

MANDARINE FUNDS

SICAV incorporated under Luxembourg law with multiple sub-funds

PROSPECTUS

NOVEMBER 2013

Subscriptions may be made only on the basis of this Prospectus, accompanied by the articles of association and the data sheets of each sub-fund as referred to in this document, or based on the simplified Prospectus.

This Prospectus must be accompanied by the most recent annual report and the latest half-yearly report, if more recent than the annual report.

Subscription, conversion and redemption forms are available on request from:

- *the registered office of the SICAV, at 33 rue de Gasperich, L-5826 HESPERANGE, Luxembourg*
- *the Central Administration, BNP PARIBAS SECURITIES SERVICES – Succursale de Luxembourg, 33 rue de Gasperich, L-5826 Hesperange, Luxembourg.*

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PREAMBLE

MANDARINE FUNDS, (hereinafter referred to as the "SICAV") is registered in the official list of mutual funds, in accordance with the Law of 17 December 2010 regarding mutual funds and to any subsequent amendments. This registration shall under no circumstances and in no way whatsoever be considered as a positive assessment made by the Commission de Surveillance du Secteur Financier (hereinafter referred to as the "CSSF" - the Luxembourg financial regulatory authority) as to the quality of the securities being offered.

The Board Of Directors of the SICAV has taken all possible precautions to ensure that the facts given in this Prospectus are accurate and precise and that no important fact has been omitted, where such an omission would make any of the statements herein erroneous. The Board Of Directors of the SICAV is committed to its responsibility regarding the accuracy of the information contained in the Prospectus at its date of publication. Consequently, no information other than that contained in the present Prospectus and in the documents mentioned herein should be used. The French document shall be legally binding, unless otherwise stated in the legislation in force by the authorities under whose jurisdiction the SICAV is registered.

Neither the submission of this Prospectus or the offer, issuance or sale of shares of the SICAV shall constitute a statement according to which the information given in this Prospectus shall at all times be accurate subsequent to the date of the Prospectus. In order to take into account significant changes, including the opening of a new sub-fund or a new share class, this Prospectus shall be updated as required. For this reason, it is recommended that subscribers inquire at the SICAV with regard to the publication of any more recent Prospectus.

Shares from the MANDARINE FUNDS may, by a decision of the Board of Directors, be listed on the Luxembourg stock exchange.

If you have any concerns relating to the content of this document or if you intend to subscribe to shares in the MANDARINE FUNDS (the "SICAV"), please consult a professional advisor. Nobody is authorised to provide information or make presentations relating to the issuance of shares in the SICAV (hereinafter referred to as the "shares") which are not included or which are not referred to in this document or in the appended reports. Neither the distribution of this document or the offer, issuance or sale of shares shall constitute the presentation that the information contained in this document is correct at any date subsequent to the date of the document. Nobody receiving a copy of this document in any territory should treat it as if it constituted an invitation, unless in a specific territory such an invitation may legally be made without this person needing to comply with registration requirements or other legal conditions. Each person seeking to purchase shares shall be responsible for respecting the laws of the relevant territory with regard to the acquisition of shares, including gaining governmental and other approval which may be required, and for respecting any other formalities which must be respected in said territory.

Potential investors should conduct the independent enquiries and analyses they deem suitable to assess the advisability and risks of an investment in the sub-funds. Investors should only invest if they have the financial resources necessary to bear the loss of their entire investment. This information should not be interpreted as investment or tax advice. Potential investors should consult their financial and tax advisors before investing in order to determine whether an investment is suitable to them.

The shares have not been and will not be registered under the "United States Securities Act" law of 1933 as amended (hereinafter referred to as the "law of 1933"), or registered or qualified in accordance with the laws on transferable securities in one of the States or any other political subdivision of the United States. The shares may not be offered or sold, transferred or delivered, directly or indirectly, in the United States or to, on behalf of, or for the benefit of USA nationals (as defined in regulation S of the law of 1933).

The articles of association include clauses intended to prevent the holding of shares by USA nationals under circumstances which would cause the violation of United States laws by the SICAV, and to enable the Administrators to proceed with the forced redemption of these shares, as deemed

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necessary or appropriate by the Administrators in order to ensure compliance with the laws of the United States.

Potential investors are notified that investing in the SICAV is subject to risks.

Investments in the SICAV are subject to normal investment risks and, in some cases, may be unfavourably hit by political developments and/or changes in local laws, taxation, exchange controls and exchange rates. Investment in the SICAV involves investment risks, such as the potential loss of capital. Please note that the price of shares may go down as well as up.

Some personal information regarding investors may be collected, recorded, transferred, processed and used by the SICAV, the Management Company, the Central Administration Agent and the distributors/nominees. Such data may be used as part of the identification obligations required by legislation regarding anti-money laundering and the financing of terrorism. Such information shall not be transmitted to unauthorised third parties. Through the subscription of shares in the SICAV, each investor agrees to this processing of their personal information.

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THE SICAV AND PARTIES CONCERNED

Name of the SICAV	MANDARINE FUNDS
Registered office of the SICAV	<i>33 rue de Gasperich, L-5826 Hesperange, Luxembourg</i>
Luxembourg Register of Companies No.:	B 151691
Legal form	Société d'Investissement à Capital Variable [open-ended investment company] (SICAV) with multiple sub-funds governed by Luxembourg law, subject to Part I of the Law of 17 December 2010 on Undertakings for Collective Investment
Date of incorporation and date of amendment of the coordinated Articles of Association	3 Mar 2010
Date of publication of the Memorandum of Association in the Mémorial, Recueil des Sociétés et Associations and of the latest version of the coordinated Articles of Association	22 Mar 2010
Minimum capital	1,250,000 EUR
SICAV reference currency	EUR
Close of financial year	31 December of each year France
Board of Directors	<p>Marc RENAUD Chairman MANDARINE GESTION 40, Avenue George V 75008 Paris – France CEO</p> <p>Rémi LESERVOISIER Director MANDARINE GESTION 40, Avenue George V 75008 Paris, France Director</p> <p>Philippe VERDIER Managing Director LA FRANCAISE AM INTERNATIONAL 4a, rue Henri Schnadt L-2530 Luxembourg Director</p> <p>Pascal LE BRAS Director LA FRANCAISE BANK 4a, rue Henri Schnadt L-2530 Luxembourg Director</p>

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Management Company	LA FRANCAISE AM INTERNATIONAL Public Limited Company 4a, rue Henri Schnadt L-2530 Luxembourg
Executive Board of the Management Company	Philippe VERDIER 4a, rue Henri Schnadt L-2530 Luxembourg Director Isabelle KINTZ 4a, rue Henri Schnadt L-2530 - Luxembourg Director Philippe LECOMTE 4a, rue Henri Schnadt L-2530 – Luxembourg Director
Supervisory Board of the Management Company	Patrick RIVIERE 173, Boulevard Haussmann 75008 Paris – France Chairman of the Supervisory Board Alain GERBALDI 4a, rue Henri Schnadt L-2530 Luxembourg Member of the Supervisory Board Xavier LEPINE 173, Boulevard Haussmann 75008 Paris – France Member of the Supervisory Board
Sub-fund manager	MANDARINE GESTION Public Limited Company 40, Avenue George V F-75008 PARIS – France
Custodian Bank and Paying Agent	BNP Paribas Securities Services, Luxembourg Branch. 33 rue de Gasperich, L-5826 Hesperange, Luxembourg
Central administrative agent	BNP Paribas Securities Services, Luxembourg Branch. 33 rue de Gasperich, L-5826 Hesperange, Luxembourg
Entities authorised to receive subscription, reimbursement and conversion orders	BNP Paribas Securities Services, Luxembourg Branch. 33 rue de Gasperich, L-5826 Hesperange, Luxembourg

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Company auditor

DELOITTE S.A.
Public Limited Company
560, rue de Neudorf
L-2220 LUXEMBOURG

1. DESCRIPTION OF THE SICAV

MANDARINE FUNDS is an open-ended investment company (SICAV) with multiple sub-funds governed by Luxembourg law, subject to Part I of the Law of 17 December 2010 on Undertakings for Collective Investment incorporating the conditions of the European Directive of 13 July 2009 (2009/65/EC) in its current version.

The fact that the SICAV is included on the official list drawn up by the controlling authority shall under no circumstances be construed as a positive assessment on the part of the supervisory authority of the quality of the securities offered for sale.

The sub-fund data sheets (hereinafter referred to as the "Sub-fund" or the "Sub-funds") in existence on the date of this Prospectus, describing their investment policies and their main characteristics, are available in appendix 1 to the present Prospectus.

The Board of Directors is legally capable of creating new Sub-funds at any time.

The SICAV constitutes a single legal entity. The capital of the SICAV is equal to the total net assets of the various Sub-funds. With regard to third parties, the assets of a given sub-fund shall be liable only for the debts, liabilities and obligations relating to that sub-fund.

2. OBJECTIVE OF THE SICAV

The objective of the SICAV is to offer shareholders access to a selection of markets and to a variety of investment techniques through a range of specialist sub-funds gathered around a single structure, enabling them to participate in the professional management of portfolios of transferable securities and/or other liquid financial assets, as defined in the investment policy of each Sub-fund (see Sub-fund data sheets).

The SICAV may, at its own discretion, modify the objectives and investment policies of each Sub-Fund, as long as the Shareholders are informed of any important amendment to the objectives and investment policies at least one month prior to them entering into force, and that this Prospectus will be subsequently updated.

The diversification of the funds that make up the Sub-funds ensures that the risk inherent to any investment is limited, without however being excluded altogether. The SICAV therefore cannot guarantee that its objective will be realized in full.

The SICAV will invest under the control and responsibility of the Board of Directors.

3. ELIGIBLE INVESTMENTS

- 1. The investments of the SICAV exclusively comprise:**
 - a. transferable securities and money market instruments listed or traded on a regulated market;
 - b. transferable securities and money market instruments listed or traded on another market of a European Union member state that is regulated, operates regularly, is recognised and open to the public;
 - c. transferable securities and money-market instruments admitted to official listing on a stock exchange of a non-European Union Member State or traded on another regulated market of a non-European Union Member State, and which operates regularly and is recognized and open to the public, provided that provision has been made in the Articles of Association for the choice of stock exchange or market. According to the Articles of Association, investments can be made on any stock exchange or regulated market which operates regularly, is recognised and open to the public and is based in Europe, Africa, the Americas, Asia or Oceania;
 - d. Newly issued transferable securities and money market instruments, provided that:

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- the issue conditions include a commitment to apply to be admitted to official listing on a stock exchange or other regulated market which operates regularly, is recognised and open to the public;
 - the listing is achieved at the latest within a year of issue;
- e. units of undertakings for collective investment in transferable securities approved in accordance with Directive 2009/65/EEC (“UCITS”) and/or of other undertakings for collective investment (“UCIs”) within the meaning of Article 1, paragraph 2, first and second items of Directive 2009/65/EEC, whether or not situated in a member state of the European Union (“other UCIs”), provided that:
- such other UCIs are approved in accordance with legislation stipulating that these undertakings are subject to supervision which the Commission de Surveillance du Secteur Financier (“CSSF”) considers equivalent to that stipulated by community legislation, and that cooperation between the authorities is adequately guaranteed;
 - the level of protection guaranteed to unitholders in such other UCIs is equivalent to that stipulated for unitholders in a UCITS and, in particular, that the rules relating to the division of assets, borrowings, loans and the short selling 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 half-yearly and annual reports enabling an assessment to be made of assets and liabilities, profits and transactions in the reporting period;
 - no more than 10% of the assets of the UCITS or other collective investment undertakings whose acquisition is contemplated can, according to their fund rules or instruments of incorporation, be invested in aggregate in units of other UCITS or other collective investment undertakings.
- f. deposits with credit institutions which are repayable on demand or can be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State of the European Union or, if the registered office of the credit institution is situated in a non-Member State, are subject to prudential rules considered by the CSSF as equivalent to those laid down in European Community law;
- g. derivative instruments, including similar instruments that give rise to a cash settlement, which are traded on a regulated market of the type referred to under a), b) and c) above; and/or OTC derivative financial instruments (“OTC derivative instruments”), on condition that:
- the underlying assets consist of instruments covered by this point 1, in financial indices, interest rates, exchange rates or currencies, in which the SICAV may invest in accordance with its investment objectives, as stated in this Prospectus;
 - the counterparties to OTC derivative transactions are establishments which are subject to prudential monitoring and which belong to the categories authorized by the CSSF;
 - the OTC derivative instruments are subject to a reliable and verifiable valuation on a daily basis and may, on the SICAV’s initiative, be sold, liquidated or closed by means of a symmetrical transaction at any time and at their fair value;
- h. money-market instruments other than those traded on a regulated market, on condition that the issue or issuer of such instruments are themselves subject to regulations intended to protect investors and their savings, and that such instruments are:
- issued or guaranteed by a central, regional or local authority or central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, a non-Member State or, in the 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 a company whose shares are traded on the regulated markets referred to in a), b) or c) above, or issued or guaranteed by an establishment that is subject to

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prudential monitoring in accordance with criteria defined by Community law, or by an establishment which is subject to and which complies with prudential rules considered by the CSSF as being at least as stringent as those laid down by Community legislation, or

- issued by other bodies belonging to categories approved by the CSSF, on condition that investments in such instruments are subject to rules for the protection of investors which are equivalent to those referred to in the first, second or third indents above and on condition that the issuer is a company whose capital and reserves amount to a minimum of ten million euros (10,000,000 euros) and which submits and publishes its annual accounts in accordance with the fourth Directive 78/660/EEC, or a body which, as part of a group of companies that includes one or more listed companies, is dedicated to financing the group or a body that is dedicated to financing securitization vehicles benefiting from a line of banking finance.

2. However, the SICAV:

- a. may invest up to 10% of its assets in transferable securities and money market instruments other than those referred to in point 1 of this section;
- b. may acquire movable and immovable property which is essential for the direct pursuit of its business;
- c. may not acquire precious metals or certificates representing precious metals;

3. The SICAV may hold ancillary liquid assets.

4. INVESTMENT RESTRICTIONS

The following criteria and restrictions must be observed by each of the sub-funds of the SICAV, with the exception of point 5 a) and b), which applies to all of the sub-funds together.

Restrictions relating to transferable securities and money-market instruments

1. a. The SICAV may invest no more than 10% of its assets in securities or money-market instruments issued by the same body. The SICAV may invest no more than 20% of its assets in deposits placed with the same entity. The counterparty risk of the SICAV in a transaction involving OTC derivative instruments may not exceed 10% of its assets where the counterparty is one of the credit institutions referred to in section 3, point 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 SICAV in issuers in each of which it invests more than 5% of its assets must not exceed 40% of the value of its assets. This limit does not apply to deposits with financial institutions which are subject to prudential supervision and to OTC transactions on derivative instruments with these institutions.
- c. Notwithstanding the individual limits laid down in 1.a., the SICAV may not combine:
 - investments in transferable securities or money market instruments issued by a single body,
 - deposits made with a single body, and/or
 - exposure arising from OTC derivative transactions undertaken with a single body, which amount to more than 20% of its net assets.
- d. The limit provided for in point 1.a., first sentence, is raised to a maximum of 35% if the transferable securities or money-market instruments are issued or guaranteed by a Member State of the European Union, its local authorities, a non-Member State or public international bodies of which one or more Member States are members.

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- e. The limit stipulated in point 1.a., first sentence, is raised to a maximum of 25% in the case of bonds issued by a credit institution which has its registered office in a European Union Member State and which is subject by law to special public supervision designed to protect bond-holders. In particular, the amounts raised from the issue of such bonds must be invested, in accordance with the law, in assets that adequately cover the liabilities arising from the bonds throughout the term of the bond, and which are preferentially charged with the repayment of capital and payment of accrued interest in the event of non-payment by the issuer. When the SICAV invests more than 5% of its assets in the bonds referred to in the first indent issued by a single issuer, the total value of such investments may not exceed 80% of the value of the SICAV's assets.
- f. The transferable securities and money market instruments referred to in 1.d and 1.e. shall not be taken into account for the purpose of applying the limit of 40% referred to in 1.b.
The limits provided for in 1.a., 1.b., 1.c., 1.d. and 1.e. may not be combined, and thus investments in transferable securities or money market instruments issued by the same body or in deposits or derivative instruments made with this body carried out in accordance with 1.a., 1.b., 1.c., 1.d. and 1.e. shall under no circumstances exceed in total 35% of the assets of the SICAV.
Companies included in the same group for the purposes of consolidated accounts, within the meaning of Directive 83/349/EEC or in accordance with recognised international accounting rules, are regarded as a single body for the purpose of calculating the limits set down in this paragraph.
The SICAV may cumulatively invest up to 20% of its assets in transferable securities and money-market instruments of the same group.
2. a. Without prejudice to the limits laid down in point 5, the limits laid down in point 1 are raised to a maximum of 20% for investments in shares and/or bonds issued by the same body when, according to the Articles of Association, the aim of the SICAV's investment policy is to replicate the composition of a certain stock or bond index which is recognized by the CSSF, on the following bases:
- the composition of the index is sufficiently diversified;
 - the index represents an adequate benchmark for the market to which it refers;
 - it is published in an appropriate manner.
- b. The limit referred to in 2.a. is 35% where this proves to be justified by exceptional market conditions, particularly in regulated markets where certain transferable securities or money-market instruments are broadly dominant. The investment up to this limit is only permitted for a single issuer.
3. In accordance with the principle of risk-spreading, the SICAV may invest up to 100% of its net assets in various issues of transferable securities and money-market instruments issued or guaranteed by an EU member state, its local authorities, an OECD Member State or public international bodies of which one or more European Union Member States are members, provided it holds securities belonging to at least six different issues, but securities from any one issue may not account for more than 30% of the total.

Restrictions relating to UCITS and other UCIs

4. a. The SICAV may acquire units in UCITS and/or other UCI referred to in section 3. point 1.e., provided it does not invest more than 20% of its assets in the same UCITS or another UCI.
For the purposes of applying this investment limit, each sub-fund of the SICAV is to be regarded as a separate issuer, provided the principle of segregation of the commitments of the different sub-funds with respect to third parties is assured.

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- b. Investments in units of UCIs other than UCITS may not exceed, in total, 30% of the assets of the SICAV.
Where the SICAV has acquired units in UCITS and/or other UCIs, the assets of such UCITS or other UCIs are not combined for the purposes of the limits referred to in point 1.
- c. Where the SICAV invests in the units of other UCITS and/or other UCIs which are managed, either directly or by delegation, by the same management company or by any other company to which the management company is linked by common management or control, or by a substantial direct or indirect holding, the said management company or other company may not levy subscription or redemption charges in respect of the investment of the SICAV in the units of other UCITS and/or other UCIs.
- d. Where the SICAV invests a significant proportion of its assets in other UCITS and/or other UCIs, the descriptions of the sub-funds concerned or the simplified Prospectus will indicate the maximum level of management charges that may be charged both to the SICAV itself and to the other UCITS and/or other UCIs in which the SICAV intends to invest. In its annual report the SICAV must indicate the maximum percentage of management charges involved, both with regard to the SICAV and to the UCITS and/or other UCIs in which it invests.

Restrictions relating to takeovers

5. a. The SICAV may not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuer.
- b. The SICAV may not acquire more than:
- 10% of the non-voting shares of the same issuer;
 - 10% of the bonds of a given issuer;
 - 25% of the units of the same UCITS and/or other UCIs;
 - 10% of the money market instruments of any single issuer.
- The limits laid down in 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 money-market instruments or the net amount of the securities in issue cannot be calculated.
- c. points a) and b) do not apply with regard to:
- transferable securities and money market instruments issued or guaranteed by a Member State of the European Union or its local authorities;
 - transferable securities and money market instruments issued or guaranteed by a non-Member State of the European Union;
 - transferable securities and money-market instruments issued by public international bodies of which one or more EU Member States are members;
 - shares held by the SICAV in the capital of a company incorporated in a non-EU State investing its assets mainly in the securities of issuers from that State, where under the legislation of that State such a holding represents the only way in which the SICAV can invest in securities of issuers of that State. This derogation, however, shall apply only if in its investment policy the company from the non-member State complies with the limits laid down in points 1., 4., 5.a. and 5.b. If the limits stated in points 1 and 4 are exceeded, point 6 shall apply mutatis mutandis;
 - shares held by one or more investment companies in the capital of subsidiary companies carrying on the business of management, advice or marketing of the latter exclusively on their behalf in the country in which the subsidiary is located, with respect to the repurchase of units at the holders' request.

Derogations

6. a. The SICAV need not necessarily comply with the limits laid down in this section when exercising subscription rights attaching to transferable securities or money-market instruments which form part of their assets. While ensuring observance of the principle of risk-spreading, a recently authorised SICAV may derogate from points 1, 2, 3 and 4 for six months following the date of its authorisation.
- b. If the limits referred to in point 6.a. are exceeded for reasons beyond the control of the SICAV or as a result of the exercise of subscription rights, that SICAV must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its unit holders.
- c. If an issuer is a legal entity with multiple sub-funds where the assets of a sub-fund are exclusively reserved to the investors in that sub-fund and to those creditors whose claim arose when that sub-fund was launched, operated or liquidated, each sub-fund is to be considered as a separate issuer when applying the risk-spreading rules set out in points 1, 2 and 4.

Restrictions relating to borrowings, loans and short sales

7. The SICAV may not borrow, with the exception of:
 - a. the acquisition of foreign currency by means of a back-to-back loan;
 - b. loans up to 10% of its net assets, provided the borrowing is on a temporary basis;
 - c. loans up to 10% of its net assets, provided that the borrowing is to make possible the acquisition of immovable property essential for the direct pursuit of its business; in this case the borrowing and those referred to in point 7.b. may not in any case jointly exceed 15% of the SICAV's net assets.
8. Without prejudice to the SICAV's investment powers laid down in section 3, the SICAV may not grant loans or act as a guarantor on behalf of third parties. This restriction shall not prevent the SICAV from acquiring transferable securities, money-market instruments or other financial instruments referred to in section 3, points 1.e., 1.g. and 1.h., which are not fully paid up.
9. The SICAV may not carry out short selling of transferable securities, money market instruments or other financial instruments as referred to in section 3, points 1.e., 1.g. and 1.h., which are not fully paid up.

Restrictions relating to derivative techniques and instruments

10. a. The SICAV is furthermore authorized to employ techniques and instruments relating to transferable securities and money-market instruments under the conditions and within the limits laid down by the CSSF, provided that such techniques and instruments are used for the purpose of efficient portfolio management.

When such operations concern the use of derivative instruments, these conditions and limits must comply with the provisions in the Law of 17 December 2010 on Undertakings for Collective Investment.

In no event must such transactions lead the SICAV to diverge from its investment objectives.
- b. In accordance with the law of 17 December 2010 and the applicable texts, and especially by virtue of the CSSF Circular 11/512, the SICAV has implemented a risk management policy (*Risk Management Process*) in order to assess the market risks (including the global risk), liquidity and counterparty risks and any other risks (including operational risk) likely to be significant for the SICAV, given the objectives and investment strategies, management styles and methods used to manage the sub-funds.

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As part of this global risk management policy, the SICAV determines and assesses the global risk using a *commitments approach*.

The SICAV will ensure that its global exposure to derivative instruments does not exceed the Net Asset Value of its portfolio.

Risks are calculated taking due account of the current value of the underlying assets, the counterparty risk, foreseeable market development and the time available to liquidate positions.

In the context of its investment policy and within the limits laid down in point 1.f. above, the SICAV may invest in financial derivative instruments provided that the exposure to the underlying assets does not exceed the investment limits laid down in point 1. When the SICAV invests in derivative financial instruments based on an index, these investments shall not be combined with the limits set in point 1.

When a transferable security or money-market instrument involves a derivative, the latter must be taken into account when applying the provisions in this point.

Restrictions relating to securities lending

11. The SICAV may engage in securities lending within the framework of a standardized lending system organized by a recognized securities clearing institution or by a first-rate financial institution which specializes in this type of transaction, subject to the following rules:
- in principle, the SICAV must receive a guarantee, the value of which, at the time of the loan agreement being concluded and for the entire duration of the loan, is at least equal to the total value of the securities lent.

This guarantee must be given in the form of liquid assets and/or securities issued or guaranteed by Member States of the OECD or by their local authorities or by supranational institutions and organizations of a Community, regional or global character. The funds/securities must be blocked in the SICAV's name until the lending contract expires.

- lending operations may not affect more than 50% of the total valuation of the securities held in the portfolio if the SICAV is not entitled to have the contract rescinded and the securities loaned returned at any time.
- transactions may not extend beyond a period of thirty days.

Restrictions relating to repurchase and reverse repurchase agreements

12. The SICAV may enter into repurchase agreements which consist of the purchase and sale of securities, the clauses of which reserve to the seller the right to repurchase the securities sold from the buyer at a price and date stipulated between the two parties on entering into the agreement, provided that the counterparties are first-class financial institutions which specialize in this type of transaction.

During the term of a repurchase agreement the SICAV may not sell the securities forming the object of the agreement before the counterparty has exercised its right to redeem the securities or before the repurchase period expires; the SICAV must ensure that repurchase transactions are performed on a scale such that it is able at all times to meet its obligation to repurchase its own shares.

Restrictions relating to repurchase and reverse repurchase transactions

13. The SICAV may enter into repurchase and reverse repurchase agreements, the clauses of which reserve to the seller the right or obligation to repurchase the securities sold from the buyer at a price and date stipulated between the two parties on entering into the agreement, provided that the counterparties are first-class financial institutions which specialise in this type of transaction.
- During the term of a reverse repurchase agreement the SICAV may not sell the securities forming the object of the agreement; the SICAV must ensure that reverse repurchase transactions are performed on a scale such that it is able at all

times to meet its obligation to repurchase its own shares. On maturity of a repurchase agreement the SICAV must have sufficient liquid assets to enable it to fulfil its obligation to repurchase the securities.

Restrictions relating to "repurchase" or "repo" transactions

14. The SICAV may enter into "repurchase" or "repo" transactions whereby one party – the seller – agrees to sell to the other party – the buyer – securities against payment of the purchase price by the seller to the buyer with a firm undertaking on the part of the buyer to sell equivalent securities to the seller on a specified date or on request in exchange for payment of the purchase price by the seller to the buyer.
- The SICAV may act either as buyer or seller in repo transactions. The counterparties must be first-class financial institutions which specialise in this type of transaction.
- During the term of a repo agreement where the SICAV is acting as the buyer, it may not sell the securities covered by the agreement until either the counterparty repurchases the securities or the repurchase period expires. The SICAV must ensure that repo transactions are performed on a scale such that it is able at all times to meet its obligation to repurchase its own shares. On maturity of a repo agreement where the SICAV acts as the seller the SICAV must have sufficient liquid assets to enable it to meet its obligation to repurchase the securities.

Restrictions relating to "buy/sell" transactions

15. The SICAV may enter into "buy/sell" transactions for which the buyer agrees to sell the bond in cash before subsequently repurchasing it. The selling price of the bond includes the interest accrued on the coupon on the date of sale, while the repurchase price includes this initial amount and the repo interest.
- Buy/sell* transactions are subject to the same conditions as those applicable to repo transactions.
16. The Management Company shall employ a risk management method enabling it to verify and measure the risk associated with its positions and the contribution of said positions to the general risk profile of the portfolio at any time, and which enables an accurate valuation independent of the value of over-the-counter derivative instruments. The risk management method used shall be dependent on the specific investment policy for each sub-fund. Unless otherwise stated in the corresponding description for a particular sub-fund, the commitment approach will be used to measure the overall risk.

5. EFFICIENT PORTFOLIO MANAGEMENT TECHNIQUES

1. The revenue generated by securities lending and efficient portfolio management techniques comes back to the relevant sub-fund. The operational costs, deducted from the gross revenue generated by the securities lending transactions, are in principle expressed as a fixed percentage of the gross revenue and come back to the counterparty of the SICAV. The SICAV's annual report includes the identity of the counterparty, whether this counterparty is a party linked to the Management Company or the Custodian Bank and the breakdown of the revenue generated by securities lending transactions and the costs linked to these transactions.
2. The SICAV guarantees that it shall always be in a position to recall any security having been loaned or to put an end to any securities lending transaction that it has contracted.
3. A sub-fund performing a *reverse repurchase agreement* transaction shall ensure that it is, at all times, capable of recalling the total cash amount or put an end to the reverse repurchase agreement transaction either on a pro-rata temporis basis or on a *mark-to-market* basis. Where the cash can be recalled at any time on a *mark-to-market* basis, the *mark-to-market* value of the reverse repurchase agreement transaction must be used to calculate the net asset value of the UCITS.

4. Where the SICAV concludes transactions on over-the-counter financial instruments and/or uses *efficient portfolio management techniques*, all financial collateral serving to reduce the counterparty's exposure to risk must respect the following criteria at all times:
- a) Liquidity: all financial collateral received other than cash must be very liquid and be traded on a regulated market or in a multilateral trading system at transparent prices so that they may be sold quickly at a price close to the valuation prior to the sale. Financial collateral received must also comply with the provisions of article 56 of Directive 2009/65/EC.
 - b) Volatility: financial collateral received must be subject to valuation at least daily, and the assets displaying high price volatility must not be accepted as financial collateral, unless sufficiently prudent discounts are applied.
Regarding assets received as collateral which would represent a significant risk of volatility, the sub-fund shall apply a prudent discount. Generally speaking, a discount of 20% will be applied to convertible shares and bonds pledged as a guarantee deposit and a 15% discount will be applied to bonds and debt instruments issued by investment-grade-rated issuers, by a recognised agency.
 - c) Issuer credit quality: financial collateral received must be of excellent quality.
 - d) Correlation: financial collateral received by the SICAV must be issued by an entity independent of the counterparty and shall be deemed not to be highly correlated with the performance of the counterparty.
 - e) Diversification of financial collateral (concentration of assets): financial collateral must be sufficiently diversified in terms of countries, markets and issuers. The criterion of sufficient diversification in terms of the concentration of issuers shall be deemed to be respected if the SICAV receives a counterparty as per the efficient portfolio management techniques and over-the-counter financial instrument transactions. A basket of financial collateral shall present the exposure of a given issuer up to a maximum of 20% of its net asset value. If the SICAV is exposed to different counterparties, the different baskets of financial collateral should be aggregated to calculate the 20% exposure limit to a single issuer.
 - f) Risks linked to the management of financial collateral, such as operational risks and legal risks must be identified, managed and mitigated by the risk management process.
 - g) Financial collateral received as a title transfer must be held by the SICAV's custodian. With regard to other types of financial collateral arrangements, financial collateral can be held by a third party custodian subject to prudential supervision and which has no connection to the supplier of the financial collateral.
 - h) Financial collateral received must be able to give rise to full enforcement by the SICAV at all times, without consulting the counterparty or gaining the approval of this latter.
 - i) Financial collateral other than cash may not be sold, reinvested or used as collateral.
 - j) Collateral received in the form of liquid assets (*cash deposits*) in a currency other than that of the sub-fund shall be subject to a discount of 10%.
 - k) Financial collateral received in cash must only be:
 - placed as a deposit with the entities detailed in article 50, point f) of the Directive 2009/65/EC;
 - invested in high quality government bonds;
 - used for the purposes of reverse repurchase agreement transactions, as long as these transactions are undertaken with credit institutions that are subject to prudential supervision and on the condition that the SICAV may recall the full amount of the liquid assets at any time, taking into account interest accrued;
 - invested in short-term monetary UCITS.
 - l) Financial collateral in cash reinvested should be diversified in accordance with the requirements applicable to financial collateral other than cash.

6. RISK FACTORS

General Information

The following elements are intended to inform investors of the uncertainties and risks associated with investments and transactions in transferable securities and other financial instruments. Although the greatest care has been taken in the understanding and management of these risks, Sub-funds and their respective Shareholders shall ultimately bear the risks associated with investments in the relevant Sub-funds.

MANDARINE FUNDS

SICAV incorporated under Luxembourg law with multiple sub-funds

The list of risk factors as detailed below is not intended to provide a full and exhaustive explanation of the risks linked to investment in Sub-fund Shares. Similarly, and on a case-by-case basis, each Sub-Fund may be exposed to one or more risks simultaneously or successively.

Discretionary management

The management style applied to the various sub-funds is discretionary and conviction-led, based on the anticipation of the management teams on the growth of the various different equity markets, interest and exchange rate markets and/or different classes of assets.

There is a risk that at any given time, the Sub-funds may not be invested and/or exposed to the best-performing markets or asset classes.

Past performance

Information on the past performance of each Sub-fund is exposed in the corresponding KIID (*Key investor information document*).

Past performance should not be considered as an indication of the future performance of the Sub-fund, and can under no circumstances guarantee future results.

Value fluctuations - Risk of capital losses

Investments made in the SICAV are subject to the fluctuations of the financial markets and to other risks inherent to investments in transferable securities and other financial instruments. They can be no assurance that an increase in the value of investments and the capital value of your initial investment is guaranteed. The value of investments and the revenue arising from investment may fall or increase, and the amounts originally invested may not be recovered.

There is no assurance that the investment objectives of each Sub-fund shall be achieved.

Shares

For Sub-funds investing in shares, the value of these shares may vary, sometimes significantly, based on the activities and results of companies or depending on the general conditions prevailing on the market, the economic situation or other events. Fluctuations in the exchange rate shall also affect value variations if the investment currency differs from the benchmark currency of the Sub-fund holding this investment.

Investments in *small & mid cap* companies

The prices of small and medium-sized company securities are generally more volatile than those of larger companies. The securities are often less liquid and these companies may be subject to more significant fluctuations of market prices than larger, more well-established companies. Investments in transferable securities of small cap companies are generally considered as offering a greater capacity for appreciation, but may also involve more significant risks than those generally associated with more established companies, as they are generally more inclined to be affected by less favourable market or economic conditions. These companies can have limited product lines, markets or financial resources, or they may depend on a limited management grouping. Aside from their higher volatility, shares in small and medium-sized companies may fluctuate, to a certain extent, independently of the shares of bigger companies (for example, shares in small and medium sized companies may experience a fall in price, while those of larger companies may increase, and vice versa). For Sub-funds specialising in these companies, it is highly likely that transactions - especially those relating to a significant volume - have a stronger effect on the costs inherent to operating a Sub-Fund than when similar transactions are carried out in larger Sub-funds or in bigger companies, owing to the relatively illiquid nature of shares in small- and medium-sized companies.

Emerging markets

A number of Sub-funds are liable to be invested or exposed wholly or partially to emerging markets. Investors should take into account the higher volatility of securities issued on these markets in relation to developed markets. The risk of fluctuations in prices or of the suspension of redemptions is therefore greater for these Sub-funds than for those operating on more developed markets. This volatility can come as a result of political and economic factors. It can be reinforced by factors linked to legal issues, the liquidity of the market, payments, delivery of securities and exchange. Some emerging markets are relatively prosperous economies, but are sensitive to global prices of raw

materials and/or to the volatility of inflation rates. Others are especially exposed to the economic situation prevailing in other countries.

Although the greatest care has been taken in the understanding and management of these risks, the relevant Sub-funds and their respective Shareholders shall ultimately bear the risks associated with investments on these markets.

Bonds, debt instruments and fixed income securities (including high-yield securities) - Interest rate risk

For Sub-funds investing in bonds and other debt securities, the value of these investments will depend on the market interest rate, the financial solidity of the issuer and the liquidity.

The NAV of a Sub-fund investing in debt securities will vary based on fluctuations in the interest rate, the perceived financial solidity of the issuer, the liquidity of the market and the exchange rates (where the currency of an investment differs from the benchmark currency of the Sub-fund holding this investment). Some Sub-funds may invest in high-yield debt securities for which the level of income may be relatively high (compared to "investment grade" quality debt securities). However, the risk of depreciation and loss of capital relating to these securities will be substantially greater than that for lower-yield debt securities.

Risk relating to *investment grade* quality securities

Some Sub-funds may invest in investment grade quality debt securities. *Investment grade* quality debt securities are awarded ratings from ratings agencies (Fitch, Moody's and/or Standard & Poor's), from among the highest ratings categories, based on the solvency or the risk of defaulting of a bond issue. Generally speaking, *investment grade* quality fixed-income securities are awarded a rating of BBB-/Baa3 or higher by Standard & Poor's or an equivalent rating from an internationally recognised rating agency. *Investment grade* quality debt securities, like other types of debt securities, involve a credit risk and may be exposed to the downgrading of their rating by ratings agencies within the period between their issuance and maturity. This downgrading may occur over the course of the period during which the Sub-fund invests in these securities. In the event of one or more downgrades below *investment grade* quality or other, the Sub-funds may continue to hold these securities.

Securities awarded a lower rating/unrated securities

The credit quality of debt securities is often assessed by ratings agencies. Securities having obtained an average or lower rating and unrated securities of a comparable quality may be subject to higher yield fluctuations, more significant spreads between the buy and sell prices, a bigger liquidity premium and heightened market expectations, and consequently more significant value fluctuations than securities awarded a higher rating. Variations in these ratings or forecast variations will be liable to cause yield and value fluctuations which are sometimes significant.

Exchange-rate risk

The total yield and balance of a Sub-fund may be significantly affected by exchange rate fluctuations if the assets and revenue of the Sub-fund are expressed in currencies other than the benchmark currency of the Sub-fund. This also means that exchange fluctuations may significantly affect the price value of the shares in a Sub-fund. The three main areas for exchange risk relate to repercussions of exchange rate fluctuations on the value of investments, differences in the short-term schedule or perceived income. A Sub-fund may cover or not cover these risks, using forward foreign exchange or spot transactions. The risks relating to this are presented below in the section covering Derivatives.

Credit risk

Insolvency or other financial difficulties (defaulting) experienced by one of the institutions with which capital is deposited may be prejudicial to investments. Credit risk may also arise from uncertainties regarding the final repayment of the principal and of interest on investments made in bonds or other debt securities. In both cases, the entirety of the deposit or of the purchasing price of the debt instrument is exposed to a risk of loss in the event of the absence of recovery following defaulting. The risk of default is generally increased with "sub-investment grade" quality debt securities and bonds.

Concentration of investments

Some Sub-funds may invest in a relatively reduced number of investments or be centred around a specific sector or business segment, or even on a type of asset class, and the Sub-fund NAV may be more volatile owing to this concentration of holdings compared to a Sub-fund diversified through a wider range of investments or sectors or asset classes.

Legal and tax risks

In some countries, the interpretation and application of legislation and regulations, along with the implementation of shareholders' rights by virtue of this legislation and regulations, may create significant uncertainty. Furthermore, differences may arise between accounting and auditing standards, practices concerning the drafting of reports, and communications obligations as opposed to those generally used internationally. Some Sub-funds may be subject to withholding tax and other taxes. The tax legislation and regulations in all countries are constantly changing, and these changes may be applied retroactively. The interpretation and application of tax legislation and regulations by the tax authorities in some countries are not as consistent and transparent as those in more developed countries, and are likely to vary from one region to another.

Liquidity risk

Under normal market conditions, the assets in a Sub-fund are mainly made up of feasible investments likely to be sold easily. A Sub-fund's main obligation is to redeem the shares that investors wish to sell. In general, the Sub-fund manages their investments, including liquid assets, so as to honour its obligations. Investments held may need to be sold if the liquid assets are not sufficient to finance these redemption requests. If the size of these redemptions is not sufficient or if the market is illiquid, there is a risk that investments cannot be sold or that the price at which they are sold shall be prejudicial to the Sub-fund's NAV.

Derivatives

The SICAV may use various Derivatives to reduce risks or costs, or even to generate additional capital or income, as well as for the purposes of arbitration, so as to fulfil the Sub-Fund's investment objectives. Sub-funds may use a large number of derivatives and/or in view of more complex strategies (i.e.: broader powers in terms of derivatives) than those detailed in their investment policies and objectives. In this Section - and other sections relating to derivatives, derivatives traded over-the-counter or outside a stock market are given as "over-the-counter" or "OTC" derivatives. Investors are encouraged to consult their own financial advisor as to the suitability of a given Sub-fund in relation to their specific needs, while keeping in mind their powers as to the usage of derivatives.

While the careful use of derivatives by an experienced investment advisor, such as the Portfolio Manager, may be beneficial, derivative instruments also involve different risks which, in some cases, may be greater than those associated with more traditional investments. The use of derivatives may give rise to a certain leverage effect causing more pronounced volatility and/or greater variations in the net asset values of these Sub-funds than in the absence of a leverage effect. This leverage effect tends to cause more disproportionate effects in any rise or fall in the value of securities and other instruments in the relevant Sub-funds. The following information gives a general presentation of the main risk factors linked to the use of derivatives. These factors should be taken into account by the investor prior to any investment in the Sub-funds in question.

- Market risk - means the general risk applied to all investments, i.e.: the value of an investment may fluctuate. Where the value of an underlying asset (a security of a benchmark index) of a derivative product varies, the value of the instrument will be positive or negative, depending on the performance of the underlying asset. With derivatives without an option, the absolute scale of the fluctuation in the value of a derivative instrument will be very similar to the fluctuation of the underlying security value or benchmark index. In the case of these options, the absolute variation of the value of an option will not necessarily be similar to the variation of the underlying security because, as explained in more detail below, changes in the values of options depend on a certain number of other variables.
- Liquidity risk - a liquidity risk exists when a given instrument is difficult to purchase or sell. If a transaction on a derivative is particularly sizeable or if the relevant market is illiquid (as is the case with many over-the-counter derivative instruments), it may be impossible to initiate a transaction or to liquidate a position at an advantageous price.
- Counterparty risk and credit risk - means the risk of loss that a Sub-fund may suffer if the other party to a derivative instrument (generally called the "counterparty") cannot honour the terms of the derivative agreement. The credit risk and counterparty risk for a market traded

derivative instrument is generally lower than an over-the-counter derivative instrument, as the clearing house acting as the issuer or the counterparty for each market traded derivative instrument gives a clearing guarantee. This guarantee is sustained by a daily payment system (meaning obligatory margins) managed by the clearing house in order to reduce the overall credit and counterparty risk. Assets deposited as a guarantee with brokers and/or stock exchanges cannot be held in separate accounts by these counterparties, and may therefore be available for creditors on these counterparties in the event of the defaulting of these latter. With regard to over-the-counter derivative instruments, no similar guarantee from clearing houses is offered. Therefore, the Portfolio Manager adopts a counterparty risk management framework which gauges, monitors and manages the counterparty risk, taking into account the current and potential future exposure to credit, through internal credit and external credit ratings agency assessments. Over-the-counter derivative instruments are not standardised. This is an agreement between two parties which may be adapted based on the needs of the parties involved. The information risk is reduced through adherence to the standard ISDA documentation. The exposure of a Sub-fund to a single counterparty may not exceed 10% of its net assets. The counterparty risk can then be minimised through guarantee agreements. However, guarantee agreements are always subject to insolvency risk and credit risk among issuers or the custodian of the guarantee. As well as this, guarantee thresholds are in place below which a guarantee is not called, and time differences between the calculation of the guarantee requirements and its reception by the Sub-fund from the counterparty will mean that the current exposure will not be fully guaranteed.

- Settlement risk - a settlement risk exists when standardised futures contracts, futures contracts, CFD, options and swaps (of all types) are not settled in good time, thereby increasing the credit risk before settlement. This may lead to financing costs which would not otherwise arise. If settlement does not take place, the loss borne by the Sub-fund will be the same as for any other situation involving a security, i.e.: the difference between the original contract price and the replacement contract price or, if the contract is not replaced, the absolute value of the contract at the time of its cancellation.
- Portfolio management risk - derivatives are highly specialised instruments which require different investment techniques and risk analyses than those associated with shares and bonds. The use of derivatives through an understanding not only of the underlying asset, but also of the derivative itself, without necessarily having the possibility of observing the performance of the derivative under all possible market conditions. Aside from this, the price of an over-the-counter derivative cannot be aligned to the price of the underlying instrument under certain market conditions.
- Other risks - other risks associated with the use of derivatives include the risk of valuation error or the incorrect valuation of the price. It is not possible to observe the price of many derivative instruments, especially those traded over-the-counter, on a stock exchange, which therefore involves the use of formulae, with the price of underlying securities or benchmark indices obtained from other market price data sources. Over-the-counter options involve the use of models, with hypotheses, which increase the risk of a price error. An incorrect valuation of this type of instrument may lead to increased cash payment demands among counterparties, or a loss of securities for the Sub-funds. The correlation between these derivative instruments and the assets, rates or indices they are supposed to follow is often imperfect, and sometimes even relative. Consequently, the use of derivative instruments by Sub-funds may not be an effective resource in terms of pursuing their investment objectives and may be seen to be counterproductive.
- Short-sale exposure: Sub-funds use synthetic short positions via the use of derivatives settled in cash, such as swaps, standardised futures contracts and over-the-counter futures contracts in order to improve the overall performance of the Sub-funds. A synthetic short position reproduces the economic effect of a transaction through which a Sub-Fund sells a security which it does not own but which it has borrowed, in anticipation of the fall in the market value of the security in question. Where a Sub-fund acquires a synthetic short position on a transferable security which it does not hold, it sets up a derivative transaction with a counterparty or a brokerage company, and closes this transaction prior to its maturity date through the reception or payment of all profits and losses arising from the transaction. The Sub-fund may be required to pay a commission on its synthetic short positions, and is often required to return any amount received on the securities in question. If the rate of the security on which the synthetic short position is applied increases between the time of taking up the position in question and its closure, the Sub-fund will suffer a loss. Conversely, if the rate falls, the Sub-fund will make a short-term gain. Any gain will be reduced and any

loss will be increased by the transaction fees detailed above. Although the gain for a Sub-fund is limited to the price at which it initiates the synthetic short position, the potential loss is theoretically unlimited.

- Leverage effect: the portfolio of a Sub-fund can benefit from a leverage effect through the use of derivatives, i.e.: by transactions on futures and options markets. A weak margin deposit is required for standardised futures contracts trading which, taken alongside the low cost of spot positions, offers a certain leverage effect, which can translate to a significant gain or loss for the investor. Relatively limited fluctuations in the rates on forward positions or underlying instruments may lead to significant losses for the Sub-fund, culminating in a fall in the NAV per share. Option subscribers are subject to the risk of loss arising from the difference between the premium received for the option and the futures contract price or the underlying security price of the option which the subscriber must buy or provide when exercising the option.

Risks linked to specific derivatives

For Sub-funds which use one or a combination of the following financial instruments, the following risks may be considered as relevant:

- Standardised forward contracts on share indices, on shares, on interest rates and bonds: the risk incumbent on the buyer or the seller of a futures contract traded on the stock exchange is the variation of the value of the underlying index/security/contract/bond. Standardised futures contracts are futures contracts, meaning that they constitute a commitment to perform an economic transfer at a future date.

Exchanging the value occurs on the date specified in the agreement. Most agreements must be settled in cash, and if a physical delivery is an option, the underlying instrument is in reality rarely exchanged. Standardised futures contracts are distinguished from generic futures contracts because they include standardised conditions, whether they are traded on an official market or if they are settled by supervisory bodies, and are guaranteed by clearing houses. Similarly, to ensure that payments are honoured, standardised futures contracts are subject to an initial and a daily margin obligation which changes based on the market value of the underlying asset.

- Options traded on the stock exchange and over-the-counter: options are complex instruments whose value depends on many variables including, especially, the strike price for the underlying (against the spot price at the time when the option is traded and subsequently), the time of the maturity of the option, the type of option (European, American or other) and the volatility. The most significant market risk factor associated with options is the underlying market risk where the option has an intrinsic value ("in the money") or where the strike price is close to the underlying ("near the money"). In these circumstances, the change in value in the underlying will have a significant impact on the change in the option value. Other variables will also have an influence. This influence will probably be greater the more the strike price differs from the underlying price.

Unlike options agreements traded on a market (which are regulated via a clearing house), over-the-counter options agreements are traded outside the stock exchange, between two parties, and are not standardised.

Furthermore, each party must bear the credit risk of the other. Hedging is used to minimise this risk. The liquidity of an option traded over-the-counter can be less than that for an option traded on a market, and this situation can have a negative impact on the ability to settle the position of an option, or on the price at which the settlement is performed.

- Interest rate swaps: an interest rate swap usually involves the exchange of a fixed amount set by period of payment, with a payment based on a variable rate benchmark index. The notional principal of an interest rate swap is never traded. Only fixed and variable amounts are. Where the payment dates for the two interest amounts coincide, there is usually a net settlement. The market risk for this type of instrument is linked to changes in the benchmark indices used for the fixed and variable parts. An interest rate swap is an over-the-counter agreement between two parties which may be adapted based on the needs of the parties involved. Consequently, each party must bear the credit risk of the other. Hedging is used to minimise this risk.
- Exchange contracts: these involve the exchange of an amount in a currency against an amount in a different currency at a given date. Once the contract has been signed, its value will change based on exchange rate fluctuations and, in the case of futures contracts, interest rate differentials. Where these contracts are used to hedge exposure to exchange risk for currencies other than the benchmark currency compared to the benchmark currency

of the Sub-fund, there is a risk that the hedging will not be comprehensive and that fluctuations in its value will not compensate precisely for the change in value of the hedged exchange exposure. Given that the gross amounts of the contract are exchanged at a given date, there is a risk that the counterparty with which the contract has been passed has a default between the time of payment by the Sub-fund, before this latter has received the amount due by the counterparty. The Sub-fund is therefore exposed to credit and counterparty risk for the amount not received and the full principal of a transaction could be lost.

- **Credit default swaps (CDS):** these contracts constitute a credit derivative, the market value of which will evolve based on the perceived credit quality of the underlying security or basket of securities. Where protection has been transferred, the Sub-fund has credit exposure similar to the underlying security or basket of securities as if it had actually made a purchase. Where protection is bought, the Sub-fund will receive payment from the counterparty to the swap if the underlying security (or basket of securities) encounters a default, based on the difference between the notional swap principal and the expected residual value, as determined by the market at the time of the default. The swap contract is an agreement between two parties, each of whom must bear the credit risk of the other. Hedging is used to minimise this risk. The information risk for CDS is reduced through adherence to the standard ISDA documentation. The liquidity of a CDS can be less than that for an underlying security or basket of securities, and this situation can have a negative impact on the ability to settle the position of a CDS, or on the price at which the settlement is performed.
- **Total return swaps (TRS):** these contracts represent a derivative combining market risk and credit risk which are affected by interest rate fluctuations, as well as events and credit prospects. A TRS, which involves the receipt of a total return by the Sub-fund, is similar in terms of risk profile because it genuinely holds the underlying benchmark security. Furthermore, these transactions can be less liquid than interest rate swaps, as there is no standardisation of the underlying benchmark index and this situation can have a negative impact on the ability to settle the TRS position, or on the price at which the settlement is performed. The swap contract is an agreement between two parties, each of whom must bear the credit risk of the other. Hedging is used to minimise this risk. The information risk for TRS is reduced through adherence to the standard ISDA documentation.
- **Swaps indexed to inflation:** the market risk for this type of instrument is caused by the change in the benchmark indices used for the two parts of the transaction, one being a benchmark index indexed to inflation. This is an agreement between two parties which may be adapted based on the needs of the parties involved. Consequently, each party must bear the credit risk of the other. Hedging is used to minimise this risk.
A swap indexed to inflation usually involves the exchange of a final fixed amount for a payment which is not fixed (the variable part of the swap will usually be linked to an inflation index in one of the main currencies).
- **Futures contracts and Contracts for differences (CFD):** the risk for the buyer or seller of these types of contracts is the variation in the value of the underlying security. Where the value of the underlying asset is modified, the value of the contract becomes positive or negative. Contrary to standardised futures contracts (which are concluded via a clearing house), futures contracts and CFD are traded over-the-counter between two parties and are not standardised. Each party has to bear the credit risk of the other, which is not the case with a standardised futures contract and a guarantee is negotiated to mitigate this risk.

Settlement risk and counterparty risk

All investments in transferable securities are carried out through brokers who are accredited by the Portfolio Manager as being an acceptable counterparty. The list of accredited brokers is reviewed regularly. There is a risk of loss if one counterparty fails to fulfil their financial or other obligations vis-à-vis the Sub-funds. For example, the possibility that one counterparty defaults, so that it is unable to make payments owed or to make them in a timely fashion. If the settlement never occurs, the loss suffered by the Sub-Fund will correspond to the difference between the price of the initial contract and the price of the replacement contract or, if the contract is not replaced, the absolute value of the contract at the time of its cancellation. Furthermore, the "Delivery against payment" may not be possible on certain markets. In this case, the absolute value of the contract is exposed to a risk if the Sub-fund honours its settlement obligations but the counterparty defaults before fulfilling its obligations.

Bonds covered with shares (structured bonds) - Convertible bonds

Bonds covered with shares and similar structured bonds involve structuring by a counterparty of a bond whose value is expected to grow based on the underlying security detailed in the bond. Contrasting with Derivatives, liquid assets are transferred from the buyer to the seller of the bond. If the counterparty (the party from which the bond originates) defaults, the risk weighing on the Sub-fund is that weighing on the counterparty, regardless of the value of the underlying security of the bond. These types of instruments present additional risks in that their structure tends to be broadly individual. The liquidity of a bond covered by shares or similar bonds can be less than that for the underlying security, an ordinary bond or security, and this may harm the ability to sell the position or the price at which such a sale is performed.

Securitised debt securities or structured debt instruments

Sub-funds may invest in securitised debt securities or structured debt instruments (together understood as structured debt products). These instruments can include securities benefiting from actual guarantees, securities covered by mortgage debts, guaranteed debt instruments and CLOs (*collateralised loan obligations*).

The products of structured debt present an exposure, synthetic exposure or otherwise, to the underlying assets and the risk/return profile is determined by cash flows which arise from these assets. Some of these products involve more than one instrument profile and cash flow, making it impossible to accurately foresee the outcome of all market scenarios.

As well as this, the price of such an investment may depend on variations in the underlying components of the structured debt product, or be highly sensitive to this. The underlying assets can take many different forms, including effects receivable on credit cards, residential mortgage loans, corporate loans, property loans or all other types of receivable products for a company or a structured investment vehicle which regularly receives cash flows from its clients. Some structured debt products may use a leverage effect likely to encounter greater volatility in the rates of the relevant instruments than in the absence of such a leverage effect. Furthermore, investments in structured debt products may be less liquid than those made in other securities. This lack of liquidity can cause a decoupling of the current asset market price compared to the value of the underlying assets. Consequently, Sub-funds investing in securitised securities will be susceptible to suffering a liquidity risk. The liquidity of a structured debt product can be less than that for an ordinary bond or debt instrument, and this may harm the ability to sell the position or the price at which such a sale is performed.

Mortgage securities

In general, interest rate rises tend to extend the duration of fixed rate mortgage securities by increasing their sensitivity to interest rate variations. Consequently, in periods of interest rate rises, any Sub-fund holding mortgage securities can show an additional degree of volatility (extended risk). Furthermore, fixed and variable rate mortgage securities are subject to early payment risk. Where interest rates are lowered, borrowers can repay their mortgage loans earlier than planned. This leads to a drop in returns for the Sub-fund, as it can be obliged to reinvest these sums at a lower interest rate than that in force. Furthermore, investments in securitised products may be less liquid than those made in other securities. This lack of liquidity can cause a decoupling of the current asset market price compared to the value of the underlying assets. Consequently, Sub-funds investing in securitised securities will be susceptible to suffering a liquidity risk. The liquidity of a securitised product can be less than that for an ordinary bond or debt instrument, and this may harm the ability to sell the position or the price at which such a sale is performed.

Loan of transferable securities

Loans of transferable securities involve risk in that (a) if the borrower of transferable securities loaned by a Sub-fund fails to return them, there is a risk that the guarantee received releases a value lower than that of the transferable securities being loaned owing to a poor valuation, unfavourable market fluctuations, a downgrading of the credit rating of guarantee issuers or a lack of liquidity on the market in which the guarantee is traded, and (b) delays in returning the transferable securities loaned may limit the ability of a Sub-fund to honour its delivering obligations in terms of the sale of transferable securities.

Repurchase transactions

Repurchase transactions involve risks in that (a) a default of the counterparty with which the liquid assets of a Sub-fund have been invested entails a risk that the guarantee received releases an amount lower than the amounts invested, owing to the poor valuation of the guarantee, unfavourable

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market fluctuations, a downgrading in the credit rating from guarantee issuers or a lack of liquidity in the market on which the guarantee is traded; that (b) (i) the holding of liquid assets in excessively long or voluminous transactions, (ii) delays in recovering liquid assets invested or (iii) execution difficulties

the guarantee can limit the ability of the Sub-fund to meet redemption demands, to proceed with the purchase of transferable securities or, more generally, to proceed with reinvestment, and finally that (c) repurchase transactions may, depending on the case, expose the Sub-fund further to risks similar to those associated with derivative options or futures financial instruments.

Price assessment and valuation risk

A Sub-fund's assets mainly include investments listed where the rate can be obtained from a stock exchange or an equally verifiable source. However, the Sub-fund will also invest in unlisted and/or illiquid securities, which will increase the risk of a price valuation error.

Furthermore, the Sub-fund will calculate the net asset values where markets are closed for public holidays or other reasons. In this and other similar cases, no objective and verifiable source of price will be available, and the Portfolio Manager will use the Fair Value method, to determine a fair value for the investments concerned. This Fair Value method involves hypotheses and certain subjectivity.

Conflicts of interest

It may arise that the Management Company, the Distributor(s), the Manager and/or the Investment Advisor, the Custodian bank and the Administrative agent, in the performance of their business, have conflicts of interest with the SICAV. The Management Company, the Distributor(s), the Manager and/or the Investment Advisor, the Custodian bank and the Administrative agent shall take into account their respective obligations towards the SICAV and other people during transactions which could give rise to such conflicts of interest. In the event of any such conflicts, each person shall be committed or requested by the SICAV to make every reasonable effort necessary to resolve these conflicts of interest fairly (given their own obligations and attributions) and ensure that the SICAV and the shareholders are dealt with fairly.

The Management Company, the Distributor(s), the Manager and/or the Investment Advisor, the Custodian bank and the Administrative agent as well as their subsidiaries, affiliates, associates, agents, administrators, directors, employees or delegates (collectively the interested Parties and individually an interested Party) may:

- sign contracts or any financial, banking or other transaction with each other or with the SICAV, including but not limited to an investment by the SICAV, in the securities of a company or an entity whereby an investment or any obligation whatsoever forms an integral part of the assets of the SICAV or of a Sub-fund, or hold an interest in such contracts or transactions;
- invest and trade in shares, securities, assets or any property of a type included in the assets of the SICAV, either on their own behalf or that of a third party; and
- act in the capacity of principal or agent in the purchase or sale of securities and other investments from/to the SICAV through the Manager or the Custodian bank or one of their subsidiaries or affiliate companies or of one of their associates, agents or delegates. All SICAV assets taking the form of liquid assets may be invested in certificates of deposit or banking investments issued by any Interested Party. Banking or similar transactions may also be performed with or through an Interested Party (on condition that it is authorised to perform this type of transaction).

No Interested Party shall be bound to demonstrate any advantage whatsoever to Shareholders arising from such a transaction and may, if applicable, keep such an advantage as of right, as long as the transaction is carried out under normal market conditions.

7. MANAGEMENT COMPANY

In a services agreement dated 3 March 2010, the SICAV appointed LA FRANÇAISE AM INTERNATIONAL (*previously known as UFG-LFP International*) to provide management, administration and marketing services. LA FRANÇAISE AM INTERNATIONAL is authorised as a Management Company in accordance with the provisions of Chapter 15 of the law of 17 December 2010 concerning Undertakings for Collective Investment, in line with EU directive 2009/65/EC.

This latter has delegated, under its responsibility and control Central Administration to BNP Paribas Securities Services, Luxembourg branch.

Moreover, the Management Company may delegate, under its responsibility and control, its management for one or more sub-funds to managers, the name of which is given in the sub-fund descriptions.

The amount of the fees payable to the Management Company and/or the Manager and, if applicable, the performance fees, appear in the sub-fund descriptions.

Under his own responsibility and at his own expense, a Manager may, subject to the Luxembourg laws and regulations in force and as long as no increase in management costs is incurred, be assisted by one or more investment advisers whose business consists of advising the Manager in their investment policy.

The Management Company may be assisted by one or more Investment Advisers, as detailed in article 7 below.

The Management Company can, under its own responsibility and control, appoint one or more distributors and *nominees* in order to invest the shares from one or more sub-funds of the SICAV.

The Management Company has therefore delegated the marketing to MANDARINE GESTION S.A., which acts in the capacity of distributor of the shares of the SICAV (hereinafter referred to as the "Distributor").

The Distributor may sign distribution agreements with any professional intermediaries, including banks, insurance companies, wealth managers, "Internet Supermarkets", independent managers, brokerage agents, management companies or any other institution whose main or ancillary activity is the distribution of investment funds and customer monitoring.

8. INVESTMENT ADVISERS

The SICAV and the Management Company may be assisted by one or more Investment Advisers whose activity consists of advising the SICAV and the Management Company regarding the investment policy and the management of investments made by the SICAV.

The names and a description of the Investment Advisers directly remunerated by the SICAV, along with their remuneration, are shown in the sub-fund descriptions.

9. CUSTODIAN BANK AND PAYING AGENT

BNP PARIBAS SECURITIES SERVICES – Luxembourg Branch, having its head office located at 33, rue de Gasperich, L-5826 Hesperange, Grand-Duchy of Luxembourg, is established in Luxembourg since June 2002.

As the Custodian Bank and Paying Agent, the Bank fulfils its obligations and duties, as provided for under the Law of 17 December 2010 relating to Undertakings for Collective Investment and the regulations in force.

BNP PARIBAS SECURITIES SERVICES – Luxembourg Branch has been appointed by the SICAV under the terms of an agreement signed on 3 March 2010.

10. DESCRIPTION OF SHARES, SHAREHOLDER RIGHTS AND DISTRIBUTION POLICY

The net assets constituting the assets of each Sub-fund are represented by shares, which may be of different classes. All of these share classes together represent the assets of a Sub-Fund.

The share classes issued or scheduled at the date of publication of this Prospectus, along with the additional information, are indicated in the descriptions in Appendix 1 of the Prospectus. Investors

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are encouraged to seek information from their advisers in order to learn about the list of share classes issued.

In accordance with article 6 of the articles of association of the SICAV, the Board of Directors may at any time decide to create different share classes within a single Sub-Fund, which can be separated by specific subscription and/or redemption fee structures, by specific exchange risk hedging policies, by specific distribution policies and/or by specific management or advisory fees or by other specific details applicable to each class. In the event of the issuance of new share classes, the relevant information will be given in the Sub-fund descriptions in Appendix 1 to this Prospectus.

Shares in the SICAV may, upon a ruling by the Board of Directors, be listed on the Luxembourg Stock Exchange and the Board of Directors may decide which share classes will be listed.

The share classes can be divided into capitalisation shares and distribution shares.

Where a dividend is distributed to distribution shares, the asset attributable to shares in this class will be deducted from the overall amount of the dividend, while the net asset attributable to capitalisation shares will remain unchanged.

Dividends are paid in the respective currency of the corresponding share class.

At its own discretion, the Board of Directors reserves the right to accept subscriptions for an amount less than any initial required amount, as detailed in each Sub-fund description.

11. ENTITIES AUTHORISED TO RECEIVE SUBSCRIPTION, REDEMPTION AND CONVERSION ORDERS IN LUXEMBOURG

The following bodies are authorised to receive subscription, redemption and conversion orders on behalf of the SICAV:

BNP PARIBAS SECURITIES SERVICES – Luxembourg Branch,
BNP PARIBAS SECURITIES SERVICES SA, Paris

The attention of investors is drawn to the fact that the SICAV does not authorize “Market Timing” practices. The SICAV reserves the right to reject any subscription and conversion order issued by an investor that the SICAV suspects of employing such practices and to take the necessary measures to protect the other SICAV investors, where necessary. Subscriptions, redemptions and conversions shall be carried out at an unknown Net Asset Value.

Money-laundering legislation - In order to combat money laundering, subscription orders must be accompanied by a certified true copy by a competent authority (e.g. embassy, consulate, notary or police commissioner) of the subscriber’s identity card in the case of a natural person or of the articles of association and the Register of Companies entry in the case of a legal entity, in the following cases:

1. in the event of direct subscription to the SICAV;
2. in the event of subscription through a financial sector professional residing in a country that is not subject to an identification obligation equivalent to Luxembourg standards with regard to the combating money laundering and the financing of terrorism;
3. in the event of subscription through a subsidiary or branch whose parent company is subject to an identification obligation equivalent to that demanded under Luxembourg law, if the law applicable to the parent company does not oblige it to ensure compliance with these provisions for its subsidiaries and branches.

Furthermore, the SICAV must identify the source of the funds in the event that the sources are financial establishments that are not subject to an identification obligation equivalent to that required

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by Luxembourg law. Subscriptions may be blocked temporarily until the source of the funds has been identified.

The SICAV may require additional documentation regarding a new or existing subscription at any time. Any failure to meet this requirement for additional documentation shall lead to the suspension of the new subscription procedure. The same consequence shall arise if this documentation has been requested and not supplied within redemption operations.

It is generally accepted that financial sector professionals residing in countries that have adhered to the conclusions of the FATF report (Groupe d'Action Financière sur le blanchiment de capitaux – Financial Action Group on Money Laundering) are deemed to have an identification obligation equivalent to that required by Luxembourg law.

12. SUBSCRIPTIONS, REDEMPTIONS AND CONVERSIONS

Subscriptions, redemptions and conversions are carried out in accordance with the Articles of Association appended to this Prospectus and as mentioned in the sub-fund descriptions.

Subscriptions, redemptions and conversions shall be carried out at an unknown Net Asset Value.

Subscriptions, redemptions and conversions are performed in the currency of the sub-funds or asset classes concerned.

13. DEFINITION AND CALCULATION OF THE NET ASSET VALUE

The net assets of each sub-fund of the SICAV are valued and the Net Asset Value per share is determined on the day ("Valuation Date") indicated in the description of the sub-fund. The Net Asset Value on the Valuation Date shall be determined based on the last available rate on the Valuation Date and shall be effectively calculated on the banking day in Luxembourg following the Valuation Date.

The Net Asset Value of a share, irrespective of the sub-fund and class of share in which it is issued, shall be determined in the currency of that class of share.

Suspension of the calculation of the net asset value, subscriptions, redemptions and conversions:

The calculation of the net asset value, the issue, redemption and conversion of shares from one or more Sub-funds may be suspended in the following cases:

- Where one or more stock exchanges or markets on which the valuation of a major part of the sub-fund's assets is based or one or more currency markets in currencies in which the net asset value of the shares or a major part of the sub-fund's assets is expressed are closed on days other than normal holidays, or where trading is suspended or placed under restrictions or temporarily subject to severe fluctuations;
- Where the political, economic, military, monetary or corporate climate, or striking or any case of force majeure beyond the responsibility or control of the sub-fund, makes it impossible to dispose of its assets in a reasonable and normal way that is not seriously prejudicial to the interests of the shareholders;
- In the event of a breakdown in the means of communication normally used to determine the price of any sub-fund asset or where the value of any sub-fund asset cannot be promptly and accurately ascertained, for whatever reason;
- Where exchange-rate or capital-movement restrictions prevent the sub-fund from carrying out transactions or where buying or selling operations affecting SICAV assets cannot be realised at normal exchange rates;
- Upon the occurrence of an event leading to the liquidation of the sub-fund or of one of its share classes.

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In these cases, shareholders having made subscription, redemption or conversion requests for the Sub-funds affected by the suspension measures shall be notified.

At any time and if it deems necessary, the Board of Directors of the SICAV may temporarily suspend, definitively halt or limit the issue of shares from one or more Sub-funds to natural or legal persons residing or domiciled in certain countries or territories, or exclude them from the acquisition of shares, if such a measure is necessary to protect the integrity of all shareholders and the SICAV.

Furthermore, the sub-fund shall have the right to:

- a) refuse a request for the acquisition of shares, at its discretion,
- b) redeem shares which have been acquired in contravention of an exclusion measure, at any time.

14. TAX TREATMENT OF THE SICAV AND OF SHAREHOLDERS

The SICAV is subject to Luxembourg tax legislation.

It is the responsibility of parties acquiring shares in the MANDARINE FUNDS SICAV to learn about the legislation and rules applicable to the acquisition, holding and eventual sale of shares either themselves or through their advisers (bank, lawyers, wealth managers, etc.) with regard to their residency or nationality.

Uncertain market positions:

Potential investors should be aware that tax laws and regulations are constantly changing and that any modification to them may come into retroactive effect. Furthermore, the interpretation and application of tax laws and regulations by certain competent authorities may lack consistency and transparency. Given the uncertainty relating to the potential tax burden to be supported by the Sub-fund, including any added value made or being latent, as well as any charge arising from investments made by the Portfolios whose value is taken into account over a basis (excl. tax) to be paid, the Portfolio settlement value established for any trading day may not precisely reflect this charge (including charges applicable retroactively).

Under current legislation, the SICAV is not subject to any form of Luxembourg tax.

It is, however, subject to an annual subscription tax the amount of which is specified in the description of each sub-fund, payable quarterly on the basis of the net assets of the SICAV on the final day of each quarter. The net assets invested in UCIs that are already subject to the subscription tax described in Article 174 of the amended Act of 17 December 2010 are exempt from subscription tax.

The SICAV will be subject, in the various different countries, to withholding tax that may be charged on income, dividends and interest on its investments in those countries, without the latter necessarily being refundable.

Finally, the SICAV may also be subject to indirect taxes on its operations and on the services for which it is billed, due to the different legislation in force.

Payments of dividends or of the redemption price in favour of shareholders may be subject to withholding tax in accordance with the provisions of European Council Directive 2003/48/EC of 3 June 2003 on taxation of savings income in the form of interest payments (hereinafter referred to as "the Directive"). If such payments are subject to withholding tax, investors have the option of not paying the tax if they submit a certificate of exemption or an authorisation for exchange of information, in accordance with the options made available by the paying agent.

The Directive was transposed into Luxembourg legislation through the law of 21 June 2005 (hereinafter referred to as "the Law").

The dividends distributed by a sub-fund of the SICAV shall be subject to the Directive and the Law if more than 15% of the sub-fund's assets are invested in debt securities as defined in the Law.

The capital gains that a shareholder earns upon the sale of units of a sub-fund are subject to the Directive and the Law if more than 25% of the sub-fund's assets are invested in receivables as defined in the Law. This withholding tax on the payment of interest amounts to 35%.

Specific risks arising from the publication of tax requirements in Germany and Austria:

Certain categories of Units in the Sub-fund are specifically aimed at investors residing in the German Federal Republic or the Republic of Austria for tax purposes.

Within this framework, the SICAV must provide documentation to the German and Austrian tax authorities upon request so that these authorities, amongst others, can verify the accuracy of the published tax information. The basis on which these figures are calculated is subject to interpretation and it cannot therefore be guaranteed that these authorities will accept or will be in agreement in the calculation method used by the Sub-fund. Furthermore, Shareholders subject to German or Austrian taxation should be aware that if the tax authorities are not in agreement with the Sub-fund's calculation method and determine that the published tax information is incorrect, that a subsequent correction, as a general rule, shall not have a retrospective effect and shall not enter into effect during the course of the current financial year. Consequently, the correction can affect German or Austrian investors who receive a distribution or an allocation of the estimated income distribution during the current year, in either a positive or a negative way.

The SICAV advises potential shareholders to inform themselves and, if necessary, seek professional advice on the laws and regulations relating to the subscription, purchase, holding, redemption and sale of shares in their country of origin, residence or domicile.

15. FINANCIAL REPORTS

The financial year starts on 1 January and ends on 31 December of each year. Exceptionally, the first financial year shall commence on the date of creation of the SICAV and end on 31 December 2010.

The SICAV shall publish an annual report audited by the Auditor at the end of every year as well as an unaudited interim report at the end of every half-year, on 30 June.

These financial reports may include, among other things, separate financial statements drawn up for each sub-fund. The consolidation currency is the euro.

16. SHAREHOLDER INFORMATION

Details of the Net Asset Value, the issue price and the redemption and conversion price of each class of share can be obtained every banking day in Luxembourg from the SICAV's registered office.

Amendments to the SICAV's Articles of Association will be published in the Luxembourg Mémorial, Recueil des Sociétés et Associations.

Notices of General Meetings of Shareholders shall be published in the Luxembourg Mémorial, Recueil des Sociétés et Associations and in the *Luxemburger Wort* in Luxembourg and in at least one newspaper distributed in other countries where shares in the SICAV are offered for sale.

Other notices to shareholders shall be published in the *Luxemburger Wort* in Luxembourg and in one or more newspapers distributed in other countries where shares in the SICAV are available to subscribers.

The following documents are available to the public:

- the prospectus and the articles of association of the SICAV,

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- the Key Investor Information Document (KIID) for Shares in the SICAV's Sub-funds.
- SICAV financial reports.

A copy of the agreements concluded with the Management Company, the Custodian Bank, the Central Administration and the Investment Advisers of the SICAV may be obtained free of charge from the registered office of the SICAV.

The management company would like to draw the attention of investors to the fact that any investor may only fully exercise their rights as investor directly with the UCITS - including the right to take part in general shareholders' meetings - if the investor themselves is listed by name in the registry of UCITS shareholders. In the event that an investor invests in the UCITS by way of an intermediary investing in the UCITS investing in their own name but on behalf of the investor, certain rights attached to the status of shareholder may not necessarily be exercised by the investor directly with the UCITS. Investors are recommended to seek advice regarding their rights.

APPENDIX 1

Sub-fund data sheets

MANDARINE UNIQUE SMALL & MID CAPS EUROPE

Sub-Fund of **Mandarine Funds**, a variable capital investment company (hereinafter referred to as the "SICAV") governed by Luxembourg law.

OVERVIEW OF THE SICAV

Date of incorporation	>	3 Mar 2010
Country of registration	>	Luxembourg
Legal form	>	Sicav with various sub-funds
Duration	>	Unlimited
Promoter	>	MANDARINE GESTION SA
Management Company	>	LA FRANCAISE AM INTERNATIONAL
Sub-manager	>	MANDARINE GESTION SA
Custodian	>	BNP Paribas Securities Services, Luxembourg Branch.
Central administrative agent	>	BNP Paribas Securities Services, Luxembourg Branch.
Auditors	>	DELOITTE, S.A., Luxembourg
Supervisory authority	>	COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER, Luxembourg

OVERVIEW OF THE SUB-FUND

Appointed manager	>	MANDARINE GESTION SA, FRANCE
ISIN code	>	Class Z shares: LU0489687169 Class R shares: LU0489687243 Class R shares (USD): LU0980140122 Class I shares: LU0489687326 Class I shares (USD): LU0980141526 Class S shares: LU0598593316 Class G shares: LU0489687599 Class M shares: LU0489687755
Listed on Luxembourg stock exchange	>	YES

INVESTMENT POLICY

Investment objective		The aim of the Sub-fund is to provide investors with long-term capital growth arising from a diversified portfolio whose transferable securities are actively managed and to achieve a performance higher than that of the benchmark index DJ Stoxx Small 200.
Investment policy of the Sub-Fund	>	The Sub-fund shall invest at least 75% of its net assets in shares of companies which have their registered offices located within the European Economic Area.

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Within this framework, the Sub-fund shall invest:

- mainly in small- and mid-caps;
- within a limit of 15% of its total assets, in shares of companies qualifying as *large caps*.

The Sub-fund shall also be authorised to invest up to 25% of its net assets in money market instruments or debt securities, negotiable debt instruments, EMTN and all other bond or monetary securities, etc.

The Sub-fund is authorised to invest up to 10% of its net assets on other international markets aside from those of the European Economic Area.

Furthermore, the Sub-fund may also invest up to 10% of its net assets in UCIs in order to invest its liquid assets.

Use of derivatives

> Within the limits set out in the prospectus, the Sub-Fund may use financial markets techniques and instruments for the purposes of the proper management of the portfolio or for hedging, within the limits set out by the investment restrictions.

Reference currency

> EUR

Risk profile of the sub-fund

> **The attention of investors is also drawn to the fact that investing in this Sub-fund presents specific risks inherent to the various asset classes in which the Sub-fund may invest or to which it may be exposed, and it shall be the responsibility of the investors to review the risks as more fully detailed in the Prospectus:**

- Risk arising from discretionary management style;
- Risk of loss of capital;
- Counterparty risk;
- Liquidity risk.

Risk management method

Commitment approach

Investor profile

> Investment horizon: > 5 years
This Sub-Fund is an investment vehicle intended for investors who:
are interested in the financial markets;
wish to invest in small- and mid-cap companies in the European Economic Area;
are willing to accept the strong fluctuations in rates and who therefore present low risk aversion.

SHARES AVAILABLE - SUBSCRIPTION AMOUNT

	Z shares **	R and R shares (USD)	I and I (USD) shares	G shares ***	S shares ****	M shares
Minimum value of initial subscription *	1 share	1 share	EUR 500,000	EUR 500,000	EUR 250,000	EUR 20,000,000
Minimum value of subsequent subscriptions	None	None	None	None	None	None

* except for the manager of the sub-fund who can subscribe to a single unit.

** individuals subscribing directly with the SICAV.

*** institutional investors governed by German law: legal persons directly or indirectly subject to German legal and tax rules, especially those relating to the provisions of § 5 Investmentsteuergesetz and also institutional investors governed by Austrian law.

**** class reserved to institutional investors such as those defined by the lines of conduct and recommendations issued periodically by the Luxembourg supervisory authority, mainly Spanish and Italian. S class investors shall, upon request from the SICAV, undertake to provide proof of their eligibility and especially of their capacity as an institutional investor.

For I (USD) and R (USD) shares, exchange hedging is implemented, the aim of which is to limit the impact of changes in the EUR/USD exchange rate on the performance and to hedge against the USD/EUR exchange rate risk to the fullest possible extent. For asset classes denominated in currencies other than the euro, the attention of subscribers is drawn to the fact that residual exchange risk may remain. Hedging can generate a performance discrepancy between asset classes in different currencies.

FEES PAYABLE BY THE SUBSCRIBER

The promoter or the authorised distribution intermediaries may take the following maximum fees on shares from the Sub-fund:

	Subscription fee	Redemption fee	Conversion fee
Z shares	2% max	-	1% max
R shares	2% max	-	1% max
R shares (USD)	2% max	-	1% max
I shares	2% max	-	1% max
I shares (USD)	2% max	-	1% max
G shares	2% max	2% max	1% max
S shares	2% max	2% max	1% max
M shares	2% max	2% max	1% max

FEES AND COSTS CHARGED TO THE SUB-FUND

	Management fees*	Outperformance fee <i>Performance fee</i>	Custodian fees**	Services fee***
Z shares	2.20% max		0.10% max	0.50% max
R shares	2.20% max		0.10% max	0.50% max
R shares (USD)	2.20% max	15%	0.10% max	0.50% max
I shares	0.90% max	outperformance beyond the DJ Stoxx Small 200	0.10% max	0.50% max
I shares (USD)	0.90% max		0.10% max	0.50% max
G shares	0.90% max		0.10% max	0.50% max
S shares	1.40% max		0.10% max	0.50% max
M shares	0.60% max		0.10% max	0.50% max

Outperformance fee: The calculation period for the outperformance fee shall be the Sub-Fund's financial year. By way of exemption to this, the first calculation period begins on the calculation date of the first net asset value and ends on the last day of the current financial year. At the time of each establishment of the net asset value, the outperformance of the Sub-fund shall be defined as the positive difference between the valuation of the Sub-fund prior to taking into account any provision for the outperformance fee, and the valuation of a notional UCI achieving the performance of the benchmark indicator and posting the same set of subscriptions and redemptions as the Sub-fund. At the time of each establishment of the net asset value, the outperformance fee, where it is defined as being equal to 15% (including tax) of the performance above the DJ Stoxx Small 200 Return index - dividends reinvested, is subject to a provision, or to the re-provision limited to the existing appropriation.

Such a provision may only be passed on the condition that the net asset value, after taking into account a provision (in full or in part) for the outperformance fee, is greater than the net asset value of the Sub-fund at the beginning of the financial year. In the event of redemptions, the portion of the outperformance fee corresponding to the redeemed shares shall be collected by the management company. Excluding redemptions, the outperformance fee shall be collected by the management company on the last date of the financial year.

- * Management fee > payable monthly and based on the average net assets of the sub-fund during the quarter in question. The payment is due in the following month.
- ** Custodian Bank fees > calculated quarterly and based on the average net assets of the sub-fund during the respective quarter, no more than EUR 6,000 p.a.
- *** Services fee > calculated quarterly and based on the average net assets of the sub-fund during the respective quarter, no more than EUR 25,000 p.a.
- Other costs and fees > The sub-fund shall pay other operating costs. Details of these costs are outlined in Article 30 of the Articles of Association.

TAXATION SYSTEM

- Taxation of the Sicav** > No duties or taxes payable to Luxembourg, except:
 - a one-off capital duty payable upon incorporation and
 - a subscription tax of 0.01% per annum for classes reserved for institutional investors or 0.05% per annum for classes reserved for private investors (Exemption of net assets invested in UCI already subject to subscription tax).

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- Taxation of shareholders**
- > Payments of dividends or of redemptions in favour of the shareholders may be subject to a withholding tax in accordance with the provisions of Council Directive 2003/48/EC of 3 June 2003 on taxation of savings income in the form of interest payments. If such payments are subject to withholding tax, investors have the option of not paying the tax if they submit a certificate of exemption or an authorisation for exchange of information, in accordance with the options made available by the paying agent.
- Shareholders are advised to seek advice from their tax consultant regarding the laws and regulations in force in their country of origin and residence.
- French investors: this Sub-fund is eligible for PEA (Equity Savings Plans).

SALE OF SHARES

- Subscription, redemption and conversion**
- > Subscription, redemption and conversion orders received in Luxembourg before 1pm on a valuation day will be deducted on the basis of the net asset value of the valuation day by applying the rights provided for in the prospectus. Subscriptions and redemptions must be paid up no later than three working days following the applicable valuation day.
- Share type/class**
- > Shares in this sub-fund are capitalisation shares.
- Shares are issued in dematerialised registered and bearer form.
- Shares must be fully paid up and are issued with no par value. Parts may be issued up to one ten thousandth of a share.
- Valuation Date**
- > Each banking day in Luxembourg, in the event of closure, the NAV will be determined the following bank working day.
- Value date for subscriptions and redemptions**
- Within 3 working days following the applicable NAV
- Publication of the NAV**
- > The net asset value can be consulted at the registered office of the Sicav.

CONTACTS

- Subscriptions, redemptions and conversions**
- > BNP PARIBAS SECURITIES SERVICES, LUXEMBOURG BRANCH
- Request for documentation**
- > BNP PARIBAS SECURITIES SERVICES, LUXEMBOURG BRANCH
Tel.: + 352 26.96.20.30

The full and simplified prospectuses, as well as the annual and half-yearly reports, may be obtained free of charge from the registered office of BNP PARIBAS SECURITIES – LUXEMBOURG BRANCH.

MANDARINE MULTISTRATEGIES

Sub-Fund of **Mandarine Funds**, a variable capital investment company (hereinafter referred to as the "SICAV") governed by Luxembourg law.

This sub-fund will be launched at a date to be determined by the Board of Directors.

OVERVIEW OF THE SICAV

Date of incorporation	>	3 Mar 2010
Country of registration	>	Luxembourg
Legal form	>	Sicav with various sub-funds
Duration	>	Unlimited
Management Company	>	LA FRANCAISE AM INTERNATIONAL
Sub-manager	>	MANDARINE GESTION SA
Custodian	>	BNP Paribas Securities Services, Luxembourg Branch.
Central administrative agent	>	BNP Paribas Securities Services, Luxembourg Branch.
Auditors	>	DELOITTE, S.A., Luxembourg
Supervisory authority	>	COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER, Luxembourg

OVERVIEW OF THE SUB-FUND

Appointed manager	>	MANDARINE GESTION SA, FRANCE
ISIN code	>	Class Z shares: LU0982862921 Class R shares: LU0982863069 Class I shares: LU0982863143 Class I2 shares: LU0982863226 Class S shares: LU0982863655 Class G shares: LU0982863499 Class G2 shares: LU0982863572 Class M shares: LU0982863739 Class L shares: LU0982863812
Listed on Luxembourg stock exchange	>	YES

INVESTMENT POLICY

Investment objective	>	The objective of this sub-fund is to encourage the assembly of long-term assets by investing in a diversified portfolio exposed to different asset classes.
Investment policy of the Sub-Fund	>	To achieve the Sub-fund's investment objective, the management team will invest in a wide range of asset classes through multiple strategies combining different performance drivers.

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From its convictions, based on the results of its fundamental analysis of the macro-economic and financial environment and of its growth forecasts for the various asset classes ("top down" approach), the Sub-fund's management team will implement investment strategies in a discretionary and opportunistic way.

Description of the strategies used:

Depending on the results of its fundamental analysis, the management team will take long or short positions on the various asset classes:

- medium and long term through directional strategies,
- completed short term, relative value and arbitration tactical strategies.

The Sub-fund may therefore invest on all international interest rate, exchange and share markets and, amongst other things, be exposed to foreign currencies, debt instruments of all types (public or private), money market instruments, and similar securities, volatility and raw materials indices (excluding precious metals). In this context, the Sub-fund will invest in a selection of securities directly, financial futures or spot instruments or UCIs invested or exposed to different asset classes. It shall be understood that the Sub-fund will not hold raw materials directly and that the manager shall ensure that there is no physical delivery.

The choice of investments will not be limited to a single geographical area (including emerging countries), one economic activity sector in particular, one asset class or one given currency. However, depending on the market conditions, investments may be focussed on a single country or a reduced number of countries and/or one economic activity sector and/or one currency and/or one asset class.

Given the discretionary nature of the policy for exposure to different markets, the management team may develop particular themes based on their forecast yield expectations for these themes, in order to benefit from more encouraging anticipated performance for one asset class compared to another.

The sub-fund may invest up to 30% of its assets in the markets of emerging countries. Furthermore, the Sub-fund may also invest up to 10% of its net assets in UCIs or ETFs (*trackers*).

The Sub-fund will invest on the equities, interest rate and currency markets within a range of 0 to 100% of its net assets.

The Sub-fund may hold ancillary and temporary liquid assets. Exceptionally, and in view of its good portfolio management, the Sub-fund may hold up to 100% of its net assets in Liquid Assets which may be made up of units of monetary UCIs and/or money market instruments and/or long term deposits, in accordance with the principles adopted for the distribution of risks.

The Sub-fund may invest in simple structured products, certificates with no leverage effect (embedded derivatives),

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trackers or any other transferable security, including derivative instruments, whose yield is linked to, amongst other things, an index which respects the provisions of article 9 of the Grand-Ducal regulation of 8 February 2008 (including indices on raw materials, precious metals, volatility, etc), currencies, interest rates, transferable securities, a basket of transferable securities, an undertaking for collective investment, in accordance with the Grand-Ducal regulation of 8 February 2008.

The sensitivity of the sub-fund will be between -5 and +10.

The Sub-fund's exposure to equity markets will be between -50% and 100% of its net assets, mainly through the listed derivative products.

The volatility of the Sub-fund shall not exceed a maximum of 8% barring exceptional market conditions.

If the manager deems it necessary and in the interests of its shareholders, the Sub-fund may hold up to 100% of its net assets in deposits, money market instruments, negotiable debt securities, monetary and liquid asset UCIs (up to 10% in UCIs).

Risk control: the tools for monitoring the portfolio must enable the daily monitoring of the development of the Sub-fund's risk indicators, especially the level of overall volatility and risk.

- Use of derivatives** > Within the limits set out in the prospectus and the investment restrictions, the Sub-fund may use financial markets techniques and instruments for the purposes of the proper management of the portfolio, exposure, hedging and arbitration.
- The use of derivatives is limited to 100% of the Sub-fund's net assets.
- Reference currency** > EUR
- Risk profile of the sub-fund** > **The attention of investors is drawn to the fact that investing in this Sub-fund presents specific risks inherent to the various asset classes in which the Sub-fund may invest or to which it may be exposed, and it shall be the responsibility of the investors to review the risks as more fully detailed in the Prospectus:**
- Risk arising from discretionary management style;
 - Risk of loss of capital;
 - Credit, interest rate and exchange rate risk;
 - Equities risk;
 - Volatility risk.

The use of derivative financial instruments in the framework of its investment strategy exposes the Sub-fund to potential risks if the market changes counter to the manager's forecasts.

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Risk management method

Commitment approach

Investor profile

- Investment horizon: > 3 years
- > This Sub-fund is an investment vehicle intended for investors who:
- are interested in the financial markets;
 - wish to invest in and be exposed to diversified asset classes.

SHARES AVAILABLE - SUBSCRIPTION AMOUNT

	Initial NAV	Amount of initial subscription *	Amount of subsequent subscription
Z shares **	EUR 100	1 share	None
R shares	EUR 100	1 share	None
I shares	EUR 1,000	EUR 500,000	None
I2 shares	EUR 1,000	EUR 500,000	None
G shares ***	EUR 1,000	EUR 500,000	None
G2 shares ***	EUR 1,000	EUR 500,000	None
S shares ****	EUR 1,000	EUR 500,000	None
M shares	EUR 10,000	EUR 10,000,000	None
L shares ***	EUR 10,000	EUR 10,000,000	None

* except for the manager of the sub-fund who can subscribe to a single unit.

** individuals subscribing directly with the SICAV.

*** institutional investors governed by German law: legal persons directly or indirectly subject to German legal and tax rules, especially those relating to the provisions of § 5 Investmentsteuergesetz and also institutional investors governed by Austrian law.

**** class reserved to institutional investors such as those defined by the lines of conduct and recommendations issued periodically by the Luxembourg supervisory authority, mainly Spanish and Italian. S class investors shall, upon request from the SICAV, undertake to provide proof of their eligibility and especially of their capacity as an institutional investor.

FEES PAYABLE BY THE SUBSCRIBER

The promoter or the authorised distribution intermediaries may take the following maximum fees on shares from the Sub-fund:

	Subscription fee	Redemption fee	Conversion fee
Z shares	2% max	-	1% max
R shares	2% max	-	1% max
I shares	2% max	-	1% max
I2 shares	2% max	-	1% max
G shares	2% max	2% max	1% max
G2 shares	2% max	2% max	1% max
S shares	2% max	2% max	1% max
M shares	2% max	2% max	1% max
L shares	2% max	2% max	1% max

FEES AND COSTS CHARGED TO THE SUB-FUND

	Management fees*	Outperformance fee <i>Performance fee</i>	Custodian fees**	Services fee***
Z shares	1.50% max	15%	0.10% max	0.40% max
R shares	1.50% max	15%	0.10% max	0.40% max
I shares	0.70% max	15%	0.10% max	0.40% max
I2 shares	0.85% max	-	0.10% max	0.40% max
G shares	0.70% max	15%	0.10% max	0.40% max
G2 shares	0.85% max	-	0.10% max	0.40% max
S shares	1.00% max	15%	0.10% max	0.40% max
M shares	0.45% max	15%	0.10% max	0.40% max
L shares	0.60% max	-	0.10% max	0.40% max

Outperformance fee:

The outperformance fee is based on a comparison between the performance of the Sub-fund and that of a notional UCI achieving the performance of the capitalised EONIA rate +400 base points (400 BPS), using the same subscription and redemption scheme as the Sub-fund.

Upon each establishment of the net asset value (NAV), the outperformance fee shall be subject to a provision (of 15% of the outperformance) once the performance of the Sub-fund is greater than that of the notional UCI over the observation period, or a re-provision limited to the existing appropriation in the event of underperformance.

This outperformance fee, calculated each financial year, in principle has a "high-water mark": in the event of underperformance over the financial year, the observation period is extended by one financial year and the outperformance fee is then calculated for a period of two financial years.

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So at the end of the financial year:

- If the asset valued from the Sub-fund is higher than that of the asset of the notional UCI, the forecast is perceived by the manager (this forecast will represent 15% of the difference between these two assets) and a new observation period of one financial year will begin. The level of the notional UCI asset chosen for the new observation period will then be readjusted to the level of the asset valued by the Sub-fund.
- If the asset valued by the Sub-fund is lower than that of the notional UCI, no provision is noted and the observation period continues for an additional year, keeping the initial level of the benchmark asset.

At the end of this two year observation period:

- (i) if the asset valued by the Sub-fund is higher than that of the notional UCI, the provision will then be received by the Manager;
- (ii) otherwise, no provision will be taken.

The level of the asset from the notional UCI will in both cases (*see: (i) and (ii)*) be automatically readjusted to the level of the asset valued by the Sub-fund (after taking all or part of a provision, if applicable) and a new observation period of one financial year will begin.

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

The departure point for the first observation period corresponds to the start date of the Sub-fund's outperformance fee, or 1st January 2014. The first period will end on the last day of the financial year at the earliest, ending on 31 December 2014.

* Management fee	>	payable monthly and based on the average net assets of the sub-fund during the quarter in question. The payment is due in the following month.
** Custodian Bank fees	>	calculated quarterly and based on the average net assets of the sub-fund during the respective quarter, no more than EUR 6,000 p.a.
*** Services fee	>	calculated quarterly and based on the average net assets of the sub-fund during the respective quarter, no more than EUR 25,000 p.a.
Other costs and fees	>	The sub-fund shall pay other operating costs. Details of these costs are outlined in Article 30 of the Articles of Association.

TAXATION SYSTEM

Taxation of the SICAV	>	No duties or taxes payable to Luxembourg, except: <ul style="list-style-type: none">- a one-off capital duty payable upon incorporation and- a subscription tax of 0.01% per annum for classes reserved for institutional investors or 0.05% per annum for classes reserved for private investors (Exemption of net assets invested in UCI already subject to subscription tax).
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- Taxation of shareholders**
- > Payments of dividends or of redemptions in favour of the shareholders may be subject to a withholding tax in accordance with the provisions of Council Directive 2003/48/EC of 3 June 2003 on taxation of savings income in the form of interest payments. If such payments are subject to withholding tax, investors have the option of not paying the tax if they submit a certificate of exemption or an authorisation for exchange of information, in accordance with the options made available by the paying agent.

Shareholders are advised to seek advice from their tax consultant regarding the laws and regulations in force in their country of origin and residence.

French investors: this Sub-fund is not eligible for PEA (Equity Savings Plans).

SALE OF SHARES

- Subscription, redemption and conversion**
- > Subscription, redemption and conversion orders received in Luxembourg before 1pm on a valuation day will be deducted on the basis of the net asset value of the valuation day by applying the rights provided for in the prospectus. Subscriptions and redemptions must be paid up no later than three working days following the applicable valuation day.

- Share type/class**
- > Shares in this sub-fund are capitalisation shares.
Shares are issued in dematerialised registered and bearer form.
Shares must be fully paid up and are issued with no par value. Parts may be issued up to one ten thousandth of a share.

- Valuation Date**
- > Each banking day in Luxembourg, in the event of closure, the NAV will be determined the following bank working day.

- Value date for subscriptions and redemptions**
- > Within 3 working days following the applicable NAV

- Publication of the NAV**
- > The net asset value can be consulted at the registered office of the Sicav.

CONTACTS

- Subscriptions, redemptions and conversions**
- > BNP PARIBAS SECURITIES SERVICES, LUXEMBOURG BRANCH

- Request for documentation**
- > BNP PARIBAS SECURITIES SERVICES, LUXEMBOURG BRANCH
Tel.: + 352 26.96.20.30

The full and simplified prospectuses, as well as the annual and half-yearly reports, may be obtained free of charge from the registered office of BNP PARIBAS SECURITIES – LUXEMBOURG BRANCH.