SYCOMORE FRANCECAP

Prospectus
25/08/2021

UCITS under European Directive 2009/65/EC

1. GENERAL CHARACTERISTICS

1.1 UCITS features

French Fonds Commun de Placement (FCP)

1.2 Name

Sycomore Francecap.

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

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

1.4 Inception date and expected term

The Fund was created on 30 October 2001, for a term of 99 years as of that date.

1.5 Fund overview

Unit Class	ISIN Code	Allocation of distributable sums	Base Currency	Target investors	Minimum subscription
I	FR0010111724	Accumulation	EUR	'Eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary or non-monetary benefits paid or provided by the management company or by the marketing agent of the Fund ('clean share' units).	€100
A	FR0007065743	Accumulation	EUR	All	€100
R	FR0010111732	Accumulation	EUR	All	€100
ID	FR0012758720	Accumulation and/or Distribution	EUR	'Eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary or non-monetary benefits paid or provided by the management company or by the marketing agent of the Fund ('clean share' units).	€100
S	FR0013112760	Accumulation	EUR	All	€30,000,000 (initial subscription only)

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

The latest annual and interim reports will be sent within eight working days upon written request by a unit holder to:

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

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

2. STAKEHOLDERS

2.1 Management Company

Sycomore Asset Management, SA Approved by the AMF as a French Portfolio Management Company (Société de Gestion de Portefeuille) under no GP 01-030 with registered offices located at 14, avenue Hoche, 75008, Paris, France.

2.2 Depositary and custodian

BNP Paribas Securities Services, SA. An institution approved by the French Prudential Control and Resolution Authority (Autorité de Contrôle Prudentiel et de Résolution, ACPR), whose registered office is located at 3, Rue d'Antin, 75002 Paris, France, and whose postal address is 9, Rue du Débarcadère, 93500 Pantin, France.

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

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

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

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

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

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

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

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

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

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

BNP Paribas Securities Services, SA. An institution approved by the French Prudential Control and Resolution Authority (Autorité de Contrôle Prudentiel et de Résolution, ACPR), whose registered office is located at 3, Rue d'Antin, 75002 Paris, France, and whose postal address is 9, Rue du Débarcadère, 93500 Pantin, France.

2.4 Fund unit registrar

BNP Paribas Securities Services, SA. An institution approved by the French Prudential Control and Resolution Authority (Autorité de Contrôle Prudentiel et de Résolution, ACPR), whose registered office is located at 3, Rue d'Antin, 75002 Paris, France, and whose postal address is 9, Rue du Débarcadère, 93500 Pantin, France.

2.5 Statutory Auditor

KPMG Audit, a department of KPMG SA, with its registered office at 1 Cours Valmy, 92923 Paris La Défense Cedex, France, represented by Gérard Gaultry.

2.6 Marketing Agents

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

2.7 Delegated fund accountant

BNP Paribas Securities Services, SA. An institution approved by the French Prudential Control and Resolution Authority (Autorité de Contrôle Prudentiel et de Résolution, ACPR), whose registered office is located at 3, Rue d'Antin, 75002 Paris, France, and whose postal address is 9, Rue du Débarcadère, 93500 Pantin, France.

2.8 Institution responsible for receiving and transmitting orders from the management company

Sycomore Market Solutions, SA. An investment company authorised by the French Prudential Control and Resolution Authority (Autorité de Contrôle Prudentiel et de Résolution, ACPR), whose registered office is located at 14, Avenue Hoche, 75008 Paris, France. Sycomore Market Solutions may receive orders initiated by the management company on behalf of the Fund to ensure the transmission of such orders to market intermediaries and counterparties with the primary mission of seeking the best possible execution of such orders.

3. OPERATING AND MANAGEMENT PROCEDURES

3.1 General features

3.1.1. Unit Class characteristics

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

Securities administration: the various units are listed on Euroclear France. Securities administration is provided by BNP Paribas Securities Services SA, whose registered office is located at 3 rue d'Antin, 75002 Paris, France and whose mailing address is 9 rue du Débarcadère, 93500 Pantin, France.

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

Form of units: bearer.

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

3.1.2. Accounting year-end

Last trading day in June (starting from 30 June 2007). The closing date of the first financial year was the last trading day in December 2002.

Transitional provisions: as there was a requirement to adjust the closing date of the Fund's accounting year from December to June, the Fund held a transitional accounting year that was shortened on a one-time basis to a period of six months, from 1 January 2007 to 29 June 2007.

3.1.3. Tax regime

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

French personal equity savings plan eligibility (PEA): This fund is eligible for the PEA.

3.1.4. Information on SRI certification

The Fund has a French SRI label and/or a foreign equivalent.

3.2 Specific provisions

3.2.1. ISIN Codes

Unit Class	ISIN Code
I	FR0010111724
A	FR0007065743
R	FR0010111732
ID	FR0012758720
S	FR0013112760

3.2.2. Classification

French Equity.

3.2.3. Investment objective

The aim is to outperform the CAC All-Tradable NR benchmark (dividends reinvested) over a period of five years, according to a multi-thematic socially responsible investment process linked to the United Nations Sustainable Development Goals (SDGs), while complying with the standards set for French personal equity savings plans (Plans d'Epargne en Actions, PEAs).

This objective complies with the provisions of Article 9 of the SFDR (Regulation 2019/2088 of 27 November 2019 on sustainability-related disclosures in the financial services sector).

3.2.4. Benchmark index

CAC All-Tradable NR (dividends reinvested). This index is the largest on the Paris Stock Exchange, and includes the main securities listed in France. It is denominated in euros and calculated with dividends reinvested.

The administrator of the CAC All-Tradable NR benchmark index is Euronext, and is entered in the register of administrators and benchmark indices maintained by the ESMA. Additional information about this index is available at: https://www.euronext.com/fr/products/indices/FR0003999499-XPAR/market-information?page=1.

In accordance with Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June, Sycomore Asset Management has a procedure for monitoring the benchmark indices used describing the measures to be implemented in case of substantial changes made to an index or the cessation of the provision of that index.

3.2.5. Investment strategy implementation

Description of strategies used:

The Fund invests at least 75% of its assets in PEA (French personal equity savings plan) eligible equities.

Investments are selected on the basis of a strict analysis of corporate fundamentals. The selection process aims to identify those companies meeting quality standards (on the basis of their management teams, business model sustainability, and financial structure consistency) and to detect value (based on the differential between the intrinsic value as calculated by the management team and market value).

These securities are selected without sector or capitalisation size constraints, while respecting the following geographical restrictions:

- in accordance with the regulations relating to the French personal equity savings plan (PEA), at least 75% of the assets will be invested in European Union securities;
- French securities will represent at any time at least 60% of the Fund's assets.

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

As an example, the following criteria are used for non-financial analysis:
* Society & Suppliers: societal contribution of activities, citizen behaviour (ethics, respect for human rights, responsible tax planning, etc.), control of the subcontracting chain and balance of supplier relations, etc.
The assessment of the alignment of the Company's activities with major societal challenges is based on a specific proprietary metric known as the 'Societal Contribution of Activities'. The calculation aims to determine the contribution of the activities to societal transitions, according to a rating scale of -100% to +100%. The Societal Contribution of the business is the sum of the positive and/or negative contributions of a company's products and services with 3 pillars (Access & Inclusion, Health & Safety, Economic & Human Progress) and its societal contribution through Employment, assessed using the Good Jobs Rating.

* People: development at work, training, health and safety, absenteeism, turnover, corporate culture and values, restructuring management, evaluation of the labour relations climate, pay equity, diversity, etc.

* Investors: solidity of the business model, competitive positioning, growth levers, governance, strategy, taking into account the interests of the company's different stakeholders, quality of financial communication, etc.

* Customers: Market positioning, distribution modes, customer relations, digitalisation, digital rights and data protection, product security, etc.

* Environment: Level of integration of environmental issues into management's vision, corporate strategy and culture, environmental performance of sites and operations, assessment of transition risk, exposure to medium- and long-term physical environmental risks, etc.
The assessment of the transition risk is based on a specific proprietary metric called 'NEC,' the acronym for 'Net Environment Contribution.' A company's NEC calculation aims to determine the contribution of its activities to ecological transition, according to a rating scale of -100% to +100% determined by the more or less negative or positive impact of the activities on the environment. It follows an integrated upstream (supply chain) and downstream (product and service usage) life cycle analysis approach.

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

The application of this methodology leads to the award of a SPICE rating between 1 and 5 (5 being the highest rating). This rating impacts the risk premium of the companies and therefore their target prices which result from the valuations calculated by our analyst manager. The SPICE analysis at all times concerns at least 90% of the Fund's net assets (excluding liquid assets). In addition, the Fund's investment universe is constructed using criteria specific to SPICE. Issuers must therefore successfully pass two successive filters (as shown in the chart below) to integrate the Fund's eligible investment universe:

♦ A filter excluding the main ESG risks: its objective is to exclude any company that presents sustainable development risks. The risks identified include insufficient non-financial practices and performance that could call into question the competitiveness of companies. A company is thus excluded if (i) it is involved in activities identified in our exclusion policy for their controversial social or environmental impacts, or (ii) it has obtained a SPICE rating equal to or less than 3/5.

♦ A filter for selecting the main ESG opportunities: Its objective is to promote businesses offering sustainable development opportunities divided into four sub sets:

1. Companies with a SPICE rating above 3.5/5, reflecting our analysis of best practises in sustainable development.

2. Companies with a societal contribution rating greater than or equal to 3.5/5 within the Society & Suppliers pillar of our SPICE methodology.

3. Companies with a Net Environmental Contribution (NEC) rating equal to or greater than +10% within the Environment pillar of our SPICE methodology.

4. Up to the limit of 25% of the net assets, companies providing cumulative justification (i) for a SPICE rating between 3 and 3.5/5, (ii) for claiming a strategy of profound transformation in terms of sustainable development (product or service offering, or changes in its practices). The Fund is therefore tasked with supporting the environmental, social, societal and governance transformation of these companies. The areas for improvement identified by the management company must be met within a maximum period of two years. The indicated limit of 15% of the net assets aims to maintain a selectivity rate of over 20% at all times.

The eligible investment universe of the Fund is thus reduced by at least 20% compared to the initial universe, i.e. equities listed on the French market and which have been subject to an effective ESG analysis by Sycomore AM.

This methodology combines the following socially responsible investment approaches on a systematic basis:

✓ Environmental, social and governance (ESG) integration
ESG analysis is systematically included in the analysis and management process.

✓ Exclusion
As part of our socially responsible investment approach, the SRI exclusion policy is a complementary tool that ensures that no investments are made in activities with a proven negative impact on society or the environment. For example, companies in the coal (energy extraction and production), tobacco, weapons, and companies whose activities violate one of the principles of the United Nations Global Compact are excluded. The rate of selectivity within the investment universe is at least 20%. More detailed information is available in our SRI exclusion policy available on our website, www.sycomore-am.com.

Theme
The Fund focuses on themes such as energy transition, circular economy, health, nutrition and well-being, digital and communications.

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

✓ Best in universe:
This approach seeks to select and weight the best issuers within the investment universe and may lead to the exclusion of certain sectors where their contribution to sustainable development is insufficient, as compared to issuers from the other sectors represented within the investment universe.
✓ Best effort:
This approach makes it possible to invest in companies that make visible efforts in terms of sustainable development, even though they would not yet be among the best in the ESG investment universe, up to a limit of 25% of net assets. These companies undergo the same analysis and monitoring process as the 'Best in universe' approach and comply with the same ESG selection criteria as the 'Best in universe' approach, but while the companies in the 'Best in universe' approach belong to the first and second quartile of the investment universe, those in the 'Best effort' approach will be in the third quartile of the investment universe. The management company seeks to

closely monitor and dialogue with the management of these companies to monitor companies' efforts, areas for improvement and progress over time.

The set up of the Fund's portfolio does not take into account the composition of the benchmark. The weighting of each company in the portfolio is therefore entirely independent from the weighting of that same company in the CAC All-Tradable NR index. As such, it is possible that a company in the Fund's portfolio does not appear in the composition of the benchmark or that a company well represented in the benchmark is excluded from the Fund's portfolio.

Asset classes and financial futures in the portfolio:

Other than the equities referred to above which make up at least 75% of Fund assets, the following assets may be included within the Fund portfolio:

UCITS and/or AIFs

The Fund may hold up to 10% of its assets in the form of shares or units in the following UCIs:

- European (including French) UCITS which invest less than 10% of their assets in units or shares of other UCITS or AIFs;
- European (including French) AIFs compliant with the four criteria set out in article R. 214-13 of the French Monetary and Financial Code.

The Fund may also invest in money market funds in order to manage the Fund's cash flow, or equity or diversified funds with a management strategy which complements that of the Fund and which contributes towards achieving the performance target.

The Fund may invest in UCIs marketed or managed by Sycomore Asset Management or one of its subsidiaries, within the aforementioned limits.

These UCIs benefit from, or are committed to, benefiting within one year from, the French SRI (Socially Responsible Investment) and/or Greenfin and/or Finansol labels, or equivalent foreign labels, codes or charters. The proportion of UCITS that do not yet have one of the above-mentioned labels is limited to 1% of net assets. The selection of these companies will take place without any constraints regarding the SRI methodologies employed by their respective management companies.

Debt securities and money market instruments

To manage the Fund's cash, the portfolio may include negotiable debt securities, provided that these securities may not be rated as "high yield" by rating agencies.

No investments pertaining to this asset category may exceed 25% of the Fund's net assets.

Such securities may come from public issuers (up to 25% of fund net assets in fixed-rate French treasury bonds) or corporate issuers (negotiable CDs up to 10% of fund net assets) with no pre-set restriction on the breakdown between these two categories.

Only those securities with residual lives of less than three months may be added to the portfolio.

Derivatives & securities with embedded derivatives

The Fund operates in all regulated or organised markets in France and in other OECD member states.

The fund uses futures and option strategies.

Futures and options strategies are intended either to hedge the portfolio against the downside risk in an underlying equity asset, or to increase portfolio exposure in order to capitalise on the upside in an underlying equity asset.

The Fund primarily draws on stock-picking within the portfolio to achieve investment management targets, with these strategies contributing on an ancillary basis to the investment objective. These strategies nevertheless enable a portfolio manager anticipating a period of equity market weakness to preserve accrued returns (hedging strategy involving equity indices or certain stocks which the portfolio manager considers overvalued) or conversely, to increase portfolio exposure when the portfolio manager feels that securities already in the portfolio may not fully benefit from an expected equity market rally.

The Fund deals in financial instruments with embedded equity derivatives.

The instruments used are: warrants, equity warrants, investment certificates, loan participations, as well as bond-type securities with a conversion or subscription right including convertible bonds, bonds redeemable into new or existing shares and equity-warrant bonds.

These instruments are used in order to expose the portfolio to one or more companies that satisfy the selection criteria defined above. The aggregate total weight of these investments in the Fund portfolio shall not exceed 25% of its net assets.

If equity exposure increases through the use of derivatives or securities with embedded derivatives, it shall not exceed 150%, or maximum leverage of 1.5x.

The policy for the use of derivatives, the underlyings of which are subject to the SPICE analysis process, is consistent with the Fund's objectives and is consistent with its aim for a long-term perspective. It does not undermine the ESG selection policy in a significant or lasting manner. The use of financial derivatives is limited to techniques for efficient management of the portfolio of securities in which the Fund is invested. The Fund may not hold short positions in an asset selected as ESG according to its own ESG asset selection method.

Over-the-counter contracts

The fund may enter into over-the-counter contracts in the form of "Contracts for Differences" (henceforth referred to as CFDs). The underlying components of CFDs are shares or European equity indices.

CFDs shall be used to replicate purchases or sales in securities or indices, or baskets of securities or baskets of indices.

If equity exposure increases through the use of CFDs, it shall not exceed 150%, or maximum leverage of 1.5x.

There are no plans to use Total Return Swaps in connection with the management of the Fund.

Use of deposits
There are no plans to use deposits in connection with the management of the Fund.

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

Temporary acquisitions and sales of securities
There are no plans to use temporary acquisitions and sales of securities in connection with the management of the Fund.

Contracts constituting financial guarantees

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

3.2.6. Risk profile

Your money shall be invested mainly in financial instruments selected by the management company. These instruments shall be subject to the evolution and fluctuations of the financial markets.

Risks incurred by the Fund:

- **the risk of loss of principal**, as the Fund's performance may not meet investment objectives or investor targets (which depend on their portfolio composition), the principal invested may not be entirely returned, the performance may be adversely affected by inflation.

- **the risk incurred from discretionary management**, as the management team may freely allocate Fund assets between the various asset classes;

- **equity risk**, on account of equity exposure between 75% and 150% on assets;

Equity risk is the risk that the value of a share will decline due to market movements, unfavourable news regarding the company itself or to its business sector.

- **liquidity risk**, due to the exposure of small capitalisation companies in which the Fund may be invested. In this regard, investors should bear in mind that the small and mid-cap market includes companies which, by reason of their specific nature, may involve risks for investors.

Liquidity risk is the risk that some buy or sell orders transmitted to the market may not be fully executed due to the limited quantity of securities available in the market.

- **foreign exchange rate risk**, some PEA-eligible securities may be listed in a currency other than the euro. In this regard, investor attention is drawn to the fact that the fund is subject to foreign exchange risk of up to a maximum of 10% of its net assets;

Foreign exchange risk is the risk that the value of an investment currency diminishes compared to the Fund's base currency, i.e. the euro.

- **Interest rate and credit risk**, as the Fund may hold up to a maximum of 25% of its assets in convertible bonds and money market instruments;

Interest rate risk is:

a. The risk that the rates decline when investments are made at a variable rate (lower rate of return);
b. The risk that rates will rise in the case of fixed-rate investments, as the value of a fixed interest-rate product is inversely proportional to interest rate levels.

Credit risk is the risk that the issuer of a debt security is no longer able to service its debt, i.e. repay the debt.

- **risk incurred by convertible bond investments**, given that the Fund may be exposed up to 25% to convertible bonds. This is the risk that the Net Asset Value falls, affected adversely by one or more elements of a convertible bond valuation, namely: level of interest rates, changes in prices of the underlying shares and changes in the price of the derivative instrument embedded in the convertible bond.

- **The counterparty risk**, the management team may enter into over-the-counter derivative contracts with financial institutions having their registered office in the European Union or in the United States and subject to the prudential supervision rules from authorities. This is the risk that a counterparty defaults and is no longer able to transfer the money due to the Fund as a result of a transaction, i.e. collateral deposits or realised gains. This risk is capped at a maximum of 10% of the net assets per counterparty. In the event of a counterparty default, the Net Asset Value may fall.

- **Methodological risk related to socially responsible investment (SRI).** SRI is a relatively new area, so there is no universally accepted framework or list of factors to consider to ensure the sustainability of investments. Furthermore, the legal and regulatory framework governing this area is still being developed. The absence of common standards may lead to different approaches to setting and achieving ESG (environmental, social and governance) objectives. ESG factors can vary depending on investment themes, asset classes, investment philosophy and the subjective use of different ESG indicators governing portfolio construction. The selection and weightings applied may to some extent be subjective or based on measures which 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 cases, based on qualitative assessment and judgement, particularly in the absence of well defined market standards and due to the existence of multiple SRI approaches. An element of subjectivity and discretion is therefore inherent in the interpretation and use of ESG data. It may therefore be difficult to compare strategies incorporating ESG criteria. Investors should note that the subjective value that they may or may not assign to certain types of ESG criteria may differ materially from fund to fund. The application of ESG criteria to the investment process may exclude securities of certain issuers for non-financial reasons and, as a result, may cause certain market opportunities available to funds that do not use ESG or sustainability criteria to be lost. ESG information from third party data providers may be incomplete, inaccurate or unavailable. As a result, there is a risk of incorrect valuation of a security or issuer resulting in the improper inclusion or exclusion of a security. ESG data providers are private companies that provide ESG data for a variety of issuers. They may therefore change the valuation of issuers or instruments at their discretion. The ESG approach can evolve and develop over time, due to the refinement of investment decision processes to take ESG factors and risks into account, and/or due to legal and regulatory developments. Finally, up to 15% of the net assets of the Fund may be exposed to so called transformation companies, which means that they are not yet included in the 'best in universe' but are engaged in a verifiable process of improving their offering of products or services, or their practices.

- **Sustainability risks**: As a result of climatic events which may result from climate change (physical risks) or the company's response to climate change (transition risks), which may have a negative impact on the Fund's investments and financial condition. Social events (e.g. inequality, inclusion, labour relations, investment in human capital, accident prevention, change in customer behaviour, etc.) or governance instabilities (e.g. significant and recurrent breach of international agreements, corruption issues, product quality and safety, sales practices, etc.) can also pose sustainability risks. These risks are integrated into the investment process and risk monitoring as they represent potential or actual material risks and/or opportunities to maximise long-term returns. These risks are taken into account through the use of ESG criteria, and more specifically through our SPICE methodology described above. The consequences of the occurrence of a sustainability risk are numerous and vary depending on the specific risk, region and asset class. For example, when a sustainability risk occurs for an asset, it will have a negative impact on the asset's value and may result in a total loss of value.

In order to diversify the equity risk, which is measured in terms of volatility, the portfolio includes at least 25 securities.

3.2.7. Guarantee or protection

None.

3.2.8. Target investors and target investor profile

Unit Classes I, A, R, ID and S are available to all investors. Given the major risks associated with equity investments, this Fund is mainly intended for investors who are prepared to withstand the wide fluctuations inherent in equity markets, over an investment period of at least five years.

The Fund contains small-cap stocks and investors should bear in mind that the small- and mid-cap market is intended to include companies which, by reason of their specific nature, may involve risks for investors.

The reasonable amount to invest in this Fund depends on your personal situation. In order to assess your financial situation, you must take into account your personal assets, your current needs and your needs over the next five years, as well as your willingness to take on risk or, conversely, to opt for a more prudent investment. You are also strongly advised to sufficiently diversify your investments so that they are not exposed solely to the risks incurred by this Fund.
The units in the Fund, which is a Foreign Public Fund within the meaning of Section 13 of the US Bank Holding Company Act, have not been registered or reported to the US authorities pursuant to the US Securities Act of 1933. Hence, they may not be offered or sold, directly or indirectly, in the United States or on behalf of or for the benefit of a 'U.S. Person' within the meaning of the US regulations (Regulation S).

3.2.9. Income calculation and allocation

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

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

3.2.10. Unit Class characteristics

Unit Class	ISIN Code	Allocation of distributable sums	Base Currency	Target investors	Minimum subscription
I	FR0010111724	Accumulation	EUR	'Eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary or non-monetary benefits paid or provided by the management company or by the marketing agent of the Fund ('clean share' units).	€100
A	FR0007065743	Accumulation	EUR	All	€100
R	FR0010111732	Accumulation	EUR	All	€100
ID	FR0012758720	Accumulation and/or Distribution	EUR	'Eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary or non-monetary benefits paid or provided by the management company or by the marketing agent of the Fund ('clean share' units).	€100
S	FR0013112760	Accumulation	EUR	All	€30,000,000 (initial subscription only)

3.2.11. Conditions for subscribing and redeeming shares:

Subscription and redemption orders are centralised by BNP Paribas Securities Services (3 Rue d'Antin, 75002 Paris, France) at 12:00 pm (CET) on each calculation day (D) of the Net Asset Value. These orders are then executed on the basis of the NAV calculated on the following business day at a then-unknown price (D+1). The resulting payments are made on the second following business day (D+2).

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

D: Day on which the net asset value is determined	D+1 business day	D+2 business days
Centralisation of subscription and redemption orders before 12:00 pm (CET)	Publication of the Net Asset Value of D	Delivery of Subscriptions Settlement of Redemptions

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

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

Circumstances in which subscriptions may be limited: In cases where the number of existing units (all unit classes included) falls below 750,000, the Fund will be automatically reopened to, subscriptions after 10 working days from the date of publication in a French daily economic newspaper.

The day following the ascertainment that the number of subscribed units (all unit classes included) is above 2,500,000 units, subscriptions shall be suspended. Unit holders will be informed of the suspension of subscriptions through the press and specifically through a French daily economic newspaper.

Information concerning the total number of units in the Fund may be obtained directly via the Sycomore Asset Management website (www.sycomore-am.com) or by telephone: +33 (0)1 44 40 16 00.

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

3.2.12. Fees and Charges

Entry and exit charges:

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

Charges to be borne by the investor, levied on subscriptions and redemptions	Basis	Rate				
		Unit Class I	Unit Class A	Unit Class R	Unit Class ID	Unit Class S
Subscription fee not due to the UCITS	Net Asset Value multiplied by the number of units subscribed	7% maximum rate	5% maximum rate	3% maximum rate	7% maximum rate	10% Maximum rate
Subscription fee due to the UCITS	Net Asset Value multiplied by the number of units subscribed	None				
Redemption fee not due to the UCITS	Net Asset Value multiplied by the number of units redeemed	None				
Redemption fee due to the UCITS	Net Asset Value multiplied by the number of units redeemed	None				

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

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

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

Fees charged to the UCITS	Basis	Rate				
		Unit Class I	Unit Class A	Unit Class R	Unit Class ID	Unit Class S
Financial investment management fees and external administration fees (1)	Net assets	Maximum annual rate (including tax)				
		1.00%	1.50%	2.00%	1.00%	1.00%
Transfer commissions collected by the management company	Charge on each transaction	None				
Transfer commissions collected by the custodian	Charge on each transaction	Maximum charge of €60, including tax. CFD: fixed maximum specific tariff of €250, including tax.				
Performance fee	Net assets	15% incl. taxes on performance in excess of the CAC All-Tradable NR index				

(1) including all fees except execution fees, performance fees and charges linked to investments in UCITS or investment funds

Unless otherwise specified, these rates and percentages are common to all unit classes.

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

Performance fee: The performance fee is based on the comparison between the performance of the mutual fund and the benchmark, defined hereinafter, over the financial year. Throughout the following, the 2002 financial year shall be deemed to have begun on 30 October 2001 and ended 31 December 2002.

- General Conditions for Unit Classes I, ID, A and R:

The performance fee calculation is triggered by a positive performance of the Fund that is also above that of the benchmark, during the financial year. It is also based on the comparison, during the financial year, between the change in the Fund's assets after operating and management charges, and the change in a reference asset with a performance identical to that of the benchmark over the calculation period; changes relating to subscriptions and redemptions in the Fund are taken into account to perform this comparison.

If, over the financial year, the performance of the Fund is lower than the reference asset, the variable share of the management charges shall be nil.

If, during the financial year, the Fund's year-to-date performance is both positive and above that of the reference asset, this performance shall be subject to a provision for variable management charges when calculating net asset value. If redemptions are centralised in the presence of such a provision, the share of the provisioned fee corresponding to the redeemed units shall become definitively acquired by the management company. Any provision previously recorded shall be readjusted by a provision reversal. Provision write-backs shall be capped at previous allocations to provisions.

- Particular conditions for Unit Class S:

The calculation for the performance fee of Unit Class S is similar to the one introduced in the general conditions except that a positive performance is required for the provision and collection of this fee.

Selection of intermediaries: Sycomore Asset Management has entrusted the trading of its orders to Sycomore Market Solutions. Sycomore Market Solutions receives orders initiated by the management company on behalf of the Fund and ensures their transmission to market intermediaries and counterparties with the main mission of seeking the best possible execution of these orders. Sycomore Market Solutions is an investment company authorised by the French Prudential Control and Resolution Authority (Autorité de Contrôle Prudentiel et de Résolution, ACPR) to provide the service of receiving and transmitting orders on behalf of third parties.
Unit holders may refer to the annual management report for any further information.

4. COMMERCIAL INFORMATION

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

Subscription and redemption orders should be addressed to the delegated institution in charge of the centralisation.
Information concerning the Fund is provided by Sycomore Asset Management to your financial intermediary, whose duty it is to pass this information on to their clients.

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

- Sycomore Asset Management, 14, avenue Hoche, 75008 Paris, France;
- or to info@sycomore-am.com.

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

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

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

5. INVESTMENT REGULATION

The Fund complies with the investment regulations for UCITS under European Directive 2009/65/EC investing up to 10% of their assets in units or shares of UCITS. It also complies with the General Regulation of the AMF regarding UCITS in the "French equities" category.

6. OVERALL RISK

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

7. ASSET VALUATION PRINCIPLES

7.1 Asset valuation rules

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

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

- Financial instruments which are not traded on regulated markets are valued by the management company at their likely trading value.
- Units or shares in mutual funds are valued at the most recently published NAV.
- Negotiable debt securities and similar instruments which are not actively traded are valued using an actuarial method. The value retained is that of equivalent issued securities, which are adjusted, where applicable, on the basis of a credit spread reflecting the creditworthiness of the security issuer. However, negotiable debt securities with residual lifespan not exceeding three months may be valued using the commitment method in the absence of any specific sensitivity. The application of these principles is set by the asset management company. These are detailed in the Appendix to the annual accounts.
- transactions involving financial futures or options traded on French or foreign organised markets are valued at market price in accordance with methods laid down by the asset management company and appear in the annexe to the annual financial statements. They are set out in the Appendix to the annual accounts.
- Over-the-counter futures, options or swap transactions authorised by the regulations applicable to mutual funds, are valued at their market price or at an estimated value in accordance with methods laid down by the asset management company, as defined in the notes to the annual financial statements.

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

The accounting currency is the euro.

7.2 Alternative assessment procedures in case the financial data is unavailable

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

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

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

7.3 Accounting method

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

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

8. REMUNERATION POLICY

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

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

9. TERMS AND CONDITIONS

ASSETS AND UNITS

Article 1 - Fund units

The rights of co-owners are expressed in units, each unit representing an equivalent fraction of the assets of the Fund. Each unit holder owns joint ownership rights over the assets of the fund in proportion to the number of units owned.

The term of the Fund is 99 years from 30 October 2001 subject to any early winding-up or extension as provided for in these terms and conditions.

The characteristics of the various categories of units, and the terms and conditions of their acquisition, are set forth in the key investor information document and the prospectus of the Fund.

The various categories of units may:

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

Units may be consolidated or split.

The board of directors of the management company may elect to split units into thousandths, referred to as fractional units.

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

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

Article 2 - Minimum assets

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

Article 3 - Issue and redemption of units

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

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

Fund units may be listed in accordance with applicable regulations.

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

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

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

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

In application of Article L. 214-8-7 of the French Monetary and Financial Code, the redemption by the Fund of its units, as well as the issue of new units, may be provisionally suspended, by the management company, under exceptional circumstances and if unitholders' best interests so require.

When the net assets of the Fund are lower than the amount set by the regulations, no acquisition of shares may take place.

The Fund may cease to issue units pursuant to Article L. 214-8-7 of the French Monetary and Financial Code in situations that objectively require the closure of subscriptions, such as when the maximum number of units or shares has been issued, a maximum amount of assets has been reached, or a specific subscription period has expired.
These objective circumstances are defined in the full prospectus of the UCITS.

The trigger of this tool will be communicated by any means to existing holders relating to its activation, as well as to the threshold and objective situation that led to the decision to partially or completely close. In the case of a partial closure, this communication by any means will explicitly specify the terms and conditions under which existing holders may continue to subscribe during the duration of this partial closure. Unit holders are also informed by any means of the decision of the UCITS or the management company either to end the total or partial closure of subscriptions (when falling below the trigger level) or not to end them (in the event of a change of threshold or a change in the objective situation that led to the implementation of this tool). A change in the objective situation invoked or to the trigger level of the tool must always be made in the interests of the unit holders. Information by any means shall specify the exact reasons for these changes.

Article 4 - Calculation of the Net Asset Value

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

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

FUND OPERATION

Article 5 - The Management Company

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

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

Article 5a - Operating rules

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

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

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

Article 6 – Custodian

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

Article 7 - Statutory auditor

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

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

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

Asset valuation and the determination of exchange terms pertaining to conversions, mergers or split transactions are carried out under the supervision of the statutory auditor. The statutory auditor shall determine the value of any contribution in kind under his own responsibility The statutory auditor monitors the accuracy of the composition of assets and other items prior to publication. The statutory auditor's fees shall be set by mutual agreement between the auditor and the board of directors or the management board of the management company, on the basis of a work schedule setting out the checks deemed necessary.

Article 8 – The financial statements and management report

At the closing of each financial year, the asset management company prepares the financial statements and a report on the fund's management during that year.

The management company prepares a statement of the UCI's assets and liabilities, at least once every half-year and under the supervision of the custodian.

The list of assets and liabilities is certified by the custodian and all of the above documents are reviewed by the statutory auditor.

The management company shall make these documents available to unit holders within four months of the end of the financial year and inform them of the amount of income attributable to them: These documents are either sent by mail at the express request of the unit holders, or made available to them by the Asset Management Company.

TERMS AND CONDITIONS OF ALLOCATION OF INCOME AND DISTRIBUTABLE SUMS

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

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

Distributable amounts consist of:

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

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

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

- accumulation: distributable amounts are fully reinvested with the exception of those that must be distributed pursuant to legal provisions;
- distribution (with the possibility of interim distribution):
  - of all distributable sums (all amounts mentioned in points 1 and 2), to the nearest rounded figure;
  - distributable sums mentioned in point 1 to the nearest rounded figure;
  - distributable sums mentioned in point 2 to the nearest rounded figure.

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

MERGER – SPLIT – DISSOLUTION – LIQUIDATION

Article 10 - Merger & De-merger

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

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

Article 11 - Dissolution & extension

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

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

The management company shall also wind-up the Fund if it receives redemption orders for all of its units, if the custodian ceases to perform its duties where no other custodian has been designated, and upon the expiry of the Fund’s term unless it has been extended.

The asset management company shall inform the French Financial Markets Authority in writing of the scheduled date and selected winding-up procedure. It shall then send the French Financial Markets Authority the statutory auditor’s report.

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

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

Article 12 - Liquidation

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

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

DISPUTES

Article 13 - Competent courts & Choice of jurisdiction

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