stop of the refunds on the subordinated bonds. These various elements can pull a reduction in the asset value of the Sub-Fund.

Risk relating to the investment in Asset-Backed Securities (ABS) and Mortgage-Backed Securities (MBS):

The Sub-Fund may have exposure to asset-backed securities (including asset pools in credit card loans, auto loans, residential and commercial mortgage loans, collateralised mortgage obligations and collateralised debt obligations), agency mortgage pass-through securities and covered bonds. The obligations associated with these securities may be subject to greater credit, liquidity and interest rate risk compared to other debt securities such as government issued bonds. ABS and MBS are securities that entitle the holders thereof to receive payments that are primarily dependent upon the cash flow arising from a specified pool of financial assets such as residential or commercial mortgages, motor vehicle loans or credit cards. ABS and MBS are often exposed to extension and prepayment risks that may have a substantial impact on the timing and size of the cash flows paid by the securities and may negatively impact the returns of the securities. The average life of each individual security may be affected by a large number of factors such as the existence and frequency of exercise of any optional redemption and mandatory prepayment, the prevailing level of interest rates, the actual default rate of the underlying assets, the timing of recoveries and the level of rotation in the underlying assets.

Specific risks linked to the investment in the contingent convertible bonds (“CoCos”):

The attention of the investor is drawn to the specific risks linked to investments in CoCos as described under Chapter 5 “Risk factors” of the Part A “General Information” of the Prospectus.

Risk relating to investments in speculative high-yield securities:

This Sub-Fund must be considered as partially speculative, and is more specifically intended for investors who are aware of the inherent risks of investing in securities that have low credit ratings or are unrated, which may result in a decrease in the net asset value.

Risk relating to investments in distressed / defaulted securities:

Even if the Sub-Fund will not seek to invest in securities issued by companies that are in severe financial distress (“distressed securities”) or in high risk of default carry a significant risk of capital loss (“defaulted securities”), it may however be exposed to them as a result of potential downgrading of issuers. Defaulted securities (rated “D” by Standard & Poor’s or the equivalent by any other agency) and distressed securities (rated below “CCC” by Standard & Poor’s or the equivalent by any other agency) are subject to a high liquidity risk.

In the event of a downgrade, the Management Company will take the interests of Shareholders, market conditions and its own analysis of the securities concerned into account when respecting the Sub-Fund’s rating limits.

Discretionary risk:

The discretionary management style is based on anticipating changes in the various markets (bonds). There is a risk that the Sub-Fund may not be invested in the best-performing markets at all times.

Liquidity risk:

Liquidity of some assets of the Sub-Fund may sometimes be low, particularly in over-the-counter markets. Especially in turbulent market conditions, their prices may experience significant fluctuations. It can sometimes be difficult to unwind some positions on good terms for several consecutive days.

There can be no assurance that the liquidity of some assets will always be sufficient. Indeed, some Sub-Fund's assets may suffer from adverse market developments that may make it more difficult to adjust positions on good terms.

The Sub-Fund is exposed to currency and counterparty risk on an ancillary basis.

The Management Company has however put in place an appropriate risk management process so as to identify, assess and manage such a liquidity risk and to ensure that the Sub-Fund’s portfolio is sufficiently liquid at all times.

Risk of conflict of interests:

The Sub-Fund can be invested in other investment funds managed by Tikehau IM or company connected or securities issued by these funds. This situation can be source of conflicts of interests.

OTC Derivative instruments:

For the purpose of implementing the investment objective and policy above, the Sub-Fund will enter into Total Return Swap equivalent transactions to hedge the portfolio or to gain synthetic long and short exposure to securities which fulfil the characteristics described in the investment strategy. Instruments such as CFDs should be considered as financial derivative instruments having similar characteristics to Total Return Swaps. The Sub-Fund will also enter into over-the-counter derivative instruments with a limited number of identified counterparties, which may trigger counterparty risks.

They will have the following characteristics:

- The underlying assets will consist in indices, single issuers, interest rates or currencies, in which the Sub-Fund may invest in accordance with its investment policy;
- The counterparties to the over-the-counter transactions will be high credit quality financial institutions, either credit institutions subject to prudential standards or not, established in OECD that is of good reputation and a good rating. The Sub-Fund will appoint a limited number of counterparties, such

as Goldman Sachs International, JPMorgan Chase bank N.A. and BNP Paribas, and may change them in the future. Details of counterparties will be disclosed in the annual report of the Company. Such counterparties do not have any discretion over the composition or management of the Sub-Funds' portfolio or over the underlying assets of financial derivative instruments used by a Sub-Fund;

- The risk exposure to counterparties arising from these techniques and OTC derivative transactions should be combined when calculating the counterparty risk limits of the Sub-Fund as well as the internal risk limits. These limits will be closely monitored on a daily basis as part of the risk management process in place.

Management of collateral for OTC financial derivative transactions:

When the Sub-Fund enters into OTC derivative instruments transactions, it will ensure that counterparties deliver cash collateral only, subject to the following conditions:

a) The Sub-Fund will apply an haircut of 0% to the cash collateral received;

b) Cash collateral received should only be:

   - placed on deposits with credit institutions which are repayable on demand or have the right to be withdrawn and mature in no more than 12 months, provided that the credit institution has its registered office in an EU Member State or, if the credit institution has its registered office in a third country, provided that it is subject to prudential rules equivalent to those laid down in Community law;
   - invested in high-quality government bonds with a maturity up to 50 years;
   - invested in short-term money market funds as defined in the Guidelines on a Common Definition of European Money Market Funds.

c) Risks linked to the management of collateral, such as operational and legal risks, will be identified, managed and mitigated in accordance with the Management Company's risk management process concerning the Sub-Fund;

d) Re-invested cash collateral should be diversified in accordance with the diversification requirements applicable to non-cash collateral;

Re-investment of cash collateral involves the risk of loss of money and more specifically the main risks arising from re-investment of cash collateral are credit risk and concentration risk. These risks are monitored and managed regularly as they are in the scope of the Management Company's risk management process.

Sustainability Risks:

It is expected that the Sub-Fund will be exposed to a broad range of Sustainability Risks. However, as the Sub-Fund is broadly diversified, it is not anticipated that any single Sustainability Risk will drive a material negative financial impact on the value of the Sub-Fund.

3. Profile of the Typical Investor

Generally, the profile of the typical investor for whom the Sub-Fund has been designed is an investor wishing to invest in the Eurozone debt instrument market and who is prepared to accept fluctuations in the value of their investment and the risks associated with investments on that market (including risks inherent to high yield debt instruments), as described in Chapter 5 "Risk Factors" of Part A of this Prospectus.

The capital is not guaranteed. Investors may not recover the value of their initial investment.

Investors' attention is drawn to the fact that the Sub-Fund is actively managed and its strategy will never consist in tracking the composition of a benchmark index. However, the 3-month Euribor index may be used as an ex-post performance indicator. The Management Company/Investment Manager has full discretion over the composition of the portfolio of the Sub-Fund and there are no restrictions on the extent to which the Sub-Fund's portfolio and performance may deviate from the ones of the 3-month Euribor index. The level of the 3-month Euribor index can be viewed on the Internet, on www.banque-france.fr, for instance.

The 3-month Euribor index is provided by a benchmark administrator, European Money Markets Institute, who has been authorised pursuant to article 34 of the Benchmarks Regulation and accordingly appears on the register of administrators and benchmarks maintained by ESMA pursuant to article 36 of the Benchmarks Regulation.

The recommended investment horizon is at least 12 – 18 months.

4. Valuation Date

Valuation dates of the Sub-Fund will be each Bank Business Day in Luxembourg and in France.

5. Share Classes available and expenses

The Share Class categories available in this Sub-Fund have the general characteristics described under Chapter 6 "Sub-Funds and Shares of the Company" of the Part A "General Information", unless otherwise provided in the table below.

Classes	Management Fee (max)	Performance Fee (max)
R	1.00%	10% of the performance over the reference indicator Euribor 3M + 100bp, net of management fees
E	0.20%	None
K1	0.50%	10% of the performance over the reference indicator Euribor 3M + 150bp, net of management fees
K2	1.00%	10% of the performance over the reference indicator Euribor 3M + 100bp, net of management fees
I	0.50%	10% of the performance net over the reference indicator Euribor 3M + 150bp, net of management fees
I-R	0.50%	10% of the performance over the reference indicator Euribor 3M + 150bp, net of management fees
F	0.60%	10% of the performance over the reference indicator Euribor 3M + 140bp, net of management fees
SI	0.40%	None
SI-R	0.40%	None
SF	0.50%	10% of the performance over the reference indicator Euribor 3M + 150bp, net of management fees

5.1. Performance fee calculation

In respect of the Share Classes that charge a performance fee as identified in the above table, the Management Company is entitled to receive from the net assets of the relevant Share Class a performance-based incentive fee. The performance fee is calculated, and where applicable accrued, separately per Share Class on each Valuation Date, using the methodology described below.

The performance fee is calculated on the basis of the Net Asset Value per Share after deducting all expenses, fees (but not any accrued unpaid performance fee except for the unpaid performance fee in respect of Shares redeemed during the Crystallisation Period, as further described below) and adjusting for subscriptions, redemptions, and distributions orders executed from date of the previous Reference Net Asset Value, so that these will not affect the due performance fee.

The performance fee mechanism that is employed is the performance fee reference indicator mechanism. The reference indicator with which the performance of the relevant Share Classes will be compared is indicated in the above table (including the hurdle) for each Share Class (the "**Reference Indicator**"). This mechanism seeks to ensure that the Management Company cannot (i) earn a performance fee as a consequence of previous underperformance against the Reference Indicator over the Reference Period, nor (ii) claim performance fees unless the Net Asset Value at the end of a Crystallisation Period is higher than the applicable Reference Net Asset Value (as defined below).

For the purpose of this Sub-Fund:

- A Reference Period is the time horizon of (5) Crystallisation Periods, on a rolling basis, over which the performance of the Sub-Fund is measured and compared with that of the Reference Indicator to ensure that past underperformance or negative performance of a Share Class compared to the Reference Indicator must be clawed back before a performance fee becomes payable (the "**Reference Period**").
- A Crystallisation Period begins on the 1st Valuation Date of each financial year following the previous Crystallisation Period and ends on the last Valuation Date of December of the same year, subject to the below (the "**Crystallisation Period**"). The first Crystallisation Period of a given Share Class shall be understood as being the period starting as of the launch date of the Share Class and ending the immediately following 31st of December.
- the Reference Net Asset Value used for a given Crystallisation Period is defined as the highest Net Asset Value in respect of which a performance fee was calculated and paid over the Reference Period, it being provided that the initial Net Asset Value of a given Share Class shall be set as the first Reference Net Asset Value thereof (the "**Reference Net Asset Value**"). If no such performance fees have been paid over the Reference Period, the Reference Net Asset Value shall be set to the Net Asset Value calculated on the first Valuation Day of the Reference Period. The Reference Net Asset Value is adjusted in case of distributions.

A performance fee in respect of any Share Class is calculated during each Crystallisation Period considering the spread between (i) the performance of the Net Asset Value of a Share Class over a given Crystallisation Period above the Reference Net Asset Value (the "**Performance**") and (ii) the performance of the Reference Indicator against the Reference Net Asset Value (the "**Benchmark Performance**").

In case of a positive spread (the "**Positive Relative Performance**"), the performance fee shall be calculated on the basis of such Positive Relative Performance and due at the end of the relevant Crystallisation Period. Given that the Performance is calculated with respect to the Reference Net Asset Value, a Positive Relative Performance may only exist and hence performance fees may only be paid if the absolute Performance is positive over the entire Reference Period.

In addition, (i) if the Sub-Fund or Share Class is closed or subject to a merger in the course of a Crystallisation Period and (ii) where Share Classes are redeemed on a date other than that on which a performance fee is paid while accruals have been made for the performance fee, the performance fee will in principle be crystallised at the date of the event triggering the end of the Crystallisation Period for such shares and the performance fee will be paid, even if a performance fee is no longer payable at the end of the ongoing Reference Period.

The Reference Indicator and Reference Period will be periodically reset to take into account the length of the Reference Period representing a maximum duration of five (5) rolling Crystallisation Periods, provided that such reset will only pertain to the fraction of the underperformance coming from the elapsed fiscal year (N-5) that would not have yet been compensated over the on-going reference period.

Performance fee provision mechanism

A provision in respect of performance fee will be made on each Valuation Date if a performance fee is due according to the previous paragraphs. For this purpose, those conditions will be assessed for each Share Class by reference to the Performance and the Benchmark Performance over the period from the first day of the Reference Period up to such Valuation Date. If no performance fees are due, no accrual will be made in respect of the Valuation Date in question.

The performance fee provision on a specific Valuation Date is calculated, where applicable, by multiplying the Positive Relative Performance by the performance fee rate indicated in the above table and the number of Shares outstanding on such Valuation Date, adjusted for subscriptions, redemptions and distributions.

On each Valuation Date, the performance fee accounting provision made on the immediately preceding Valuation Date is adjusted to reflect the Shares' Performance, positive or negative, calculated as described above. Accordingly, except with respect to any performance fee that has accrued as of that point when distributions or redemptions proceeds are paid out and which is considered earned, previously accrued performance fees will be cancelled out by any subsequent underperformance in comparison with the Benchmark Performance. The performance fee accounting provision may, however, never be negative and under no circumstances will the Management Company pay money into the Sub-Fund or to any Shareholder thereof for any such underperformance.

Subject to the above, if at the end of a Crystallisation Period, an accrual for performance fees is booked in the statement of operations of any Share Class, it will become payable to the Management Company.

Anticipated crystallisation of accrued performance fees

In the event that a shareholder redeems Shares prior to the end of the Crystallisation Period, any accrued but unpaid performance fee relating to those redeemed Shares shall be immediately crystallised and will be paid to the Management Company at the end of the considered Crystallisation Period according to the following formula:

> *Crystallised performance fee on a Valuation Day = (number of Shares redeemed on the Valuation Date / total number of Shares on the previous Valuation Date) * performance fee accrued on the previous Valuation Date*

If the Sub-Fund or a Share Class is closed or (subject to the best interest of investors of both the merging and the receiving fund, sub-fund or Share Class) merged before the end of the Crystallisation Period, the performance fee accrued as of the closing or merger of the Sub-Fund or such Share Class, if any, will be paid as if the date of closing was the end of the Crystallisation Period.

5.2. Example of determination of performance fee

Year	Net Asset Value (end of the year)	Reference Net Asset Value	Performance vs. Reference Net Asset Value	Benchmark Performance	Benchmark Performance vs. Reference Net Asset Value	Relative Performance	Payment of performance fees (Yes/No)	Performance fees amount

0	100			100				
1	98	100	-2.00%	99	-1.00%	-1.00%	No	
2	102	100	2.00%	103	3.00%	-1.00%	No	
3	**104**	**100**	**4.00%**	**102**	**2.00%**	**2.00%**	**Yes (*)**	**0.2€ (**)**
4	99	104 (*)	-4.81%	98	-5.77%	0.96%	No	
5	98	104	-5.77%	95	-8.65%	2.88%	No	
6	100	104	-3.85%	101	-2.88%	-0.96%	No	
7	103	104	-0.96%	104	0.00%	-0.96%	No	
8	**100**	**104**	**-3.85%**	**101**	**-2.88%**	**-0.96%**	**No (***)**	
9	102	99	3.03%	103	4.04%	-1.01%	No	
10	105	99	6.06%	106	7.07%	-1.01%	No	

(*) Update of the Reference Net Asset Value following the payment of performance fees
(**) Amount calculated on the basis of the 10% rate applicable to all Share Classes
(***) Update of the Reference Net Asset Value following the end of the 5th year of the 5 years rolling Reference Period

5.3. Other Fees

In addition, other fees will be charged to each Class, such as banking fees, brokerage fees, transaction fees and other fees payable to the counterparts of the Company (including but not limited to the Depositary Bank and Central Administration), audit fees, legal and regulatory fees, taxes and other fees as more described in section "Expenses" of Part A of this Prospectus.

For additional information related to the ongoing charge figures of each Class, please refer to the KIID, to the financial reports and to the relevant agreements of the Company.

Any investor who subscribes, converts or redeems shares through paying agents may be required to pay fees connected to the transactions processed by the said paying agents in the jurisdictions in which shares are offered.

The Company may in its discretion waive minimum initial subscription amounts. In such latter case, the Company will ensure that the investors concerned are equally treated.

As permitted by, and subject to the provisions of, applicable laws and regulations, including the principle of equal treatment of the Shareholders, rebates on the management and/or performance fee may be granted by the Management Company to certain distributors and/or investors.

6. Subscription

Shares are available for subscriptions on each Valuation Date on a forward pricing base.

Applications for shares must be received by the Registrar and Transfer Agent at the latest on the Valuation Date until the cut-off time fixed at 12:00 noon Luxembourg time to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for shares received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

Subscriptions may be made in amounts or in a number of shares. The subscription amount to be paid by investors must be received by the Company or its delegates at the latest on the second Bank Business Day following the applicable Valuation Date. Any order for which the proceeds have not been received by the Company by the above cut-off time will be dealt with on the next Valuation Date.

7. Redemption / cut-off time

Shareholders are entitled to redeem their shares on each Valuation Date on a forward pricing base. Applications for redemptions must be received by the Registrar and Transfer Agent at the latest on the Valuation Date until the cut-off time fixed at 12:00 noon Luxembourg time to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Redemptions may be made in amounts or in a number of shares. Redemption payments will be made at the latest on the second Bank Business Day following the applicable Valuation Date. Applications for redemptions received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

This Sub-Fund will not apply the 10% redemption gate mechanism of Section 9 of this Prospectus.

8. Conversion / cut-off time

Applications for conversion must be received by the Registrar and Transfer Agent at the latest on the Valuation Date until 12:00 noon Luxembourg time to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for conversion received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

9. Investment Manager

For the purpose of investing in Pacific-Asia, the Management Company has partially sub-delegated the portfolio management of the Sub-Fund to Tikehau Investment Management Asia PTE LTD, giving it discretionary financial management (to the extent that it acts within the scope of its investment management agreement) with day to day authority, power and responsibility for the portfolio management of assets (in particular bonds) issued by companies located and incorporated in the Asia-Pacific Region in accordance with the Investment Objective, policies and Investment Restrictions of the Sub-Fund.

For the purpose of investing in North America, the Management Company has partially sub-delegated the portfolio management of the Sub-Fund to Tikehau Capital North America, a subsidiary of Tikehau Capital Group having the status of a Registered Investment Adviser with the U.S. Securities and Exchange Commission (SEC).

Tikehau Global Short Duration

SUB-FUND SPECIFICS

1. Investment Objective and Policy

1.1. Investment objective of the Sub-Fund

The Sub-Fund seeks to achieve an annualised gross performance that exceeds that of the reference indicator 3-month LIBOR USD "LIBOR 3M" USD + 200 basis points, over an investment horizon of at least 12 – 18 months. The net investment objective of the Sub-Fund is obtained by reducing the gross investment objective by the management fees specific to each Share Class as described below under section 5 “Share Classes available and expenses”.

In addition to the above, although the Sub-Fund does not have a specific sustainable investment objective pursuant to article 9 of the SFDR, it incorporates an extra-financial approach whereby the weighted average carbon intensity of the Sub-Fund (GHG emissions per million euros of turnover) must be at least 20% lower than that of the following composite index: 65% ICE BofA ML Global Corporate Index (G0BC) and 35% Global High Yield Index (HW00).

The Reference Currency of the Sub-Fund is the United States Dollar (“USD”).

1.2. Investment policy of the Sub-Fund

The investment strategy of the Sub-Fund consists in the active and discretionary management of a diversified portfolio of debt instruments issued by private or public issuers globally, with a key focus on Europe, Asia and the United States, of the investment grade category (i.e. having a rating over or equal to BBB- of Standard & Poor’s/Fitch or Baa3 of Moody’s), whose interest rate risk is minimized through the use of bonds with variable interest rates and revisable without maturity criteria, short maturity bonds, instruments for the hedging of interest rate risk (interest rate swaps or futures contracts) and inflation-linked bonds. The rating applied by the portfolio management company will be the highest obtained from the agencies Standard and Poor's, Fitch and Moody’s.

The aim is to receive the income generated by the portfolio of the Sub-Fund, and possibly to optimize that income via overexposure. Derivatives (including credit derivatives up to 200% of its net assets) may then be used both for hedging and exposure purposes and the Sub-Fund’s global exposure shall not exceed 200% of its total net assets.

The Sub-Fund may also have, on an ancillary basis, an exposure in high yield securities (i.e. having a rating below BBB- of Standard & Poor’s/Fitch or Baa3 of Moody’s) which will not represent more than 35% of the net assets of the Sub-Fund and unrated securities which will not represent more than 10% of the net assets of the Sub-Fund.

The Sub-Fund may also invest up to a maximum of 10% of its net assets in UCITS and/or UCIs (including those managed by Tikehau Investment Management) pursuant to article 41.(1) (e) of the Investment Fund Law.

The Sub-Fund may in addition invest up to a maximum of 10% of its net assets in the equity markets, either directly through equities of any capitalization and of all geographic zones or through debt instruments converted or reimbursed in capital or indirectly through UCITS and/or UCIs up to 10% of its net assets.

The Sub-Fund will enter into total return swaps underlying such as credit and equities single entities. The use of total return swaps will be temporary. Under normal circumstances, it is generally expected that the principal amount of such transactions will not exceed 40% of the Sub-Fund's net asset value. The principal amount of the Sub-Fund's assets that can be subject to the transactions may represent up to a maximum of 100% of the Sub-Fund's net asset value.

All income resulting from total return swaps will be returned to the Sub-Fund, net of direct and indirect operating costs, such as market fees, counterparty fees and broker fees.

The Sub-Fund may invest its excess cash in term deposit accounts. These deposits may amount to up to 100% of the Sub-Fund's assets.

In any case, the total exposure of the Sub-Fund to bank deposits at sight is limited to 20% of its assets under normal market circumstances. This limit may be exceeded because of exceptionally unfavourable market conditions, when circumstances so require and for a period of time strictly necessary.

The Sub-Fund will not enter into securities financing transaction such as repurchase/reverse repurchase, securities lending, buy-sell back transactions or sell-buy back transactions.

Lastly, the Sub-Fund may invest in ABS/MBS up to 10% of its net assets, in contingent convertible bonds up to 15% of its net assets, and in distressed/defaulted securities as a result of the potential downgrading of the issuers (i.e. securities which are highly vulnerable to non-payment and the rating of which is below "CCC" according to Standard & Poor's or the equivalent by any other agency) up to 10% of its net assets.

The Sub-Fund's multi-investment nature is significant, as the managers want to be able to invest freely in the debt instruments that they select via the most appropriate channels.

The portfolio will be sensitive to interest rates, and will not be subject to maturity constraints for each bond. This sensitivity will be actively managed, based on the manager's expectations, and will range between -1.0 and 1.0 overall. Sensitivity to credit spreads will be between -1.0 and 3.5.

Investments of the Sub-Fund will be based on two main factors:

- The level of the yield curve: The Sub-Fund will adjust interest-rate risk by using floating-rate or interest-rate hedging instruments.
- The general level of risk premiums, and their structure for borrowers:
  - The premium represents the return on risk for the asset class. The Sub-Fund will be continually involved in the fluctuations in this premium;
  - Managing the allocation between government bonds and private sector debt, so as to adjust the exposure to credit risks by decreasing (or increasing) exposure to government issuers or on the contrary by increasing (or decreasing) exposure to private sector issuers.

These components, along with the full array of debt instruments, will enable optimal management of the portfolio by adjusting the interest rate sensitivity of the Sub-Fund's portfolio through derivative instruments (the level of yield curve above described) and by adjusting the risks (the level of risk premiums above described).

The issuing companies will be selected based on a high number of criteria, including:

- Size,
- Operating margins,
- The company's positioning and sector,
- The stability of the cash flow,
- The level of gearing,
- The management team's capabilities,
- The outlook for the company and the trend in its markets,
- The ESG policy implemented by issuers: (i) how they manage non-financial risks and their main negative impacts on society and the environment (through their products & services, transactions, and supply chain) and (ii) their ability to offer solutions through their products and services that contribute positively to the UN Sustainable Development Goals (SDG), , in particular SDG 13 (Climate Action).

The Sub-Fund aims to invest in issuers, committed or with the potential to enable the transition to a low-carbon world, and reconciling financial and non-financial performance. The Management Company will thus incorporate, throughout its investment process, its objective to achieve a minimum reduction of 20% in GHG emissions intensity compared to the composite index 65% ICE BofA ML Global Corporate Index (G0BC) and 35% Global High Yield Index (HW00) as well as ESG criteria as further described within the non-financial approach described below (the "**Non-Financial Approach**").

Non-Financial Approach

The purpose of this Non-Financial Approach is to improve the issuer selection process from its investment universe by particularly taking into account criteria associated primarily with the reduction of the carbon footprint and also but not in a preponderant manner, ESG Criteria within the meaning of article 8 SFDR. This Non-Financial Approach as well as its limitation in methodology are further described below.

Based on the exclusion and extra-financial supervision policy set forth in section 4.6 "ESG and Carbon Approach" in Part A of this Prospectus and the fundamental analysis carried out in accordance with the Sub-Fund's investment strategy described above, the Management Company identifies an investment universe of approximately 150 to 200 issuers most of which belong to the composite index 65% ICE BofA ML Global Corporate Index (G0BC) and 35% Global High Yield Index (HW00). Some of these issuers may not be included in the composition of that index.

The primary objective of the Non-Financial Approach is to ensure that the weighted average carbon intensity of the FCP (GHG emissions per million euros of turnover) is at least 20% lower than that of the composite index 65% ICE BofA ML Global Corporate Index (G0BC) and 35% Global High Yield Index (HW00) pursuant to the Carbon Footprint Reduction Policy set forth in section 4.6 "ESG and Carbon Approach" in Part A of this Prospectus. The benchmark used by the Sub-Fund is a broad market index that do not necessarily consider in its composition or calculation methodology the non-financial characteristics promoted by the Sub-Fund. The Management Company considers that the dispersion of this index would not question the significance of its carbon footprint reduction approach.

For the purposes of the bottom-up analysis conducted prior to any investment, the Management Company will also promotes ESG Criteria by assigning to each company an ESG Score, ranging from 0% to 100% (0% representing an ESG opportunity and 100% the highest-ESG risk company), and excluding any companies having an ESG profile of more than 80% from its portfolio. Furthermore, the Sub-Fund will also systematically submit issuers with an ESG profile ranging from 60% to 80% to the ESG Committee, which holds veto power.

The Management Company ensures that at least 90% of portfolio securities (as a % of Net Assets) are subject to an ESG and carbon footprint analysis, it being specified that (i) bonds and other debt securities issued by public or quasi-public issuers, cash held on an ancillary basis, and joint assets (ii) derivative instruments for hedging purposes, and (iii) securities whose performances are swapped via TRS over a period exceeding one month, are not taken into account in the context of this extra-financial approach.

The implementation of this Non-Financial Approach shall lead to the exclusion of a significant number potential opportunities across the steps of the selection process.

This Non-Financial Approach presents certain methodological limitations according to the Management Company:

- a limited number of companies publish audited GHG data on scopes 1, 2 and 3 (upstream and/or downstream), the Management Company may have difficulties in identifying data relating to a given emitter and using, for example, data from its sector of activity;
- the Sub-Fund does not take into account GHG data on scopes 3 (upstream and/or downstream);
- the GHG data available for an emitter may be erroneous or incomplete either because of the databases of data providers such as Bloomberg or Trucost, or because of emitters who, when carrying out voluntary GHG reporting, may vary the scope of this reporting without the figures being corrected. In such cases, the Management Company may have to make certain restatements or additions to complete the available data in the light of the information available to it;
- the Internal ESG Note is relies on a tool developed by an external service provider and based on sources which must be updated periodically and which may become obsolete between two updates;
- with the exception of sectors identified under the group exclusion policy described in section 4.6 “ESG and Carbon Approach” in Part A of this Prospectus, the investment strategy does not exclude *per se* any specific economic sector and may be exposed to certain controversies related to some of these sectors as described in the description of Sustainability Risk in Chapter 5 "Risk Factors" of Part A of this Prospectus.

Taxonomy Regulation

The Sub-Fund promotes environmental characteristics and does not have a sustainable investment objective but it will invest to some extent in economic activities that contribute to an environmental objective. As such, the Sub-Fund is required to disclose information about the environmentally sustainable investments made in compliance with the Taxonomy Regulation.

The Sub-Fund intends to contribute to the following environmental objectives set out in the Article 9 of the Taxonomy Regulation: climate change mitigation and climate change adaptation.

In order to contribute to these objectives, it is expected that this Sub-Fund will make investments in EU Taxonomy-eligible economic activities, including but not limited to low carbon transport, renewable energy and sustainable real estate.

In line with the current state of the SFDR and the Taxonomy Regulation, the Management Company ensures cumulatively that such investments deemed sustainable (i) are eligible under the Taxonomy Regulation, (ii) meet the relevant technical screening criteria for determining the conditions under which an economic activity qualifies as contributing substantially to one of the objectives of the Taxonomy Regulation, (iii) do not significantly harm any of the objectives of the Taxonomy Regulation pursuant to the "do not significantly harm" criteria (iv) respect human and social rights under international law (also designated as minimum social guarantees) identified in the Taxonomy Regulation. In order to evaluate the investments deemed sustainable, the Management Company mainly relies on the analysis provided by the ESG specialist ISS ESG and reserves the right to complete this analysis with internal studies.

The Management Company (i) considers that the portion of the Sub-Fund's investments whose contribution to the Taxonomy Regulation's objectives would be measurable is currently too low and, as such, (ii) does not commit to invest a minimum portion of the Fund's portfolio in assets invested in environmentally sustainable economic activities pursuant to article 3 of the Taxonomy Regulation. Accordingly, such portion will represent at least 0% of the Sub-Fund's assets.

The Management Company anticipates an increase in the proportion of investments deemed sustainable pursuant to the Taxonomy Regulation as it will progressively be able to better identify companies whose economic activities are aligned with the environmental objectives of the Taxonomy Regulation. In such case, the Management Company will provide its best effort to communicate a realistic objective and calculate the most accurate level of alignment of the companies in portfolio that operate in economic activities qualified as sustainable pursuant to the Taxonomy Regulation.

Finally, it is reminded that the "do no significant harm" principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

2. Risk Profile

Shareholders are warned that they have no guarantee of getting back the capital invested.

The Sub-Fund's global exposure is calculated through the commitment approach and shall not exceed 200% of its total net assets.

The risk factors specific to this Sub-Fund are mostly credit risk, interest rate risk, counterparty risk, equity risk, currency risk and financial derivative instruments risk as further described in section "Risk factors" of Part A of this Prospectus.

Risk of release of the mechanism of the hybrid bonds:

The Sub-Fund may invest in hybrid bonds (such as subordinated bonds, convertible bonds, refundable bonds in shares) and may be subject to the risks inherent to such hybrid bonds such as a direct or indirect equity risk, interest rate risk and credit risk. The value of these instruments depends on several factors: level of the interest rates, the evolution of the equity price underlying, early refunds / delays or stop of the refunds on the subordinated bonds. These various elements can pull a reduction in the asset value of the Sub-Fund.

Risk relating to the investment in Asset-Backed Securities (ABS) and Mortgage-Backed Securities (MBS):

The Sub-Fund may have exposure to asset-backed securities (including asset pools in credit card loans, auto loans, residential and commercial mortgage loans, collateralised mortgage obligations and collateralised debt obligations), agency mortgage pass-through securities and covered bonds.

The obligations associated with these securities may be subject to greater credit, liquidity and interest rate risk compared to other debt securities such as government issued bonds. ABS and MBS are securities that entitle the holders thereof to receive payments that are primarily dependent upon the cash flow arising from a specified pool of financial assets such as residential or commercial mortgages, motor vehicle loans or credit cards. ABS and MBS are often exposed to extension and prepayment risks that may have a substantial impact on the timing and size of the cash flows paid by the securities and may negatively impact the returns of the securities. The average life of each individual security may be affected by a large number of factors such as the existence and frequency of exercise of any optional redemption and mandatory prepayment, the prevailing level of interest rates, the actual default rate of the underlying assets, the timing of recoveries and the level of rotation in the underlying assets.

Specific risks linked to the investment in the contingent convertible bonds ("CoCos"):

The attention of the investor is drawn to the specific risks linked to investments in CoCos as described under Chapter 5 "Risk factors" of the Part A "General Information" of the Prospectus.

Risk relating to investments in speculative high-yield securities:

This Sub-Fund must be considered as partially speculative, and is more specifically intended for investors who are aware of the inherent risks of investing in securities that have low credit ratings or are unrated, which may result in a decrease in the net asset value.

Risk relating to investments in distressed / defaulted securities:

Even if the Sub-Fund will not seek to invest in securities issued by companies that are in severe financial distress ("distressed securities") or in high risk of default carry a significant risk of capital loss ("defaulted securities"), it may however be exposed to them as a result of potential downgrading of issuers. Defaulted securities (rated "D" by Standard & Poor's or the equivalent by any other agency) and distressed securities (rated below "CCC" by Standard & Poor's or the equivalent by any other agency) are subject to a high liquidity risk.

Discretionary risk:
The discretionary management style is based on anticipating changes in the various markets (bonds). There is a risk that the Sub-Fund may not be invested in the best-performing markets at all times.

Liquidity risk: Liquidity of some assets of the Sub-Fund may sometimes be low, particularly in over-the-counter markets. Especially in turbulent market conditions, their prices may experience significant fluctuations. It can sometimes be difficult to unwind some positions on good terms for several consecutive days.

There can be no assurance that the liquidity of some assets will always be sufficient. Indeed, some Sub-Fund's assets may suffer from adverse market developments that may make it more difficult to adjust positions on good terms.

The Sub-Fund is exposed to currency and counterparty risk on an ancillary basis.

The Management Company has however put in place an appropriate risk management process so as to identify, assess and manage such a liquidity risk and to ensure that the Sub-Fund's portfolio is sufficiently liquid at all times.

Risk of conflict of interests: the Sub-Fund can be invested in other investment funds managed by Tikehau IM or company connected or securities issued by these funds. This situation can be source of conflicts of interests.

OTC Derivative instruments:

For the purpose of implementing the investment objective and policy above, the Sub-Fund will enter into Total Return Swap equivalent transactions to hedge the portfolio or to gain synthetic long and short exposure to securities which fulfil the characteristics described in the investment strategy. Instruments such as CFDs should be considered as financial derivative instruments having similar characteristics to Total Return Swaps. The Sub-Fund will also enter into over-the-counter derivative instruments with a limited number of identified counterparties, which may trigger counterparty risks.

They will have the following characteristics:

- The underlying assets will consist in indices, single issuers, interest rates or currencies, in which the Sub-Fund may invest in accordance with its investment policy;
- The counterparties to the over-the-counter transactions will be high credit quality financial institutions, either credit institutions subject to prudential standards or not, established in OECD that is of good reputation and a good rating. The Sub-Fund will appoint a limited number of counterparties, such as Goldman Sachs International, JPMorgan Chase bank N.A. and BNP Paribas, and may change them in the future. Details of counterparties will be disclosed in the annual report of the Company. Such counterparties do not have any discretion over the composition or management of the Sub-Funds' portfolio or over the underlying assets of financial derivative instruments used by a Sub-Fund;
- The risk exposure to counterparties arising from these techniques and OTC derivative transactions should be combined when calculating the counterparty risk limits of the Sub-Fund as well as the internal risk limits. These limits will be closely monitored on a daily basis as part of the risk management process in place.

Management of collateral for OTC financial derivative transactions:

When the Sub-Fund enters into OTC derivative instruments transactions, it will ensure that counterparties deliver cash collateral only, subject to the following conditions:

a) The Sub-Fund will apply an haircut of 0% to the cash collateral received, except if there is a mismatch between the currency of exposure and the currency of collateral, in the latter case a haircut of 5% will apply;

b) Cash collateral received should only be:

- placed on deposits with credit institutions which are repayable on demand or have the right to be withdrawn and mature in no more than 12 months, provided that the credit institution has its registered office in an EU Member State or, if the credit institution has its registered office in a third country, provided that it is subject to prudential rules equivalent to those laid down in Community law;

- invested in high-quality government bonds with a maturity up to 50 years;

- invested in short-term money market funds as defined in the Guidelines on a Common Definition of European Money Market Funds.

c) Risks linked to the management of collateral, such as operational and legal risks, will be identified, managed and mitigated in accordance with the Management Company's risk management process concerning the Sub-Fund;

d) Re-invested cash collateral should be diversified in accordance with the diversification requirements applicable to non-cash collateral;

Re-investment of cash collateral involves the risk of loss of money and more specifically the main risks arising from re-investment of cash collateral are credit risk and concentration risk. These risks are monitored and managed regularly as they are in the scope of the Management Company's risk management process.

Sustainability Risks:
It is expected that the Sub-Fund will be exposed to a broad range of Sustainability Risks. However, as the Sub-Fund is broadly diversified, it is not anticipated that any single Sustainability Risk will drive a material negative financial impact on the value of the Sub-Fund.

3. Profile of the Typical Investor

Generally, the profile of the typical investor for whom the Sub-Fund has been designed is an investor wishing to invest in the global debt instrument market and who is prepared to accept fluctuations in the value of their investment and the risks associated with investments on that market (including risks inherent to high yield debt instruments), as described in Chapter 5 "Risk Factors" of Part A of this Prospectus.

The capital is not guaranteed. Investors may not recover the value of their initial investment.

Investors' attention is drawn to the fact that the Sub-Fund is actively managed and its strategy will never consist in tracking the composition of a benchmark index. However, the 3-month Libor USD index may be used as an ex-post performance indicator. The Management Company/Investment Manager has full discretion over the composition of the portfolio of the Sub-Fund and there are no restrictions on the extent to which the Sub-Fund's portfolio and performance may deviate from the ones of the 3-month Libor USD index. The level of the 3-month Libor index can be viewed on the Internet, on www.banque-france.fr, for instance.

The 3-month Libor index USD is provided by a benchmark administrator, ICE Benchmark Administration - US0003M, who has been authorised pursuant to article 34 of the Benchmarks Regulation and accordingly appears on the register of administrators and benchmarks maintained by ESMA pursuant to article 36 of the Benchmarks Regulation.

The recommended investment horizon is at least 12 – 18 months.

4. Valuation Date

Valuation dates of the Sub-Fund will be each Bank Business Day in Luxembourg and in France.

5. Share Classes available and expenses

The Share Class categories available in this Sub-Fund have the general characteristics described under Chapter 6 "Sub-Funds and Shares of the Company" of the Part A "General Information", unless otherwise provided in the table below.

Classes	Management Fee (max)	Performance Fee (max)
R	1.00%	10% of the performance over the reference indicator LIBOR 3M USD + 100 bp, net of management fees
I	0.50%	10% of the performance over the reference indicator LIBOR 3M USD + 150 bp, net of management fees
E	0.20%	None
F	0.60%	10% of the performance over the reference indicator LIBOR 3M USD + 140 bp, net of management fees

5.1. Performance fee calculation

In respect of the Share Classes that charge a performance fee as identified in the above table, the Management Company is entitled to receive from the net assets of the relevant Share Class a performance-based incentive fee. The performance fee is calculated, and where applicable accrued, separately per Share Class on each Valuation Date, using the methodology described below.

The performance fee is calculated on the basis of the Net Asset Value per Share after deducting all expenses, fees (but not any accrued unpaid performance fee except for the unpaid performance fee in respect of Shares redeemed during the Crystallisation Period, as further described below) and adjusting for subscriptions, redemptions, and distributions orders executed from date of the previous Reference Net Asset Value, so that these will not affect the due performance fee.

The performance fee mechanism that is employed is the performance fee reference indicator mechanism. The reference indicator with which the performance of the relevant Share Classes will be compared is indicated in the above table (including the hurdle) for each Share Class (the "**Reference Indicator**"). This mechanism seeks to ensure that the Management Company cannot (i) earn a performance fee as a consequence of previous underperformance against the Reference Indicator over the Reference Period, nor (ii) claim performance fees unless the Net Asset

Value at the end of a Crystallisation Period is higher than the applicable Reference Net Asset Value (as defined below).

For the purpose of this Sub-Fund:

- A Reference Period is the time horizon of (5) Crystallisation Periods, on a rolling basis, over which the performance of the Sub-Fund is measured and compared with that of the Reference Indicator to ensure that past underperformance or negative performance of a Share Class compared to the Reference Indicator must be clawed back before a performance fee becomes payable (the "**Reference Period**").
- A Crystallisation Period begins on the 1st Valuation Date of each financial year following the previous Crystallisation Period and ends on the last Valuation Date of December of the same year, subject to the below (the "**Crystallisation Period**"). The first Crystallisation Period of a given Share Class shall be understood as being the period starting as of the launch date of the Share Class and ending the immediately following 31st of December.
- the Reference Net Asset Value used for a given Crystallisation Period is defined as the highest Net Asset Value in respect of which a performance fee was calculated and paid over the Reference Period, it being provided that the initial Net Asset Value of a given Share Class shall be set as the first Reference Net Asset Value thereof (the "**Reference Net Asset Value**"). If no such performance fees have been paid over the Reference Period, the Reference Net Asset Value shall be set to the Net Asset Value calculated on the first Valuation Day of the Reference Period. The Reference Net Asset Value is adjusted in case of distributions.

A performance fee in respect of any Share Class is calculated during each Crystallisation Period considering the spread between (i) the performance of the Net Asset Value of a Share Class over a given Crystallisation Period above the Reference Net Asset Value (the "**Performance**") and (ii) the performance of the Reference Indicator against the Reference Net Asset Value (the "**Benchmark Performance**").

In case of a positive spread (the "**Positive Relative Performance**"), the performance fee shall be calculated on the basis of such Positive Relative Performance and due at the end of the relevant Crystallisation Period. Given that the Performance is calculated with respect to the Reference Net Asset Value, a Positive Relative Performance may only exist and hence performance fees may only be paid if the absolute Performance is positive over the entire Reference Period.

In addition, (i) if the Sub-Fund or Share Class is closed or subject to a merger in the course of a Crystallisation Period and (ii) where Share Classes are redeemed on a date other than that on which a performance fee is paid while accruals have been made for the performance fee, the performance fee will in principle be crystallised at the date of the event triggering the end of the Crystallisation Period for such shares and the performance fee will be paid, even if a performance fee is no longer payable at the end of the ongoing Reference Period.

The Reference Indicator and Reference Period will be periodically reset to take into account the length of the Reference Period representing a maximum duration of five (5) rolling Crystallisation Periods, provided that such reset will only pertain to the fraction of the underperformance coming from the elapsed fiscal year (N-5) that would not have yet been compensated over the on-going reference period.

Performance fee provision mechanism

A provision in respect of performance fee will be made on each Valuation Date if a performance fee is due according to the previous paragraphs. For this purpose, those conditions will be assessed for each Share Class by reference to the Performance and the Benchmark Performance over the period from the first day of the Reference Period up to such Valuation Date. If no performance fees are due, no accrual will be made in respect of the Valuation Date in question.

The performance fee provision on a specific Valuation Date is calculated, where applicable, by multiplying the Positive Relative Performance by the performance fee rate indicated in the above table and the number of Shares outstanding on such Valuation Date, adjusted for subscriptions, redemptions and distributions.

On each Valuation Date, the performance fee accounting provision made on the immediately preceding Valuation Date is adjusted to reflect the Shares' Performance, positive or negative, calculated as described above. Accordingly, except with respect to any performance fee that has accrued as of that point when distributions or redemptions proceeds are paid out and which is considered earned, previously accrued performance fees will be cancelled out by any subsequent underperformance in comparison with the Benchmark Performance. The performance fee accounting provision may, however, never be negative and under no circumstances will the Management Company pay money into the Sub-Fund or to any Shareholder thereof for any such underperformance.

Subject to the above, if at the end of a Crystallisation Period, an accrual for performance fees is booked in the statement of operations of any Share Class, it will become payable to the Management Company.

Anticipated crystallisation of accrued performance fees

In the event that a shareholder redeems Shares prior to the end of the Crystallisation Period, any accrued but unpaid performance fee relating to those redeemed Shares shall be immediately crystallised and will be paid to the Management Company at the end of the considered Crystallisation Period according to the following formula:

> *Crystallised performance fee on a Valuation Day = (number of Shares redeemed on the Valuation Date / total number of Shares on the previous Valuation Date) * performance fee accrued on the previous Valuation Date*

If the Sub-Fund or a Share Class is closed or (subject to the best interest of investors of both the merging and the receiving fund, sub-fund or Share Class) merged before the end of the Crystallisation Period, the performance fee accrued as of the closing or merger of the Sub-Fund or such Share Class, if any, will be paid as if the date of closing was the end of the Crystallisation Period.

5.2. Example of determination of performance fee

Year	Net Asset Value (end of the year)	Reference Net Asset Value	Performance vs. Reference Net Asset Value	Benchmark Performance	Benchmark Performance vs. Reference Net Asset Value	Relative Performance	Payment of performance fees (Yes/No)	Performance fees amount
0	100			100				
1	98	100	-2.00%	99	-1.00%	-1.00%	No	
2	102	100	2.00%	103	3.00%	-1.00%	No	
3	**104**	**100**	**4.00%**	**102**	**2.00%**	**2.00%**	**Yes (*)**	**0.2€ (**)**
4	99	104 (*)	-4.81%	98	-5.77%	0.96%	No	
5	98	104	-5.77%	95	-8.65%	2.88%	No	

6	100	104	-3.85%	101	-2.88%	-0.96%	No	
7	103	104	-0.96%	104	0.00%	-0.96%	No	
8	**100**	**104**	**-3.85%**	**101**	**-2.88%**	**-0.96%**	**No (***)**	
9	102	99	3.03%	103	4.04%	-1.01%	No	
10	105	99	6.06%	106	7.07%	-1.01%	No	

(*) Update of the Reference Net Asset Value following the payment of performance fees
(**) Amount calculated on the basis of the 10% rate applicable to all Share Classes
(***) Update of the Reference Net Asset Value following the end of the 5th year of the 5 years rolling Reference Period

5.3. Other Fees

In addition, other fees will be charged to each Class, such as banking fees, brokerage fees, transaction fees and other fees payable to the counterparts of the Company (including but not limited to the Depositary Bank and Central Administration), audit fees, legal and regulatory fees, taxes and other fees as more described in section “Expenses” of Part A of this Prospectus.

For additional information related to the ongoing charge figures of each Class, please refer to the KIID, to the financial reports and to the relevant agreements of the Company.

Any investor who subscribes, converts or redeems shares through paying agents may be required to pay fees connected to the transactions processed by the said paying agents in the jurisdictions in which shares are offered.

The Company may in its discretion waive minimum initial subscription amounts. In such latter case, the Company will ensure that the investors concerned are equally treated.

As permitted by, and subject to the provisions of, applicable laws and regulations, including the principle of equal treatment of the Shareholders, rebates on the management and/or performance fee may be granted by the Management Company to certain distributors and/or investors.

6. Subscription

Shares are available for subscriptions on each Valuation Date on a forward pricing base.

Applications for shares must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business day before the Valuation Date until the cut-off time fixed at 4:00 p.m. Luxembourg time to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for shares received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

Subscriptions may be made in amounts or in a number of shares. The subscription amount to be paid by investors must be received by the Company or its delegates at the latest on the second Bank Business Day following the applicable Valuation Date. Any order for which the proceeds have not been received by the Company by the above cut-off time will be dealt with on the next Valuation Date.

7. Redemption / cut-off time

Shareholders are entitled to redeem their shares on each Valuation Date on a forward pricing base. Applications for redemptions must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business day before the Valuation Date until the cut-off time fixed at 4:00 p.m. Luxembourg time to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Redemptions may be made in amounts or in a number of shares.

Redemption payments will be made at the latest on the second Bank Business Day following the applicable Valuation Date. Applications for redemptions received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

8. Conversion / cut-off time

Applications for conversion must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business day before the Valuation Date until 4:00 p.m. Luxembourg time to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for conversion received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

9. Investment Manager

For the purpose of investing in Pacific-Asia, the Management Company has partially sub-delegated the portfolio management of the Sub-Fund to Tikehau Investment Management Asia PTE LTD, giving it discretionary financial management (to the extent that it acts within the scope of its investment management agreement) with day to day authority, power and responsibility for the portfolio management of assets (in particular bonds) issued by companies located and incorporated in the Asia-Pacific Region in accordance with the Investment Objective, policies and Investment Restrictions of the Sub-Fund.

For the purpose of investing in North America, the Management Company has partially sub-delegated the portfolio management of the Sub-Fund to Tikehau Capital North America, a subsidiary of Tikehau Capital Group having the status of a Registered Investment Adviser with the U.S. Securities and Exchange Commission (SEC).

Tikehau International Cross Assets

SUB-FUND SPECIFICS

1. Investment Objective and Policy

1.1. Investment objective of the Sub-Fund

The Sub-Fund seeks to achieve an annualised gross performance exceeding that of its reference indicator €STR + 300 bps, over a minimum recommended investment horizon of 5 years. The net investment objective of the Sub-Fund is obtained by reducing the gross investment objective by the management fees specific to each Share Class as described below under section 5 "Share Classes available and expenses".

In addition to the above, although the Sub-Fund does not have a specific sustainable investment objective pursuant to article 9 of the SFDR, it incorporates an extra-financial approach whereby the weighted average carbon intensity of the Sub-Fund (GHG emissions per million euros of turnover) must be at least 20% lower than that of the MSCI World 100% Hedged to EUR Net Total Return Index.

For that purpose, the Sub-Fund will vary its exposure to a variety of asset classes such as shares, money market instruments, bonds and interest-related instruments in all economic and geographic sectors.

The Reference Currency of the Sub-Fund is the Euro ("**EUR**").

1.2. Investment policy of the Sub-Fund

The investment strategy of the Sub-Fund is discretionary in terms of asset allocation and selection of investments.

The exposure to the various asset classes will be achieved directly via direct investments and indirectly via financial derivative instruments and/or via other UCITS and/or UCIs. As it relates to other UCITS and/or UCIs, the Sub-Fund can invest up to 10% of its net assets.

The securities held by the Sub-Fund will be denominated in all currencies. The Sub-Fund's exposure to currency risk may reach 100% of the net assets.

The allocation between the different asset classes and their weighting in the portfolio is the result of a fundamental analysis which measures the attractiveness of each asset class in view of its risks and assesses the global macroeconomic environment.

To this end, the Management Company uses both qualitative and quantitative factors, such as valuation levels, central bank policies, interest rate levels, growth, inflation, etc.

The portfolio will be structured according to the following management process:

Equity strategies: The Sub-Fund can invest in equities. The net exposure to the equity markets is comprised between -20% and 100% of the Sub-Fund net assets. The Sub-Fund may invest in equities from all economic sectors and all capitalizations, without geographical constraints. Investments are selected on the basis of an analysis of companies' fundamentals. This results in the selection of a relatively concentrated portfolio of convictions.

The Sub-Fund invests in companies with a long-term horizon and seeks to meet the following characteristics:

- A business model the Management Company understands and which can grow with attractive and sustainable returns on capital employed due to the presence of robust competitive advantages.
- A management team aligned with shareholders with a judicious allocation of capital between reinvestment, acquisitions/disposals and return of cash to shareholders.
- A valuation low enough to allow an attractive 5-year internal rate of return (IRR) based on a conservative exit multiple in line with the quality and associated risks of the business.

Credit strategy: The Sub-Fund can invest in corporate bonds. The net exposure to credit strategies is comprised between 0% and 100% of the Sub-Fund's net assets. Investments are selected on the basis of an analysis of companies' fundamentals and constitute a portfolio of debt securities issued by companies in all economic sectors and geographical areas, without rating constraints. The Sub-Fund may therefore invest in "High Yield" securities (rating below BBB- according to Standard and Poor's/Fitch or Baa3 at Moody's), belonging to the High Yield category, which is more speculative in nature and has a higher risk of default, in return for a higher yield. Investment in unrated debt securities, including securities deemed by the Management Company of comparable quality to "High Yield" securities, may represent up to 10% of the Sub-Fund's net assets. In order to assess the credit quality of these assets, the Management Company conducts its own credit analysis on debt securities that is independent of the ratings issued by these agencies.

The Sub-Fund may invest up to 10% of its net assets in distressed/defaulted securities. Should distressed/defaulted securities represent more than 10% of the Sub-Fund's net assets, as a result of potential downgrading of issuers, the exceeding portion will be sold as soon as possible, under normal market circumstances, and in the best interest of Shareholders.

Interest rate strategy: The Sub-Fund can invest in government bonds and manages its exposure to global bond risk using financial derivative instruments. The Sub-Fund may gain exposure to all the main geographical areas (Europe, US, Asia, Emerging countries) and to all parts of the yield curve.

The breakdown between government and corporate bonds is left to the discretion of the Management Company according to market conditions.

The DV01 (Dollar Value of a basis point) is between -0.1% and +0.1% of net asset value. The DV01 measures the sensitivity of the portfolio to 1 basis point shift in interest rates.

Currency strategy: The net exposure to currencies other than the reference currency of the Sub-Fund may be up to 100% of the Sub-Fund's net assets. The Sub-Fund may use financial derivative instruments to hedge or gain exposure to the main world currencies. The Sub-Fund does not systematically hedge against exchange rate risk arising from its investments in foreign currencies. The Management Company exercises discretionary management of exchange rate risk, taking into account the valuation of the foreign currency against the EUR and the cost of hedging this currency against the EUR.

Derivatives strategy: In order to implement the strategies mentioned above (equity, credit, interest rate, currency), the Sub-Fund may use derivatives for the purpose of hedging or getting exposure to these asset classes.

ESG and Carbon considerations: the Sub-Fund aims to invest in issuers, committed or with the potential to enable the transition to a low-carbon world, and reconciling financial and non-financial performance. The Management Company will thus incorporate, throughout its investment process, its objective to achieve a minimum reduction of 20% in GHG emissions intensity compared to the MSCI World 100% Hedged to EUR Net Total Return Index as well as ESG criteria as further described within the non-financial approach described below (the "**Non-Financial Approach**").

1.3. Concerned financial instruments

<u>Authorized assets, excluding derivatives</u>

- <u>Shares admitted to trading which are directly held</u>: The Sub-Fund may invest in equities from all economic sectors and all capitalizations, without geographical constraints. The Sub-Fund may hold shares admitted to trading arising from debt securities held by the Sub-Fund that have been converted or repaid in capital. In addition, the Sub-Fund may gain exposure to the equity market through investments in units or shares of UCITS and/or UCIs. The equities that are held may or may not have voting rights. These equities may include shares in venture capital companies or shares that are not listed on a regulated or organized market, subject to, and within the limits of, the provisions of the Investment Fund Law.

  The Sub-Fund may diversify its investments by investing in shares of listed or unlisted securitization companies up to a limit of 10% of the net assets. The Sub-Fund may invest in shares of securitization companies managed by Tikehau Investment Management and for which the Management Company may charge structuring and management fees.

- <u>Debt securities and money market instruments</u>: The Sub-Fund may invest in debt securities issued by companies or by governments (bonds, bonds convertible into shares, subordinated bonds, negotiable debt securities or any other type of permitted debt), or listed securities issued by securitization vehicles such as units of mutual securitization funds (FCT) or equivalent.

- <u>Units or shares of UCITS and/or other UCIs</u>: The Sub-Fund may invest up to 10% of its net assets in aggregate in units or shares of UCITS and/or UCIs, including index mutual funds or index tracker funds or ETFs pursuant to and subject to article 41.(1) (e) of the Investment Fund Law.

  The Sub-Fund may invest in units of UCITS and/or UCIs managed by Tikehau Investment Management.

- <u>Ancillary liquid assets</u>: in any case, the total exposure of the Sub-Fund to bank deposits at sight is limited to 20% of its assets under normal market circumstances. This limit may be exceeded because of exceptionally unfavourable market conditions, when circumstances so require and for a period of time strictly necessary.

<u>Financial derivative instruments</u>

- Types of markets:
  - Regulated
  - Organized

- Over-the-counter

- Risks that the Management Company seeks to manage:
  - Equity risk
  - Interest rate risk
  - Currency risk
  - Credit risk

- Nature of the transactions:
  - Hedging
  - Exposure
  - Arbitrage

- Nature of the instruments used:
  - Interest rate exposure management instruments: interest rate futures and options on interest rate futures, interest rate swaps, swaption.
  - Equity exposure management instruments: equity index futures, options on equity index futures, and single name equity options.
  - Index options and ETF options of any asset class.
  - Transactions on credit events: credit default swap (CDS) on specific issuers or on indices and options on CDS.
  - Currency exchange transactions: the Sub-Fund's assets may include some of its assets in foreign currencies. Currency exchange transactions (swaps, forwards, futures and options) may be carried out in order to hedge or gain exposure to the exchange rate risk.
  - Asset swaps: contracts allowing a bond (traditional or convertible) to be returned to its par value by exchanging the physical security for its par value and by setting up an interest rate and/or currency swap with a margin (known as an asset swap).

The Sub-Fund will favor exchange-traded derivatives over OTC derivatives. In addition, the Sub-Fund will favor OTC derivatives cleared by a central counterparty clearing house over bilaterally-cleared OTC derivatives. In any case, the Management Company does not intend to use OTC financial instruments that are genuinely very complex and which valuation may be uncertain or partial.

Furthermore, the Sub-Fund may not refrain from intervening from time to time in other instruments allowing exposure to certain risks under better conditions than through the instruments described above, subject to and within the limits of the Investment Fund Law.

Securities with embedded derivatives

- Risks that the Management Company seeks to manage:
  - Equity risk
  - Interest rate risk
  - Credit risk

- Type of transactions:
  - Hedging
  - Exposure
  - Arbitrage

- Type of instruments used:
  - Negotiable medium term notes
  - Euro medium term notes of the “equity coupon note” type
  - Warrants
  - Subscription warrants

- Convertible bonds
- Puttable/Callable bonds
- Index certificates
- Credit-linked notes
- Contingent Convertible Bonds ("**Cocos**"), up to a maximum of 20% of the Sub-Fund's net assets

The underlying of such securities must qualify as an eligible asset class for UCITS under the Investment Fund Law and the Grand-ducal Regulation of 8 February 2008.

Use of SFTs and total return swaps

The Sub-Fund will not enter into securities financing transaction such as repurchase/reverse repurchase, securities lending, buy-sell back transactions, sell-buy back transactions, or total return swaps transactions.

Non-Financial Approach

The purpose of this Non-Financial Approach is to improve the issuer selection process from its investment universe by particularly taking into account criteria associated primarily with the reduction of the carbon footprint and also but not in a preponderant manner, ESG Criteria within the meaning of article 8 SFDR. This Non-Financial Approach as well as its limitation in methodology are further described below.

Based on the exclusion and extra-financial supervision policy set forth in section 4.6 “ESG and Carbon Approach” in Part A of this Prospectus and the fundamental analysis carried out in accordance with the Sub-Fund’s investment strategy described above, the Management Company identifies an investment universe of approximately 200 issuers most of which belong to the MSCI World 100% Hedged to EUR Net Total Return Index. Some of these issuers may not be included in the composition of this index.

The primary objective of the Non-Financial Approach is to ensure that the weighted average carbon intensity of the FCP (GHG emissions per million euros of turnover) is at least 20% lower than that of MSCI World 100% Hedged to EUR Net Total Return Index pursuant to the Carbon Footprint Reduction Policy set forth in section 4.6 “ESG and Carbon Approach” in Part A of this Prospectus. The benchmark used by the Sub-Fund is a broad market index that do not necessarily consider in its composition or calculation methodology the non-financial characteristics promoted by the Sub-Fund. The Management Company considers that the dispersion of this index would not question the significance of its carbon footprint reduction approach.

For the purposes of the bottom-up analysis conducted prior to any investment, the Management Company will also promotes ESG Criteria by assigning to each company an ESG Score, ranging from 0% to 100% (0% representing an ESG opportunity and 100% the highest-ESG risk company), and excluding any companies having an ESG profile of more than 80% from its portfolio. Furthermore, the Sub-Fund will also systematically submit issuers with an ESG profile ranging from 60% to 80% to the ESG Committee, which holds veto power.

The Management Company ensures that at least 90% of portfolio securities (as a % of Net Assets) are subject to an ESG and carbon footprint analysis, it being specified that (i) bonds and other debt securities issued by public or quasi-public issuers, cash held on an ancillary basis, and joint assets (ii) derivative instruments for hedging purposes, and (iii) securities whose performances are swapped via TRS over a period exceeding one month, are not taken into account in the context of this extra-financial approach.

The implementation of this Non-Financial Approach shall lead to the exclusion of a significant number potential opportunities across the steps of the selection process.

This Non-Financial Approach presents certain methodological limitations according to the Management Company:

- a limited number of companies publish audited GHG data on scopes 1, 2 and 3 (upstream and/or downstream), the Management Company may have difficulties in identifying data relating to a given emitter and using, for example, data from its sector of activity;
- the Sub-Fund does not take into account GHG data on scopes 3 (upstream and/or downstream);
- the GHG data available for an emitter may be erroneous or incomplete either because of the databases of data providers such as Bloomberg or Trucost, or because of emitters who, when carrying out voluntary GHG reporting, may vary the scope of this reporting without the figures being corrected. In such cases, the Management Company may have to make certain restatements or additions to complete the available data in the light of the information available to it;
- the Internal ESG Note is relies on a tool developed by an external service provider and based on sources which must be updated periodically and which may become obsolete between two updates;
- with the exception of sectors identified under the group exclusion policy described in section 4.6 “ESG and Carbon Approach” in Part A of this Prospectus, the investment strategy does not exclude *per se* any specific economic sector and may be exposed to certain controversies related to some of these sectors as described in the description of Sustainability Risk in Chapter 5 "Risk Factors" of Part A of this Prospectus.

Taxonomy Regulation

The Sub-Fund promotes environmental characteristics. However, the Sub-Fund does not commit to making sustainable investments and does not take into account the EU criteria for environmentally sustainable economic activities within the meaning of the Taxonomy Regulation and its portfolio alignment with such Taxonomy Regulation is not calculated. Therefore, the “*do no significant harm*” principle does not apply to any of the investments of this financial product.

2. **Risk profile:**

Shareholders are warned that they have no guarantee of getting back the capital invested.

The risk factors specific to this Sub-Fund are mostly Credit risk, Liquidity risk, Counterparty risk, and Equity risk as further described in section “Risk factors” of Part A of this Prospectus.

Global exposure: The Sub-Fund’s global exposure is calculated through the Commitment Approach and the commitment from derivatives shall not exceed 100% of its total net assets.

Emerging market investment risk: Market and credit risks are amplified by investments in emerging countries where market movements, whether upwards or downwards, may be stronger and more rapid than in the large international stock markets.

Specific risks linked to the investment in the contingent convertible bonds ("CoCos"): The attention of the investor is drawn to the specific risks linked to investments in CoCos as described under Chapter 5 "Risk factors" of the Part A "General Information" of the Prospectus.

Risk relating to investments in speculative high-yield securities: This Sub-Fund must be considered as partially speculative, and is more specifically intended for investors who are aware of the inherent risks of investing in securities that have low credit ratings or are unrated, which may result in a decrease in the net asset value.

Risk relating to investments in distressed/defaulted securities: The Sub-Fund may invest in securities issued by companies that are in severe financial distress ("distressed securities") or in high risk of default and/or carry a significant risk of capital loss ("defaulted securities"). Defaulted securities (rated "D" by Standard & Poor's or the equivalent by any other agency) and distressed securities (rated below "CCC" by Standard & Poor's or the equivalent by any other agency) are subject to a high liquidity risk.

It may take a significant amount of time for distressed/defaulted securities to realize the Management Company's perceived fair value and/or for any restructure to occur which would be beneficial for the Sub-Fund. However, there can be no assurance that this will occur and the securities may become further distressed, resulting in a negative outcome for the Sub-Fund. In certain circumstances this may result in a full default with no recovery and the Sub-Fund losing its entire investment in the particular security/securities.

The Sub-Fund may furthermore be exposed to distressed/defaulted securities as a result of potential downgrading of issuers. In the event of a downgrade, the Management Company will take the interests of Shareholders, market conditions and its own analysis of the securities concerned into account when respecting the Sub-Fund's rating limits.

Risk relating to investments in securitizations: For securitizations, the credit risk comes from the quality of the underlying assets such as mortgages, loans or credit card debt obligations. These instruments result from complex arrangements that may involve legal risks and risks specific to the characteristics of the underlying assets, which may result in a decrease in the net asset value.

Discretionary risk: The discretionary management style is based on anticipating changes in the various markets. There is a risk that the Sub-Fund may not be invested in the best-performing markets at all times.

Risk of conflict of interests: The Sub-Fund can be invested in other investment funds or vehicles managed by the Management Company or a company connected or securities issued by these funds or vehicles. This situation can be a source of conflicts of interest. In order to mitigate this risk, the Management Company maintains a list of entities raising a risk of conflict of interest and in which the Sub-Fund will not invest.

OTC derivative instruments: For the purpose of implementing the investment objective and policy above, the Sub-Fund may enter into over-the-counter derivative instruments with a limited number of identified counterparties, which may trigger counterparty risks.

They will have the following characteristics:

- The underlying assets will consist in indices, single issuers, interest rates or currencies, in which the Sub-Fund may invest in accordance with its investment policy.
- The counterparties to the over-the-counter transactions will be high credit quality financial institutions, either credit institutions established in OECD subject to prudential standards or not, that is of good reputation and a good rating. The Sub-Fund will appoint a limited number of counterparties, such as Goldman Sachs International, JPMorgan Chase bank N.A. and BNP Paribas, and may change them in the future. Details of counterparties will be disclosed in the annual report of the Company.
- The risk exposure to counterparties arising from these OTC derivative transactions should be combined when calculating the counterparty risk limits of the Sub-Fund as well as the internal risk limits. These limits will be closely monitored on a daily basis as part of the risk management process in place.

Management of collateral for OTC financial derivative transactions: When the Sub-Fund enters into OTC derivative instruments transactions, it will ensure that counterparties deliver cash collateral only, subject to the following conditions:

e) The Sub-Fund will apply a haircut of 0% to the cash collateral received, except if there is a mismatch between the currency of exposure and the currency of collateral, in the latter case a haircut of 5% will apply;

f) Cash collateral received should only be:

- placed on deposits with credit institutions which are repayable on demand or have the right to be withdrawn and mature in no more than 12 months, provided that the credit institution has its registered office in an EU Member State or, if the credit institution has its registered office in a third country, provided that it is subject to prudential rules equivalent to those laid down in Community law;

- invested in high-quality government bonds;

- invested in short-term money market funds as defined in the Guidelines on a Common Definition of European Money Market Funds.

g) Risks linked to the management of collateral, such as operational and legal risks, will be identified, managed and mitigated in accordance with the Management Company's risk management process concerning the Sub-Fund;

h) Re-invested cash collateral should be diversified in accordance with the diversification requirements applicable to non-cash collateral.

- Re-investment of cash collateral involves the risk of loss of money and more specifically the main risks arising from re-investment of cash collateral are credit risk and concentration risk. These risks are monitored and managed regularly as they are in the scope of the Management Company's risk management process.

Sustainability Risks: It is expected that the Sub-Fund will be exposed to a broad range of Sustainability Risks. However, as the Sub-Fund is broadly diversified, it is not anticipated that any single Sustainability Risk will drive a material negative financial impact on the value of the Sub-Fund.

3. Profile of the Typical Investor

Generally, the profile of the typical investor for whom the Sub-Fund has been designed is an investor wishing to invest in the share, money market instrument and debt instrument markets and who is prepared to accept fluctuations in the value of investment and the risks associated with investments on these markets (including high yield and emerging market risks), as described in Chapter 5 "Risk Factors" of Part A of this Prospectus.

The capital is not guaranteed. Investors may not recover the value of their initial investment.

Investors' attention is drawn to the fact that the Sub-Fund is actively managed and its strategy will never consist in reproducing the composition of a benchmark index. However, the €STR + 300 bps may be used as ex-post performance indicator. The Management Company has full discretion over the composition of the portfolio of the Sub-Fund and there are no restriction on the extent to which the Sub-Fund's portfolio and performance may deviate from the €STR + 300 bps.

The Euro Short-Term Rate (€STR) is an interest rate benchmark that reflects the overnight borrowing costs of banks within the Eurozone. The rate is calculated and published by the European Central Bank (ECB), which benefits from the exemption under article 2.2 (a) of the Benchmarks Regulation.

The recommended investment horizon is at least 5 years.

4. Valuation Date

Valuation dates of the Sub-Fund will be each Bank Business Day in Luxembourg and in France.

5. Share Classes available and expenses

The Share Class categories available in this Sub-Fund have the general characteristics described under Chapter 6 “Sub-Funds and Shares of the Company” of the Part A “General Information”, unless otherwise provided in the table below.

Classes	Management Fee (max)	Performance Fee (max)
C	0.2%	5% of the performance over the reference indicator €STR + 280 bps, net of management fee
E	0.1%	None
I	0.85%	10% of the performance over the reference indicator €STR + 215 bps, net of management fee
I-R	0.85%	10% of the performance over the reference indicator €STR + 215 bps, net of management fee
R	1.5%	10% of the performance over the reference indicator €STR + 150 bps, net of management fee
F	0.9%	10% of the performance over the reference indicator €STR + 210 bps, net of management fee
S	0.75%	10% of the performance over the reference indicator €STR + 225 bps, net of management fee
SF	0.75%	10% of the performance over the reference indicator €STR + 225 bps, net of management fee

5.1. Performance fee calculation

In respect of the Share Classes that charge a performance fee as identified in the above table, the Management Company is entitled to receive from the net assets of the relevant Share Class a performance-based incentive fee. The performance fee is calculated, and where applicable accrued, separately per Share Class on each Valuation Date, using the methodology described below.

The performance fee is calculated on the basis of the Net Asset Value per Share after deducting all expenses, fees (but not any accrued unpaid performance fee except for the unpaid performance fee in respect of Shares redeemed during the Crystallisation Period, as further described below) and adjusting for subscriptions, redemptions, and distributions orders executed from date of the previous Reference Net Asset Value, so that these will not affect the performance fee.

The performance fee mechanism that is employed is the with performance fee reference indicator mechanism. The reference indicator with which the performance of the relevant Share Classes will be compared is indicated in the above table (including the hurdle) for each Share Class (the "**Reference Indicator**"). This mechanism seeks to ensure that the Management Company cannot (i) earn a performance fee as a consequence of previous underperformance against the Reference Indicator over the Reference Period, nor (ii)claim performance fees unless the Net Asset Value at the end of a Crystallisation Period is higher than the applicable Reference Net Asset Value (as defined below).

For the purpose of this Sub-Fund:

- A Reference Period is the time horizon of (5) Crystallisation Periods, on a rolling basis, over which the performance of the Sub-Fund is measured and compared with that of the Reference Indicator to ensure that past underperformance or negative performance of a Share Class compared to the Reference Indicator must be clawed back before a performance fee becomes payable (the "**Reference Period**").

- A Crystallisation Period begins on the 1st Valuation Date of each financial year following the previous Crystallisation Period and ends on the last Valuation Date of December of the same year, subject to the below (the "**Crystallisation Period**"). The first Crystallisation Period of a given Share Class shall be understood as being the period starting as of the launch date of the Share Class and ending the immediately following 31st of December.

- the Reference Net Asset Value used for a given Crystallisation Period is defined as the highest Net Asset Value in respect of which a performance fee was calculated and paid over the Reference Period, it being provided that the initial Net Asset Value of a given Share Class shall be set as the first Reference Net Asset Value thereof (the "**Reference Net Asset Value**"). If no such performance fees have been paid over the Reference Period, the Reference Net Asset Value shall be set to the Net Asset Value calculated on the first Valuation Day of the Reference Period. The Reference Net Asset Value is adjusted in case of distributions.

A performance fee in respect of any Share Class will be paid if:

(i) the Net Asset Value per Share as at the end of the Crystallisation Period exceeds the latest applicable HWM Net Asset Value; and

(ii) the performance of the Net Asset Value per Share exceeds the performance of the reference indicator over the Crystallisation Period (the "**Excess Return**").

A performance fee in respect of any Share Class is calculated during each Crystallisation Period considering the spread between (i) the performance of the Net Asset Value of a Share Class over a given Crystallisation Period above the Reference Net Asset Value (the "**Performance**") and (ii) the performance of the Reference Indicator against the Reference Net Asset Value (the "**Benchmark Performance**").

In case of a positive spread (the "**Positive Relative Performance**"), the performance fee shall be calculated on the basis of such Positive Relative Performance and due at the end of the relevant Crystallisation Period. Given that the Performance is calculated with respect to the Reference Net Asset Value, a Positive Relative Performance may only exist and hence performance fees may only be paid if the absolute Performance is positive over the entire Reference Period.

In addition, (i) if the Sub-Fund or Share Class is closed or subject to a merger in the course of a Crystallisation Period and (ii) where Share Classes are redeemed on a date other than that on which a performance fee is paid while accruals have been made for the performance fee, the performance fee will in principle be crystallised at the date of the event triggering the end of the Crystallisation Period for such shares and the performance fee will be paid, even if a performance fee is no longer payable at the end of the ongoing Reference Period.

The Reference Indicator and Reference Period will be periodically reset to take into account the length of the Reference Period representing a maximum duration of five (5) rolling Crystallisation Periods, provided that such reset will only pertain to the fraction of the underperformance coming from the elapsed fiscal year (N-5) that would not have yet been compensated over the on-going reference period.

Performance fee provision mechanism

A provision in respect of performance fee will be made on each Valuation Date if a performance fee is due according to the previous paragraphs. For this purpose, those conditions will be assessed for each Share Class by reference to the Performance and the Benchmark Performance over the period from the first day of the Reference Period up to such Valuation Date. If no performance fees are due, no accrual will be made in respect of the Valuation Date in question.

The performance fee provision on a specific Valuation Date is calculated, where applicable, by multiplying the Positive Relative Performance by the performance fee rate indicated in the above table and the number of Shares outstanding on such Valuation Date, adjusted for subscriptions, redemptions and distributions.

On each Valuation Date, the performance fee accounting provision made on the immediately preceding Valuation Date is adjusted to reflect the Shares' Performance, positive or negative, calculated as described above. Accordingly, except with respect to any performance fee that has accrued as of that point when distributions or redemptions proceeds are paid out and which is considered earned, previously accrued performance fees will be cancelled out by any subsequent underperformance in comparison with the Benchmark Performance. The performance fee accounting provision may, however, never be negative and under no circumstances will the Management Company pay money into the Sub-Fund or to any Shareholder thereof for any such underperformance.

Subject to the above, if at the end of a Crystallisation Period, an accrual for performance fees is booked in the statement of operations of any Share Class, it will become payable to the Management Company.

Anticipated crystallisation of accrued performance fees

In the event that a shareholder redeems Shares prior to the end of the Crystallisation Period, any accrued but unpaid performance fee relating to those redeemed Shares shall be immediately crystallised and will be paid to the Management Company at the end of the considered Crystallisation Period according to the following formula:

> *Crystallised performance fee on a Valuation Day = (number of Shares redeemed on the Valuation Date / total number of Shares on the previous Valuation Date) * performance fee accrued on the previous Valuation Date*

If the Sub-Fund or a Share Class is closed or (subject to the best interest of investors of both the merging and the receiving fund, sub-fund or Share Class) merged before the end of the Crystallisation Period, the performance fee accrued as of the closing or merger of the Sub-Fund or such Share Class, if any, will be paid as if the date of closing was the end of the Crystallisation Period.

5.2. **Example of determination of performance fee**

Year	Net Asset Value (end of the year)	Reference Net Asset Value	Performance vs. Reference Net Asset Value	Benchmark Performance	Benchmark Performance vs. Reference Net Asset Value	Relative Performance	Payment of performance fees (Yes/No)	Performance fees amount
0	100			100				
1	98	100	-2.00%	99	-1.00%	-1.00%	No	
2	102	100	2.00%	103	3.00%	-1.00%	No	

3	**104**	**100**	**4.00%**	**102**	**2.00%**	**2.00%**	**Yes (*)**	**0.2€ (**)**
4	99	104 (*)	-4.81%	98	-5.77%	0.96%	No	
5	98	104	-5.77%	95	-8.65%	2.88%	No	
6	100	104	-3.85%	101	-2.88%	-0.96%	No	
7	103	104	-0.96%	104	0.00%	-0.96%	No	
8	**100**	**104**	**-3.85%**	**101**	**-2.88%**	**-0.96%**	**No (***)**	
9	102	99	3.03%	103	4.04%	-1.01%	No	
10	105	99	6.06%	106	7.07%	-1.01%	No	

(*) Update of the Reference Net Asset Value following the payment of performance fees
(**) Amount calculated on the basis of the 10% rate applicable to the Share Class R
(***) Update of the Reference Net Asset Value following the end of the 5th year of the 5 years rolling Reference Period

5.3. Other Fees

In addition, other fees will be charged to each Class, such as banking fees, brokerage fees, transaction fees and other fees payable to the counterparts of the Company (including but not limited to the Depositary Bank and Central Administration), audit fees, legal and regulatory fees, taxes and other fees as more described in section "Expenses" of Part A of this Prospectus.

For additional information related to the ongoing charge figures of each Class, please refer to the KIID, to the financial reports and to the relevant agreements of the Company.

Any investor who subscribes, converts or redeems shares through paying agents may be required to pay fees connected to the transactions processed by the said paying agents in the jurisdictions in which shares are offered.

The Company may in its discretion waive minimum initial subscription amounts. In such latter case, the Company will ensure that the investors concerned are equally treated. The minimum initial subscription amount does not apply to the Management Company and entities of the Tikehau Capital Group.

As permitted by, and subject to the provisions of, applicable laws and regulations, including the principle of equal treatment of the Shareholders, rebates on the management and/or performance fee may be granted by the Management Company to certain distributors and/or investors.

6. Subscription

Shares are available for subscriptions on each Valuation Date on a forward pricing basis.

Applications for shares must be received by the Registrar and Transfer Agent at the latest one Bank Business Day before the Valuation Date until the cut-off time fixed at 4:00 p.m. Luxembourg time to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for shares received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

Subscriptions may be made in amounts or in a number of shares. The subscription amount to be paid by investors must be received by the Company or its delegates at the latest on the second Bank Business Day following the applicable Valuation Date. Any order for which the proceeds have not been received by the Company by the above cut-off time will be dealt with on the next Valuation Date.

7. Redemption / cut-off time

Shareholders are entitled to redeem their shares on each Valuation Date on a forward pricing basis. Applications for redemptions must be received by the Registrar and Transfer Agent at the latest one Bank Business Day before the Valuation Date until the cut-off time fixed at 4:00 p.m. Luxembourg time to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Redemptions may be made in amounts or in a number of shares. Redemption payments will be made at the latest on the second Bank Business Day following the applicable Valuation Date. Applications for redemptions received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

8. Conversion / cut-off time

Applications for conversion must be received by the Registrar and Transfer Agent at the latest one Bank Business Day before the Valuation Date until 4:00 p.m. Luxembourg time to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for conversion received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

9. Investment Manager

For the purpose of investing in North America, the Management Company has partially sub-delegated the portfolio management of the Sub-Fund to Tikehau Capital North America, a subsidiary of Tikehau Capital Group having the status of a Registered Investment Adviser with the U.S. Securities and Exchange Commission (SEC).

Tikehau Impact Credit

SUB-FUND SPECIFICS

1. Investment Objective and Policy

1.1. Investment objective of the Sub-Fund

The Sub-Fund entails a sustainable investment objective pursuant to article 9 of the SFDR by which it aims at contributing to the transition towards a net zero carbon economy (the "**Impact Objective**"). The Sub-Fund also seeks to achieve an annualised net performance that exceeds that of the reference indicator 3-month Euribor "EUR 3M" +200 basis points, over an investment horizon of 5 years (the "**Financial Objective**").

In the event of an unfavourable trend in expected market conditions the Financial Objective may not be achieved.

Pursuant to the Impact Objective contributing to the transition towards a net zero carbon economy, the Management Company will incorporate, throughout the Sub-Fund's investment process, the following objective:

- having a weighted average carbon intensity at least 30% less carbon-intensive than that of the ICE Global High Yield ESG Tilt Index (the "**HWSG Index**"),

- Ensuring a minimal exposure of at least 25% of its net assets to issuers operating in sectors which can make a substantial contribution to climate change mitigation, climate change adaptation and other environmental objectives identified in Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investment (the "**Taxonomy Regulation**"), and

- Limiting its exposure to the financial sector (banks and insurance companies) up to 30% of its net assets,

(the "**Impact Approach**").

Accordingly, whilst achieving its Financial Objective through investments primarily in "High Yield" securities, but also in investment grade bonds and interest-related instruments, the Sub-Fund will base its investments on fundamental financial (the "**Financial Approach**") and extra-financial research in the selection of issuers in accordance with the Impact Approach.

The Reference Currency of the Sub-Fund is the Euro ("**EUR**").

1.2. Investment policy of the Sub-Fund

1.2.1 Financial approach

In accordance with the Sub-Fund's Impact Approach as set out below, the Financial Approach of the Sub-Fund's investment strategy consists of investing up to 100% of its net assets in corporate high yield, investment grade and Green and Sustainable Bonds (as defined below) and assimilated debt instruments issued by public or private issuers (the "**Investments**"), including also other instruments such as bonds, bonds redeemable in shares, perpetual bonds, subordinated financial bonds in order to provide management with the choice of the most appropriate vehicle depending on market conditions.

Investments are selected on the basis of an analysis of companies' fundamentals and constitute a portfolio of debt securities issued by companies in all economic sectors and geographical areas, including without limit in emerging markets (but excluding onshore Chinese Bond Connect), without rating constraints but in the limits set out below and that may be issued in hard currencies (*i.e.* which are reserve currencies on forex markets, such as the US dollar, the euro, the Swiss franc, the pound sterling, the Japanese yen).

To that end, the Sub-Fund may invest indifferently up to 100% of its net assets in:

(i) "High Yield" securities belonging to the High Yield category rated below BBB - according to Standard and Poor's/Fitch or Baa3 at Moody's but at least or higher than CCC according to Standard & Poor's or Caa2 at Moody's (or equivalent according to the analysis of the Management Company) on their acquisition date. Such High Yield instruments are more speculative in nature and has a higher risk of default, in return for a higher yield;

(ii) investment grade instruments rated over or equal to BBB- according to Standard and Poor's/Fitch or Baa3 at Moody's (or equivalent according to the analysis of the Management Company);

(iii) "Green and Sustainable Bonds" including bond issued in line with (a) the International Capital Market Association (ICMA) Green Bonds Principles, Social Bond Principles (SBP), the Sustainability Bond Guidelines (SBG) or Sustainability-Linked Bond Principles (bonds that embed ESG related indicators that issuers commit to achieve), (b) Climate Bonds Initiative Standards, or (c) any other internationally recognised standard (e.g. such as the potential EU Green Bond Standard). Such Green and Sustainable Bonds may qualify as investment grade instruments or "High Yield" securities as per the above points. The Sub-Fund will focus in particular on the use and management of issue proceeds, the project evaluation and selection process, and reporting.

The Sub-Fund may however also invest:

(i) up to 25% of its net assets in subordinated financial bonds, including contingent convertibles ("CoCos") that represent subordinated debt securities issued by credit institutions or insurance or reinsurance companies that are eligible in terms of regulatory own funds, and which could be converted into shares or see their nominal value decrease (through a write-down) in the case of a trigger event that has been pre-defined in the prospectus of these securities; or

(ii) up to 10% of its net assets in each of the following assets: (a) unrated debt securities, including securities deemed by the Management Company of comparable quality to "High Yield" securities, as well as (b) distressed instruments or defaulted instruments (i.e. securities which are highly vulnerable to non-payment and the rating of which is below "CCC" according to Standard & Poor's at their acquisition date or following a downgrade, or the equivalent by any other agency), and (c) unlisted bond vehicles, considering that, as regards the world of bonds, the criteria of listing is often not a guarantee of liquidity.

In the event of downgrading of a given instrument acquired by the Sub-Fund, the Management Company will reserve the right to keep the instrument, or not keep it in the portfolio of the Sub-Fund provided to the below. Securities downgraded lower than CCC will trigger a review of the relevant company's credit analysis by the analysts and portfolio managers at the level of the Management Company, in order to (i) identify the reasons leading to such downgrade (in the event that such reasons have not already been pointed out), (ii) verify whether the managers are still comfortable with the credit fundamentals of the company and (iii) verify if the downgrade might change the investment thesis and/or the recommendation of the analysts. As a result of this ad-hoc analysis, the managers may decide to reduce, close, hold or increase their position on the downgraded security, subject to the limit described above and in particular the 10% limit of investment in distressed or defaulted instruments if a given Instrument qualifies as such after its downgrade.

In order to assess the credit quality of these Investments, the Management Company will conduct its own analysis on the debt securities independently of ratings issued by the rating agencies. In the absence of a rating by external rating agencies, unrated debt securities are also analysed and rated by the Management Company. The internal rating of the Management Company is conducted in accordance with the applicable requirements and in line with the best practices and market standards to reduce disparities with similar rating by external rating agencies. Unrated debt securities deemed as defaulted or distressed securities will be considered when assessing the 10% limit of investments in such instruments.

Finally, on an ancillary basis, the Sub-Fund may hold equities admitted to trading directly or when the debt securities held by the Sub-Fund are converted to or redeemed in equity capital. The Sub-Fund may invest in shares of companies of all market capitalisations and of all geographic regions. Moreover, the Sub-Fund may have exposure to the equity markets through investment in units or shares of UCITS/UCIs and/or UCITS ETFs (which may be managed by the Management Company) pursuant to article 41.(1) (e) of the Investment Fund Law.

The Sub-Fund may also invest up to 10% of its net assets in money market instruments.

The Sub-Fund may also invest up to 100% of its net assets in derivatives (resulting in a total maximum exposure to fixed-income instruments of 200% of its net assets) as further described below. The Sub-Fund seeks primarily to receive the income generated by the portfolio and optimise it via derivative instruments, which are used either for the purpose of hedging or investment (via exposure, or overexposure).

Derivatives instruments may also be used to partially or fully hedge the currency risk incurred by instruments denominated in currencies other than Euro, with a maximum exchange rate risk of 10%.

The portfolio will be sensitive to fluctuations in interest rates, and its duration will be dynamically managed according to the Management Company's projections within the overall range of between (-2) and (+10).

Duration range	Issuers	Geographical region of the issuers	Corresponding range of exposure
Between (-2) and (+10)	Public and private sector companies	World	Up to 200%

- **Level and slope of the interest rate curve**
  The average maturity of the portfolio will depend on the expected interest rate trend.

- **The general level of risk premiums and their structure for borrowers**
  The premium represents the remuneration of the risk of the asset class.

- **Foreign currencies**
  In seeking to optimise the portfolio's return, the manager may borrow in currencies considered to be overvalued at low rates, or invest in securities in currencies deemed to be undervalued.
  In the case of an unrated issuer, the credit spread and level of subordination will be used as criteria for determining the risk limits per issuer.

- **Selection criteria:** The issuing private companies will be selected based on a high number of criteria, including, but not limited to:
  - ESG policy implemented by issuers: (i) how they manage non-financial risks and their main negative impacts on society and the environment (through their products & services, transactions, and supply chain) and (ii) their ability to offer solutions through their products and services that contribute positively to the UN Sustainable Development Goals (SDG), in particular, in particular SDG 7 (Affordable and Clean Energy), SDG 11 (Sustainable Cities and Communities), SDG 12 (Responsible Consumption and Production) and SDG 13 (Climate Action)Size,
  - Operating margins,
  - The company's positioning and sector,
  - The stability of the cash flow,
  - The level of gearing and leverage,
  - The management team's capabilities,
  - The outlook for the company and the trend in its markets,
  - The ability to comply with the bucket criteria below.

  The issuing governments will be selected based on a high number of criteria, including, but not limited to:
  - Level of interest rates and shape of the interest rate curve;
  - Level of inflation;
  - Level of GDP;
  - Level of Debt/GDP;
  - Budget deficit/financing needs;
  - Debt trajectory;
  - Trade balance;
  - Level of fiscal policy;
  - Political landscape.

Maximum level of use of the different instruments

Instrument	% Limit of net assets
Debt securities, including high yield, Green Bonds and money market	200 %
CoCos	25%
Unlisted bonds, unrated Instruments, distressed instruments or defaulted instruments (each)	10 %
Units/shares of UCITS, AIFs, UCITS ETF (potentially managed by the Management Company)	10 %
Equities	10 %
Interest rate swaps	100%
Currency swaps	100%
Options traded over the counter (OTC)	100%
CFDs (contracts for difference)	100%
Credit derivatives	100%

1.2.2 ESG and Impact Approach

The Sub-Fund's extra-financial analysis consists in the implementation of the exclusion and extra-financial supervision policy as further described in section 4.6 "ESG and Carbon Approach" in Part A of this Prospectus as well as, but not in a preponderant manner, ESG Criteria in the issuer selection process from its investment universe. Moreover, this extra financial analysis will be largely supplemented by an Impact Approach within the meaning of article 9 SFDR relying on carbon consideration.

Based on the exclusion and extra-financial supervision policy described in section 4.6 "ESG and Carbon Approach" in Part A of this Prospectus as well as the fundamental analysis carried out in accordance with the Sub-Fund's Financial Approach in the investment strategy described above, in addition to public, quasi-public and Green Bond's issuers, the Sub-Fund's investment universe will be comprised mostly of issuers that compose the Global High Yield Index (HW00) Index. The Impact Approach will moreover be measured against the HWSG Index which allocates its weights based on its components' ESG rating and remain consistent with the initial investable universe of the Sub-Fund. In terms of ESG policies, the Management Company considers that the HWSG Index is tilted toward the best-in-class companies and hence more suited to the Sub-Fund's Impact Strategy. The ESG methodology applied by the HWSG to select issuers is available on https://www.theice.com/market-data/indices/sustainability-indices.

The Management Company ensures that at least 90% of portfolio securities (as a % of Net Assets) are subject to an ESG and carbon footprint analysis, it being specified that (i) bonds and other debt securities issued by public or quasi-public issuers, cash held on an ancillary basis, and joint assets, and (ii) derivative instruments for hedging purposes, are not taken into account in the context of this extra-financial approach.

The implementation of this Impact Approach shall lead to the exclusion of a significant number of potential opportunities across the steps of the selection process.

The Sub-Fund will publish an ESG and impact report on an annual basis including the main positive and negative impacts observed in terms of sustainability. To that end, an independent expert will be appointed to review the Sub-Fund impact performance on an annual basis.

Sectorial exclusion: In addition to exclusion policy described in section 4.6 "ESG and Carbon Approach" in Part A of this Prospectus, the Sub-Fund will also exclude oil sands, artic drilling and fracking, alcohol, and cloning.

ESG Consideration: The Sub-Fund shall improve the issuer selection process from its investment universe by taking into ESG Criteria as further described in section 4.6 "ESG and Carbon Approach" in Part A of this Prospectus, but not in a preponderant manner. For the purposes of the bottom-up analysis conducted prior to any investment, the Management Company will hence promote ESG Criteria by assigning to each company an ESG Score, ranging from 0% to 100% (from best to worst, 0% representing an ESG opportunity and 100% the highest-ESG risk company), and excluding any companies having an ESG Score of more than 80% from its portfolio. Furthermore, the Sub-Fund will also systematically submit issuers with an ESG Score ranging from 60% to 80% to the ESG Committee, which holds veto power.

Impact Approach relying on Carbon Consideration: Pursuant to the Impact Approach, the Sub-Fund aims at investing in issuers, committed or with the potential to enable the transition to a *net zero carbon economy* by reconciling financial and non-financial performance. To this end, the Management Company will incorporate, throughout its investment process, an objective to achieve a minimum reduction of 30% in carbon emissions intensity ([3]) compared to the HWSG Index pursuant to the Carbon Footprint Reduction Policy set forth in section 4.6 "ESG and Carbon Approach" in Part A of this Prospectus.

Additionally, to comply with the Impact Approach the Sub-Fund shall also invest at least 25% in issuers operating in sectors which can make a substantial contribution to climate change mitigation, climate change adaptation and other environmental objectives identified in the Taxonomy Regulation.

Moreover, instruments issued by companies from the financial sectors (bank and insurance companies) shall not represent more than 30% of the Sub-Fund's net assets.

The Sub-Fund shall also exclusively invest in companies belonging to one of the following buckets:

- Bucket A: issuers offering climate solutions including (i) "Green and Sustainable Bonds" issue as described above; and (ii) strongly-aligned issuers already involved in the energy and ecological transition through their products and services (i.e. deriving more than 75% of their revenues from activities aligned with one of the internationally recognised green classification such as the European Taxonomy, Green label activities, Green Bonds Principles/Climate Bonds Initiative);

- Bucket B: issuers with advanced commitments towards climate change under a recognised international framework such as the Science Based Target Initiative, Renewable 100, UN Race to Zero, or that have made Net Zero/Carbon Neutrality public claims in another robust form);

- Bucket C: issuers acting in all sectors with a potential to contribute positively to climate change mitigation or adaptation or to reduce other highly material environmental externalities ("**Low-Carbon Transition Issuers**").

[3] Please see section 4.6 (ESG and Carbon approach) in Part A of this Prospectus for additional details on calculations.

The Management Company undertakes to engage on Climate and/or ESG topics with companies it invests in, and tracks their main achievements on such topics. Additionally, where relevant, the Management Company will make its best effort to actively assist the issuers, in particular Low-Carbon Transition Issuers, on their "*impact journey*".

The Management Company also considers that the climate and/or ESG engagement endorsed by the issuers it invests in should seek to achieve a 5% year-to-year self-decarbonisation by sector and will entail in the Sub-Fund's annual report dedicated information on (i) issuers specific engagement, and (ii) effective progress made towards this objective.

As part of the extra-financial analysis carried out by the Management Company in accordance with this Impact Approach, all Investments are examined for adverse impacts and adherence of the issuers/borrowers to global norms on environmental protection, human rights, labour standards, anti-bribery and anti-corruption matters as further described in section "Sustainability Risks".

Taxonomy Regulation: Pursuant to the Taxonomy Regulation, the Sub-Fund intends to invest in economic activities that contribute to an environmental objective and is subject to the disclosure requirements of Article 9 of the SFDR, it is therefore required to disclose information about the environmentally sustainable investments made in compliance with the Taxonomy Regulation.

The Sub-Fund intends to contribute to the following environmental objectives set out in the Article 9 of the Taxonomy Regulation: climate change mitigation and climate change adaptation.

In order to contribute to these objectives, it is expected that this Sub-Fund will make investments in EU Taxonomy-eligible economic activities, including but not limited to low carbon transport, renewable energy and sustainable real estate.

In line with the current state of the SFDR and the Taxonomy Regulation, the Management Company ensures cumulatively that such investments deemed sustainable (i) are eligible under the Taxonomy Regulation, (ii) meet the relevant technical screening criteria for determining the conditions under which an economic activity qualifies as contributing substantially to one of the objectives of the Taxonomy Regulation, (iii) do not significantly harm any of the objectives of the Taxonomy Regulation pursuant to the "do not significantly harm" criteria (iv) respect human and social rights under international law (also designated as minimum social guarantees) identified in the Taxonomy Regulation. In order to evaluate the investments deemed sustainable, the Management Company mainly relies on the analysis provided by the ESG specialist ISS ESG and reserves the right to complete this analysis with internal studies.

The Management commits to invest at least 1% of the Sub-Fund's portfolio in assets invested in environmentally sustainable economic activities pursuant to article 3 of the Taxonomy Regulation.

The Management Company anticipates an increase in the proportion of investments deemed sustainable pursuant to the Taxonomy Regulation as it will progressively be able to better identify companies whose economic activities are aligned with the environmental objectives of the Taxonomy Regulation. In such case, the Management Company will provide its best effort to communicate a realistic objective and calculate the most accurate level of alignment of the companies in portfolio that operate in economic activities qualified as sustainable pursuant to the Taxonomy Regulation.

Finally, it is reminded that the “do no significant harm” principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

1.3. Concerned financial instruments

Authorised assets, excluding derivatives

- Debt securities and money market instruments: up to 200% of the Sub-Fund’s net assets. An exposure higher than 100% can be reached in case debt securities are lent for cash, which is then used to purchase other debt securities or money market instruments.
    - The Sub-Fund will primarily invest in private or Government debt securities (bonds, transferable debt securities or any other type of debts such as CoCos) of any seniority, speculative or not.
    - This asset class will account for most of the capital investments.
- Units or shares of UCITS, investment funds, and UCITS ETF: The Sub-Fund may also invest up to a maximum of 10% of its net assets in UCITS and/or UCIs and/or UCITS ETF (including those managed by Tikehau Investment Management) pursuant to article 41.(1) (e) of the Investment Fund Law.

- Exposure to the equity markets: The Sub-Fund may invest up to a maximum of 10% of its net assets in the equity markets, either directly through equities of any capitalization and of all geographic zones or through debt instruments converted or reimbursed in capital or indirectly through UCITS and/or UCIs up to 10% of its net assets.

Furthermore, the bonds and debt securities in which the Sub-Fund invests may be unlisted or unrated, within the regulatory maximum of 10% of net assets (other eligible assets). Distressed and defaulted securities are also eligible up to 10% of the net assets at the date of their acquisition or following a downgrade.

Securities with embedded derivatives

The Sub-Fund may invest in securities with embedded derivatives (particularly warrants, convertible bonds, credit-linked notes (CLN), callable and puttable bonds, Euro Medium Term Notes (EMTN)) traded on regulated, organised or over-the-counter Eurozone and/or international markets up to a limit of 100% of its net assets. The underlying of such securities must qualify as an eligible asset class for UCITS under the Investment Fund law and the Grand-ducal Regulation of 8 February 2008.

The Sub-Fund can invest in Contingent Convertible Bonds (“CoCos”) up to 25% maximum of its net assets.

Financial derivatives instruments

- Risks in which the Management Company wishes to be exposed to:
    - Interest-rate risk,
    - Currency risk,
    - Credit risk,

- Equity risk.

o Nature of the instruments used:

- Interest rate swaps (including unfunded TRS)
- Currency swaps: assets can include a currency exposure in order to obtain a revaluation or higher income (example: part of the assets may be invested in £ without hedging the currency).
- Options traded over the counter (OTC)
- Contracts for difference (CFDs)
- Interest rate and index futures
- Bond and index options
- Credit derivatives
- The Sub-Fund may use OTC options on liquid underlyings that are not difficult to value (vanilla options). The managers do not intend to use truly complex OTC financial instruments for which the valuation may be uncertain or partial
- Asset swaps: a contract by which a bond (traditional or convertible) is acquired through the exchange of the physical security in return for its par and the set-up of an interest rate swap that includes a spread. The seller of the asset swap is hedged against the credit risk.

The Sub-Fund will favor exchange-traded derivatives over OTC derivatives. In addition, the Sub-Fund will favor OTC derivatives cleared by a central counterparty clearing house over bilaterally-cleared OTC derivatives. In any case, the Management Company does not intend to use OTC financial instruments that are genuinely very complex and which valuation may be uncertain or partial.

Furthermore, the Sub-Fund may not refrain from intervening from time to time in other instruments allowing exposure to certain risks under better conditions than through the instruments described above, subject to and within the limits of the Investment Fund Law.

Deposits

The Sub-Fund can deposit its surplus cash in term accounts on an ancillary and exceptional basis. The amount of cash held by the Sub-Fund in term accounts may temporary and exceptionally be higher, especially during the launch period of the Sub-Fund.

In any case, the total exposure of the Sub-Fund to bank deposits at sight is limited to 20% of its assets under normal market circumstances. This limit may be exceeded because of exceptionally unfavourable market conditions, when circumstances so require and for a period of time strictly necessary.

Total return swaps

The Sub-Fund will enter into total return swaps underlying such as credit and equities single entities. The use of total return swaps will be temporary. Under normal circumstances, it is generally expected that the principal amount of such transactions will not exceed 40% of the Sub-Fund's net asset value. The principal amount of the Sub-Fund's assets that can be subject to the transactions may represent up to a maximum of 100% of the Sub-Fund's net asset value.

All income resulting from total return swaps will be returned to the Sub-Fund, net of direct and indirect operating costs, such as market fees, counterparty fees and broker fees.

Cash borrowings

The Sub-Fund may temporarily borrow cash up to 10% of its net assets, notably with a view to optimising its cash management.

Securities financing transactions

The Sub-Fund will not enter into securities financing transaction such as repurchase/reverse repurchase, securities lending, buy-sell back transactions or sell-buy back transactions.

2. Risk Profile

Shareholders are warned that they have no guarantee of getting back the capital invested.

The risk factors specific to this Sub-Fund are mostly credit risk, liquidity risk, interest rate risk, counterparty risk, equity risk, currency risk and financial derivative instruments risk as further described in section “Risk factors” of Part A of this Prospectus.

Global exposure:

The Sub-Fund’s global exposure is calculated through the Commitment Approach and the commitment from derivatives shall not exceed 100% of its total net assets.

Emerging market investment risk:

Market and credit risks are amplified by investments in emerging countries where market movements, whether upwards or downwards, may be stronger and more rapid than in the large international stock markets.

Risk relating to hybrid bonds:

The Sub-Fund may invest in hybrid bonds (such as subordinated bonds, convertible bonds, refundable bonds in shares) and may be subject to the risks inherent to such hybrid bonds such as a direct or indirect equity risk, interest rate risk and credit risk. The value of these instruments depends on several factors: level of the interest rates, the evolution of the equity price underlying, early refunds / delays or stop of the refunds on the subordinated bonds. These various elements can pull a reduction in the asset value of the Sub-Fund.

Specific risks linked to the investment in the contingent convertible bonds (“CoCos”):

The attention of the investor is drawn to the specific risks linked to investments in CoCos as described under Chapter 5 “Risk factors” of the Part A “General Information” of the Prospectus.

Risk relating to investments in speculative high-yield securities:

This Sub-Fund must be considered as partially speculative, and is more specifically intended for investors who are aware of the inherent risks of investing in securities that have low credit ratings or are unrated, which may result in a decrease in the net asset value.

Risk relating to investments in distressed/defaulted securities:

Even if the Sub-Fund will not seek to invest in securities issued by companies that are in severe financial distress (“distressed securities”) or in high risk of default carry a significant risk of capital loss ("defaulted securities"), it may however be exposed to them as a result of potential downgrading of issuers.

In the event of a downgrade, the Management Company will take the interests of Shareholders, market conditions and its own analysis of the securities concerned into account when respecting the Sub-Fund's rating limits.

Discretionary risk:
The discretionary management style is based on anticipating changes in the various markets (bonds). There is a risk that the Sub-Fund may not be invested in the best-performing markets at all times.

Liquidity risk:
Liquidity of some assets of the Sub-Fund may sometimes be low, particularly in over-the-counter markets. Especially in turbulent market conditions, their prices may experience significant fluctuations. It can sometimes be difficult to unwind some positions on good terms for several consecutive days.

There can be no assurance that the liquidity of some assets will always be sufficient. Indeed, some Sub-Fund's assets may suffer from adverse market developments that may make it more difficult to adjust positions on good terms.

The Sub-Fund is exposed to currency and counterparty risk on an ancillary basis.

The Management Company has however put in place an appropriate risk management process so as to identify, assess and manage such a liquidity risk and to ensure that the Sub-Fund's portfolio is sufficiently liquid at all times.

Risk of conflict of interests:

The Sub-Fund can be invested in other investment funds managed by Tikehau IM or company connected or securities issued by these funds. This situation can be source of conflicts of interests.

OTC Derivative instruments (including unfunded TRS):

For the purpose of implementing the investment objective and policy above, the Sub-Fund will enter into unfunded Total Return Swap on underlying unfunded bonds and credit indices equivalent transactions to hedge the portfolio or to gain synthetic long and short exposure to securities which fulfil the characteristics described in the investment strategy. Instruments such as CFDs should be considered as financial derivative instruments having similar characteristics to Total Return Swaps. The Sub-Fund will also enter into over-the-counter derivative instruments with a limited number of identified counterparties, which may trigger counterparty risks.

They will have the following characteristics:

- The underlying assets will consist in indices, single issuers, interest rates or currencies, in which the Sub-Fund may invest in accordance with its investment policy;
- The counterparties to the over-the-counter transactions will be high credit quality financial institutions, either credit institutions subject to prudential standards or not, established in OECD that is of good reputation and a good rating. The Sub-Fund will appoint a limited number of counterparties, such as Goldman Sachs International, JPMorgan Chase bank N.A. and BNP Paribas, and may change them in the future. Details of counterparties will be disclosed in the annual report of the Company. Such counterparties do not have any discretion over the composition or management of the Sub-

Funds' portfolio or over the underlying assets of financial derivative instruments used by a Sub-Fund;

- The risk exposure to counterparties arising from these techniques and OTC derivative transactions should be combined when calculating the counterparty risk limits of the Sub-Fund as well as the internal risk limits. These limits will be closely monitored on a daily basis as part of the risk management process in place.

Management of collateral for OTC financial derivative transactions:

When the Sub-Fund enters into OTC derivative instruments transactions, it will ensure that counterparties deliver cash collateral only, subject to the following conditions:

e) The Sub-Fund will apply an haircut of 0% to the cash collateral received;

f) Cash collateral received should only be:

- placed on deposits with credit institutions which are repayable on demand or have the right to be withdrawn and mature in no more than 12 months, provided that the credit institution has its registered office in an EU Member State or, if the credit institution has its registered office in a third country, provided that it is subject to prudential rules equivalent to those laid down in Community law;
- invested in high-quality government bonds with a maturity up to 50 years;
- invested in short-term money market funds as defined in the Guidelines on a Common Definition of European Money Market Funds.

g) Risks linked to the management of collateral, such as operational and legal risks, will be identified, managed and mitigated in accordance with the Management Company's risk management process concerning the Sub-Fund;

h) Re-invested cash collateral should be diversified in accordance with the diversification requirements applicable to non-cash collateral;

Re-investment of cash collateral involves the risk of loss of money and more specifically the main risks arising from re-investment of cash collateral are credit risk and concentration risk. These risks are monitored and managed regularly as they are in the scope of the Management Company's risk management process.

Sustainability Risks:

The Sub-Fund has sustainable investment as its objective pursuant to article 9 of SFDR and has an investment process that aims to include both the Financial Approach and the Impact Approach. It is therefore expected that the Sub-Fund will be exposed to a broad range of Sustainability Risks. However, as the Sub-Fund is broadly diversified, it is not anticipated that any single Sustainability Risk will drive a material negative financial impact on the value of the Sub-Fund.

3. Profile of the Typical Investor

Generally, the profile of the typical investor for whom the Sub-Fund has been designed is an investor who is prepared to accept fluctuations in the value of their investment and the risks associated with investments on that market (including risks inherent to high yield debt instruments), as described in Chapter 5 "Risk Factors" of Part A of this Prospectus.

The capital is not guaranteed. Investors may not recover the value of their initial investment.

Investors' attention is drawn to the fact that the Sub-Fund is actively managed and its strategy will never consist in tracking the composition of a benchmark index, provided that the Global High Yield Index (HW00) Index may be used as a representative investment universe from which the Sub-Fund usually selects securities. Nonetheless, the Management Company has full discretion over the composition of the portfolio of the Sub-Fund. and there are no restrictions on the extent to which the Sub-Fund's portfolio and performance may deviate from those of the Global High Yield Index (HW00) Index.

Also, the 3-month Euribor index may be used to calculate the performance fee and/or as an ex-post performance indicator. As stated above, the Management Company has full discretion over the composition of the portfolio of the Sub-Fund and it should be noted that the composition of the Sub-Fund's portfolio and performance of the Sub-Fund are not linked to the 3-month Euribor index. The level of the 3-month Euribor index can be viewed on the Internet, on www.banque-france.fr, for instance.

The 3-month Euribor index is provided by a benchmark administrator, European Money Markets Institute, who has been authorised pursuant to article 34 of the Benchmarks Regulation and accordingly appears on the register of administrators and benchmarks maintained by ESMA pursuant to article 36 of the Benchmarks Regulation.

The recommended investment horizon is at least 5 years.

4. Valuation Date

Valuation dates of the Sub-Fund will be each Bank Business Day in Luxembourg and in France, except when those are bank holidays in the following countries: United Kingdom, United States of America.

5. Share Classes available and expenses

The Share Class categories available in this Sub-Fund have the general characteristics described under Chapter 6 "Sub-Funds and Shares of the Company" of the Part A "General Information", unless otherwise provided in the table below.

Classes	Management Fee (max)	Performance Fee (max)
R	1.40%	10% of the performance over the reference indicator Euribor 3M + 200bp, net of management fees
E	0.15%	None
I	0.70%	10% of the performance over the reference indicator Euribor 3M + 200bp, net of management fees
I-R	0.70%	10% of the performance over the reference indicator Euribor 3M + 200bp, net of management fees
F	0.80%	10% of the performance over the reference indicator Euribor 3M + 200bp, net of management fees
S	0.60%	10% of the net performance over the reference indicator Euribor 3M + 200bp, net of management fees
SI (*)	0.50%	10% of the performance over the reference indicator Euribor 3M + 200bp, net of management fees
SI-R (*)	0.50%	10% of the performance over the reference indicator Euribor 3M + 200bp, net of management fees
SF	0.70%	10% of the performance over the reference indicator Euribor 3M + 200bp, net of management fees

* The SI and SI-R Class minimum subscription amount will be set to EUR 10.000.000 during a seed phase which shall last until 31 December 2021 (subject to one six-month extension of the initial term, as may be discretionarily decided by the Board of the Directors) or to until the assets under management of the Sub-Fund amount to at least EUR 130,000,000. Notwithstanding the above, the Board of Directors may also decide, at its discretion, to close such seed phase at any time.

5.1. **Performance fee calculation**

In respect of the Share Classes that charge a performance fee as identified in the above table, the Management Company is entitled to receive from the net assets of the relevant Share Class a performance-based incentive fee. The performance fee is calculated, and where applicable accrued, separately per Share Class on each Valuation Date, using the methodology described below.

The performance fee is calculated on the basis of the Net Asset Value per Share after deducting all expenses, fees (but not any accrued unpaid performance fee except for the unpaid performance fee in respect of Shares redeemed during the Crystallisation Period, as further described below) and adjusting for subscriptions, redemptions, and distributions orders executed from date of the previous Reference Net Asset Value, so that these will not affect the due performance fee.

The performance fee mechanism that is employed is the performance fee reference indicator mechanism. The reference indicator with which the performance of the relevant Share Classes will be compared is indicated in the above table (including the hurdle) for each Share Class (the "**Reference Indicator**"). This mechanism seeks to ensure that the Management Company cannot (i) earn a performance fee as a consequence of previous underperformance against the Reference Indicator over the Reference Period, nor (ii) claim performance fees unless the Net Asset Value at the end of a Crystallisation Period is higher than the applicable Reference Net Asset Value (as defined below).

For the purpose of this Sub-Fund:

- A Reference Period is the time horizon over which the performance of the Sub-Fund is measured and compared with that of the Reference Indicator to ensure that past underperformance or negative performance of a Share Class compared to the Reference Indicator must be clawed back before a performance fee becomes payable (the "**Reference Period**"). To that purpose, the Reference Period shall have a maximum length of five (5) Crystallisation Periods on a rolling basis.
- A Crystallisation Period begins on the 1st Valuation Date of each financial year following the previous Crystallisation Period and ends on the last Valuation Date of December of the same year, subject to the below (the "**Crystallisation Period**"). The first Crystallisation Period of a given Share Class shall be understood as being the period starting as of the launch date of the Share Class and ending the immediately following 31st of December.
- the Reference Net Asset Value used for a given Crystallisation Period is defined as the highest Net Asset Value in respect of which a performance fee was calculated and paid over the Reference Period, it being provided that the initial Net Asset Value of a given Share Class shall be set as the first Reference Net Asset Value thereof (the "**Reference Net Asset Value**"). If no such performance fees have been paid over the Reference Period, the Reference Net Asset Value shall be set to the Net Asset Value calculated on the first Valuation Day of the Reference Period. The Reference Net Asset Value is adjusted in case of distributions.

A performance fee in respect of any Share Class is calculated during each Crystallisation Period considering the spread between (i) the performance of the Net Asset Value of a Share Class over a given Crystallisation Period above the Reference Net Asset Value (the "**Performance**") and (ii) the performance of the Reference Indicator against the Reference Net Asset Value (the "**Benchmark Performance**").

In case of a positive spread (the "**Positive Relative Performance**"), the performance fee shall be calculated on the basis of such Positive Relative Performance and due at the end of the relevant Crystallisation Period. Given that the Performance is calculated with respect to the Reference Net Asset Value, a Positive Relative Performance may only exist and hence performance fees may only be paid if the absolute Performance is positive over the entire Reference Period.

In addition, (i) if the Sub-Fund or Share Class is closed or subject to a merger in the course of a Crystallisation Period and (ii) where Share Classes are redeemed on a date other than that on which a performance fee is paid while accruals have been made for the performance fee, the performance fee will in principle be crystallised at the date of the event triggering the end of the Crystallisation Period for such shares and the performance fee will be paid, even if a performance fee is no longer payable at the end of the ongoing Reference Period.

The Reference Indicator and Reference Period will be periodically reset to take into account the length of the Reference Period representing a maximum duration of five (5) rolling Crystallisation Periods, provided that such reset will only pertain to the fraction of the underperformance coming from the elapsed fiscal year (N-5) that would not have yet been compensated over the on-going reference period.

Performance fee provision mechanism

A provision in respect of performance fee will be made on each Valuation Date if a performance fee is due according to the previous paragraphs. For this purpose, those conditions will be assessed for each Share Class by reference to the Performance and the Benchmark Performance over the period from the first day of the Reference Period up to such Valuation Date. If no performance fees are due, no accrual will be made in respect of the Valuation Date in question.

The performance fee provision on a specific Valuation Date is calculated, where applicable, by multiplying the Positive Relative Performance by the performance fee rate indicated in the above table and the number of Shares outstanding on such Valuation Date, adjusted for subscriptions, redemptions and distributions.

On each Valuation Date, the performance fee accounting provision made on the immediately preceding Valuation Date is adjusted to reflect the Shares' Performance, positive or negative, calculated as described above. Accordingly, except with respect to any performance fee that has accrued as of that point when distributions or redemptions proceeds are paid out and which is considered earned, previously accrued performance fees will be cancelled out by any subsequent underperformance in comparison with the Benchmark Performance. The performance fee accounting provision may, however, never be negative and under no circumstances will the Management Company pay money into the Sub-Fund or to any Shareholder thereof for any such underperformance.

Subject to the above, if at the end of a Crystallisation Period, an accrual for performance fees is booked in the statement of operations of any Share Class, it will become payable to the Management Company.

Anticipated crystallisation of accrued performance fees

In the event that a shareholder redeems Shares prior to the end of the Crystallisation Period, any accrued but unpaid performance fee relating to those redeemed Shares shall be immediately crystallised and will be paid to the Management Company at the end of the considered Crystallisation Period according to the following formula:

> *Crystallised performance fee on a Valuation Day = (number of Shares redeemed on the Valuation Date / total number of Shares on the previous Valuation Date) * performance fee accrued on the previous Valuation Date*

If the Sub-Fund or a Share Class is closed or (subject to the best interest of investors of both the merging and the receiving fund, sub-fund or Share Class) merged before the end of the Crystallisation Period, the performance fee accrued as of the closing or merger of the Sub-Fund or such Share Class, if any, will be paid as if the date of closing was the end of the Crystallisation Period.

5.2. **Example of determination of performance fee**

Year	Net Asset Value (end of the year)	Reference Net Asset Value	Performance vs. Reference Net Asset Value	Benchmark Performance	Benchmark Performance vs. Reference Net Asset Value	Relative Performance	Payment of performance fees (Yes/No)	Performance fees amount
0	100			100				
1	98	100	-2.00%	99	-1.00%	-1.00%	No	
2	102	100	2.00%	103	3.00%	-1.00%	No	
3	**104**	**100**	**4.00%**	**102**	**2.00%**	**2.00%**	**Yes (*) Amount : 0.2 €**	**0.2**
4	99	104 (*)	-4.81%	98	-5.77%	0.96%	No	

5	98	104	-5.77%	95	-8.65%	2.88%	No	
6	100	104	-3.85%	101	-2.88%	-0.96%	No	
7	103	104	-0.96%	104	0.00%	-0.96%	No	
8	**100**	**104**	**-3.85%**	**101**	**-2.88%**	**-0.96%**	**No (**)**	
9	102	99	3.03%	103	4.04%	-1.01%	No	
10	105	99	6.06%	106	7.07%	-1.01%	No	

(*) Update of the Reference Net Asset Value following the payment of performance fees
(**) Update of the Reference Net Asset Value following the end of the 5th year of the 5 years rolling Reference Period

5.3. **Other Fees**

In addition, other fees will be charged to each Class, such as banking fees, brokerage fees, transaction fees and other fees payable to the counterparts of the Company (including but not limited to the Depositary Bank and Central Administration), audit fees, legal and regulatory fees, taxes and other fees as more described in section “Expenses” of Part A of this Prospectus.

For additional information related to the ongoing charge figures of each Class, please refer to the KIID, to the financial reports and to the relevant agreements of the Company.

Any investor who subscribes, converts or redeems shares through paying agents may be required to pay fees connected to the transactions processed by the said paying agents in the jurisdictions in which shares are offered.

The Company may in its discretion waive minimum initial subscription amounts. In such latter case, the Company will ensure that the investors concerned are equally treated.

As permitted by, and subject to the provisions of, applicable laws and regulations, including the principle of equal treatment of the Shareholders, rebates on the management and/or performance fee may be granted by the Management Company to certain distributors and/or investors.

6. Subscription

Shares are available for subscriptions on each Valuation Date on a forward pricing base.

Applications for shares must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business day before the Valuation Date until the cut-off time fixed at 4:00 p.m. Luxembourg time to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for shares received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

Subscriptions may be made in amounts or in a number of shares. The subscription amount to be paid by investors must be received by the Company or its delegates at the latest on the second Bank Business Day following the applicable Valuation Date. Any order for which the proceeds have not been received by the Company by the above cut-off time will be dealt with on the next Valuation Date.

7. Redemption / cut-off time / gate mechanism

Shareholders are entitled to redeem their shares on each Valuation Date on a forward pricing base. Applications for redemptions must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business day before the Valuation Date until the cut-off time fixed at 4:00 p.m. Luxembourg time to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation

Date. Redemptions may be made in amounts or in a number of shares. Redemption payments will be made at the latest on the second Bank Business Day following the applicable Valuation Date. Applications for redemptions received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

This Sub-Fund will apply the 10% redemption gate mechanism of Section 9 of this Prospectus (Part A).

8. Conversion / cut-off time

Applications for conversion must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business day before the Valuation Date until the cut-off time fixed at 4:00 p.m. Luxembourg time to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for conversion received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

The Sub-Fund may apply the swing pricing mechanism described in Section 7 “Net Asset Value” of Part A of this Prospectus.

9. Investment Manager

For the purpose of investing in Pacific-Asia, the Management Company has partially sub-delegated the portfolio management of the Sub-Fund to Tikehau Investment Management Asia PTE LTD.

For the purpose of investing in North America, the Management Company has partially sub-delegated the portfolio management of the Sub-Fund to Tikehau Capital North America, a subsidiary of Tikehau Capital Group having the status of a Registered Investment Adviser with the U.S. Securities and Exchange Commission (SEC).