

UCITS under Directive 2009/65/EC

# *Prospectus*

ODDO BHF GENERATION

## 1. GENERAL CHARACTERISTICS

Name: **ODDO BHF GENERATION** (hereinafter the “Fund”)

Legal form and Member State in which the Fund was established: French Common Fund (FCP).

Inception date: This Fund was approved by the Autorité des marchés financiers on 11 January 2008. It was created on 19 March 2008 for a period of 99 years. This Fund is the result of the absorbing of the Oddo Génération SICAV, created in 1996.

Fund overview:

Unit classes	CHARACTERISTICS					
	ISIN	Base currency	Appropriation of distributable income	Minimum initial investment	Minimum subsequent investment	Target investors
CR-EUR	FR0010574434	EUR	Accumulation	1 thousandth of a unit	1 thousandth of a unit	All subscribers, and particularly natural persons.
CI-EUR	FR0010576728	EUR	Accumulation	EUR 250,000*	1 thousandth of a unit	Units reserved for eligible counterparties and professional investors within the meaning of Directive 2014/65/EU (or “MiFID II”).
DR-EUR	FR0010576736	EUR	Income: Distribution Capital gains or losses: distribution and/or accumulation	1 thousandth of a unit	1 thousandth of a unit	All subscribers, and particularly natural persons.
GC-EUR	FR0011605542	EUR	Accumulation	EUR 100	1 thousandth of a unit	Units are reserved for (i) insurance companies approved by ODDO BHF Asset Management SAS, to represent unit-linked products subscribed as part of “advisory management” contracts in their range and for (ii) ODDO BHF SCA clients also having signed an advisory agreement with an ODDO BHF SCA financial investment advisory partner.
CN-EUR	FR0012847150	EUR	Accumulation	1 thousandth of a unit	1 thousandth of a unit	CN units are available solely at the discretion of the Management Company and will not pay any distribution fees or rebates. Units reserved for (i) investors subscribing via an intermediary providing the service of investment advice on an independent basis pursuant to MiFID II, (ii) investors subscribing via a financial intermediary on the basis of a fee agreement concluded between the investor and the intermediary and mentioning that the intermediary is exclusively paid by the investor, (iii) companies providing the service of portfolio management pursuant to MiFID II, (iv) UCIs managed by ODDO BHF Group entities, and (v) ODDO BHF SCA when providing the service of

						investment advice on the basis of a written fee agreement concluded with its client.
DN-EUR	FR0013302346	EUR	Income: Distribution  Capital gains or losses: distribution and/or accumulation	1 thousandth of a unit	1 thousandth of a unit	DN units are available solely at the discretion of the Management Company and will not pay any distribution fees or rebates. Units reserved for (i) investors subscribing via an intermediary providing the service of investment advice on an independent basis pursuant to MiFID II, (ii) investors subscribing via a financial intermediary on the basis of a fee agreement concluded between the investor and the intermediary and mentioning that the intermediary is exclusively paid by the investor, (iii) companies providing the service of portfolio management pursuant to MiFID II, (iv) UCIs managed by ODDO BHF Group entities, and (v) ODDO BHF SCA when providing the service of investment advice on the basis of a written fee agreement concluded with its client.
uCRw-EUR	FR0013420809	EUR	Accumulation	EUR 300,000****	1 thousandth of a unit	Units reserved for investors who are clients (i) of UBS Switzerland AG or (ii) an Affiliate *** of UBS Switzerland AG in view of the strategic commercial partnership between the Management Company and UBS.
uCRw-CHF [H]**	FR0013420817	CHF	Accumulation	CHF 300,000****	1 thousandth of a unit	Units reserved for investors who are clients (i) of UBS Switzerland AG or (ii) an Affiliate *** of UBS Switzerland AG in view of the strategic commercial partnership between the Management Company and UBS.
uDRw-EUR	FR0013420825	EUR	Income: Distribution  Capital gains or losses: distribution and/or accumulation	EUR 300,000****	1 thousandth of a unit	Units reserved for investors who are clients (i) of UBS Switzerland AG or (ii) an Affiliate *** of UBS Switzerland AG in view of the strategic commercial partnership between the Management Company and UBS.
uDRw-CHF [H]**	FR0013420833	CHF	Income: Distribution  Capital gains or losses: distribution and/or accumulation	CHF 300,000****	1 thousandth of a unit	Units reserved for investors who are clients (i) of UBS Switzerland AG or (ii) an Affiliate *** of UBS Switzerland AG in view of the strategic commercial partnership between the Management Company and UBS.
uCPw-EUR	FR0013420841	EUR	Accumulation	EUR 300,000****	1 thousandth of a unit	Units reserved for investors subscribing on the basis of a remuneration agreement entered into between the investor and (i) UBS Switzerland AG or (ii) any Affiliate *** of UBS Switzerland AG in view of the strategic commercial partnership concluded between the Management Company and UBS.
uCPw-CHF [H]**	FR0013420858	CHF	Accumulation	CHF 300,000****	1 thousandth of a unit	Units reserved for investors subscribing on the basis of a remuneration agreement

						entered into between the investor and (i) UBS Switzerland AG or (ii) any Affiliate *** of UBS Switzerland AG in view of the strategic commercial partnership concluded between the Management Company and UBS.
uDPw-EUR	FR0013420866	EUR	Income: Distribution  Capital gains or losses: distribution and/or accumulation	EUR 300,000****	1 thousandth of a unit	Units reserved for investors subscribing on the basis of a remuneration agreement entered into between the investor and (i) UBS Switzerland AG or (ii) any Affiliate *** of UBS Switzerland AG in view of the strategic commercial partnership concluded between the Management Company and UBS.
uDPw-CHF [H]**	FR0013420874	CHF	Income: Distribution  Capital gains or losses: distribution and/or accumulation	CHF 300,000****	1 thousandth of a unit	Units reserved for investors subscribing on the basis of a remuneration agreement entered into between the investor and (i) UBS Switzerland AG or (ii) any Affiliate *** of UBS Switzerland AG in view of the strategic commercial partnership concluded between the Management Company and UBS.

\* With the exception of the Management Company, companies in the Management Company's group and UCIs and mandates managed by the Management Company, from which no minimum subscription is required.

\*\* uCRw-CHF [H], uDRw-CHF [H], uCPw-CHF [H] and uDPw-CHF [H] units are hedged against CHF/EUR currency risk in order to limit differences in performance relative to euro-denominated units, albeit with a residual currency risk of up to 5%.

\*\*\* The term "Affiliate" means a company that (i) controls UBS Switzerland AG, (ii) that is controlled by UBS Switzerland AG or (iii) a company that is controlled by a company referred to in (i). The notion of "Control" is understood as direct or indirect control, interpreted in accordance with the provisions of Article L. 233-3 of the French Commercial Code.

\*\*\*\* The minimum investment amount is assessed at the level of (i) UBS Switzerland AG or (ii) any Affiliate \*\*\* of UBS Switzerland AG.

#### INFORMATION FOR UNITHOLDERS:

##### **Address at which the latest annual and semi-annual reports are available:**

The latest annual and semi-annual reports shall be sent to unitholders within eight business days upon written request to:

**Company** ODDO BHF ASSET MANAGEMENT SAS  
**Address** 12, Bd de la Madeleine - 75009 Paris  
**Email** [information\\_oam@oddo-bhf.com](mailto:information_oam@oddo-bhf.com)

These documents are also available:

**On the website** <http://am.oddo-bhf.com>  
**By contacting** Customer Services  
**By telephoning** 01 44 51 80 28

Any further information required can be obtained from the Customer Services Department, on: 01 44 51 80 28.

## 2. DIRECTORY

### MANAGEMENT COMPANY

ODDO BHF ASSET MANAGEMENT SAS, a société par actions simplifiée (simplified joint stock company) (hereinafter the "Management Company")

Portfolio management company approved by the AMF (number GP 99011)  
12, Bd de la Madeleine - 75009 Paris

### CUSTODIAN, DEPOSITORY

ODDO BHF SCA, a société en commandite par actions (general partnership limited by shares) (hereinafter the "Custodian")

The Custodian of the ODDO BHF SCA fund is an institution approved by the French Prudential Control and Resolution Authority (ACPR).

**Description of the responsibilities of the Custodian and potential conflicts of interest:**

ODDO BHF SCA acts as custodian for the Fund.

The Custodian carries out the following duties, as defined in the applicable regulations: holding the portfolio assets in safekeeping, overseeing the Management Company's decisions and monitoring the Fund's cash flow.

By virtue of delegation by the Management Company, the Custodian is also responsible for the management of Fund liabilities, which includes centralising subscription and redemption orders for Fund units, as well as keeping an account of Fund units issued.

In certain countries, the Custodian delegates its safekeeping activities. A description of the safekeeping activities delegated, the list of delegates and sub-delegates of the Custodian and information on the conflicts of interest liable to result from such delegation are available on the Management Company's website: <http://am.oddo-bhf.com>. Investors may also request up-to-date information on this from the Management Company.

As an entity, the Custodian is independent of the Management Company.

ADMINISTRATION AND ACCOUNTING DELEGATED TO

EUROPEAN FUND ADMINISTRATION France SAS (EFA France)

17, rue de la Banque

75002 Paris

The role of EFA is to calculate the net asset value of the Fund and other services listed in the agreement. Any conflicts of interest arising as a result of this delegation will be handled in accordance with the policy for managing conflicts of interest, available on the Management Company's website: <http://am.oddo-bhf.com>.

STATUTORY AUDITOR:

Deloitte et Associés (hereinafter the "Statutory Auditor")

Tour Majunga

6 Place de la Pyramide

92908 Paris-la défense cedex

Represented by Mr Jean-Marc Lecat

PROMOTERS:

ODDO BHF Asset Management SAS, a *société par actions simplifiée* (simplified joint stock company)

Portfolio Management Company approved by the AMF (number GP 99011)

12, Bd de la Madeleine – 75009 Paris

The list of promoters is not exhaustive mainly due to the fact that the Fund is listed on Euroclear. Some promoters may not be mandated by or known to the Management Company.

ADVISER:

None

DELEGATEES:

None

AGENT FOR RECEIVING SUBSCRIPTION AND REDEMPTION ORDERS AS DELEGATED BY THE MANAGEMENT COMPANY:

ODDO BHF SCA, a *société en commandite par actions* (general partnership limited by shares)

Bank approved by the French Prudential Control and Resolution Authority  
12, Bd de la Madeleine – 75009 Paris

AGENT FOR RECEIVING SUBSCRIPTION AND REDEMPTION ORDERS:

CACEIS BANK, Luxembourg Branch (prior to centralising)  
5, allée Scheffer  
L-2520 Luxembourg

### 3. OPERATING AND MANAGEMENT PROCEDURES

■ GENERAL CHARACTERISTICS OF THE UNITS:

**Rights attached to the units:** The co-owners' rights are represented by units, with each unit corresponding to the same fraction of the Fund's assets. Each unitholder has a co-ownership right in the assets of the Fund proportional to the number of units they hold.

The distributable income consists of:

1° The net income for the financial year plus retained earnings, plus or minus the balance of the income equalisation accounts for the last financial year.

2° The realised capital gains, net of fees, minus realised capital losses, net of fees, recorded during the financial year, plus net capital gains of the same kind recorded during previous financial years and that have not been subject to distribution or accumulation, plus or minus the balance of the capital gains equalisation accounts.

The categories of income referenced in points 1 and 2 respectively may be distributed, in full or in part, independently of each other.

**Inclusion in a register:** The Management Company delegates the management of liabilities to the Custodian.

**Voting rights:** No voting rights are attributed to the ownership of units, decisions concerning the Fund being taken by the Management Company. The voting rights attached to the securities held by the Fund are exercised by the Management Company, which has the sole power to take decisions, pursuant to regulations in force. The Management Company's voting policy may be consulted at its registered office or online at <http://am.oddo-bhf.com>, in accordance with Article 314-100 of the AMF General Regulation. Unitholders can obtain a report of the Management Company's voting activities from the Management Company.

**Form of units:** Listed on Euroclear France.

Units are issued in bearer form. They cannot be issued in or converted into registered form.

**Fractions of units:** Subscriptions and redemptions in thousandths of units.

**Financial year-end:** Last stock market trading day in September. End of first financial year: 30/09/2008.

**Tax regime:** The Fund may be used for life insurance policies.

The Fund is eligible for the French Equity Savings Plan (*Plan d'Epargne en Actions* or PEA).

As of 1 July 2014, the Fund shall be governed by the provisions of Appendix II, point II. B. of the Agreement (IGA) signed on 14 November 2013 between the government of the French Republic and the government of the United States of America so as to improve compliance with tax obligations at an international level and implement the act governing compliance with these obligations for foreign accounts (FATCA).

This prospectus does not purport to set out the tax implications for investors of subscribing, redeeming, holding or selling the Fund's units. These implications will vary, depending on the laws and practices that apply in the country of residence, domicile or incorporation of the unitholders and on their personal situations.

Abroad, in the countries where the Fund invests, capital gains on the sale of securities and income from foreign sources received by the Fund may be subject to tax, generally in the form of withholding tax. The amount of withholding tax due may be reduced or waived when the governments in question have signed tax treaties.

Depending on your tax status, your country of residence or the jurisdiction from which you invest in the Fund, any capital gains and income resulting from the holding of units of the Fund may be subject to taxation. We advise you to consult a tax advisor in relation to

the potential consequences of purchasing, holding, selling or redeeming units of the Fund according to the laws of your country of tax residence, ordinary residence or domicile.

Neither the Management Company nor the promoters shall accept any responsibility whatsoever for any tax consequences that may arise for investors following a decision to purchase, hold, sell or redeem units of the Fund.

Unit redemption followed by subscription

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

#### **Specific provisions of the German Investment Taxation Act**

The German Investment Tax Act (GITA) provides for a partial tax exemption for certain German residents investing in equity investment funds (subject to a minimum equity quota of 51%) or mixed investment funds (subject to a minimum equity quota of 25%). This new tax treatment will enter into force on 1 January 2018 (though the GITA itself has come into effect as of 27 July 2016, with certain changes being applicable as of 1 January 2016 with retroactive effect).

In accordance with article 5a of the Fund's regulations, the "Investment strategy" and "composition of assets" sections set forth the instruments and deposits which are eligible to form part of the Fund's assets. It is confirmed in the "Composition of assets" section of this Prospectus that the Fund invests in a minimum equity quota as set forth by the GITA (as amended).

For this purpose, "equity participations" shall mean, in accordance with Section 2 para. 8 of the GITA:

- participations in capital companies which are listed on a stock exchange or listed on an organised market;
- participations in capital companies which are not real estate companies and which are incorporated in a member state of the European Union or the European Economic Area and are subject to income taxation for capital companies there and are not tax-exempt;
- participations in capital companies which are incorporated in a third country and are subject to income taxation for capital companies there at a minimum rate of 15% and are not tax-exempt;
- shares or units in equity funds according to Section 2, para. 6 of the GITA with an amount at least equal to 51% of their assets;
- shares or units in other funds according to Section 2, para. 7 of the GITA with an amount at least equal to 25% of their assets.

German residents are invited to consult their own tax advisor for further information on the provisions of the GITA.

## SPECIFIC PROVISIONS

<b>ISIN:</b>	<b>CR-EUR units:</b> FR0010574434
	<b>DR-EUR units:</b> FR0010576736
	<b>CI-EUR units:</b> FR0010576728
	<b>GC-EUR units:</b> FR0011605542
	<b>CN-EUR units:</b> FR0012847150
	<b>DN-EUR units:</b> FR0013302346
	<b>uCRw-EUR units:</b> FR0013420809
	<b>uCRw-CHF [H] units:</b> FR0013420817
	<b>uDRw-EUR units:</b> FR0013420825
	<b>uDRw-CHF [H] units:</b> FR0013420833
	<b>uCPw-EUR units:</b> FR0013420841
	<b>uCPw-CHF [H] units:</b> FR0013420858
	<b>uDPw-EUR units:</b> FR0013420866
	<b>uDPw-CHF [H] units:</b> FR0013420874

**Classification:** "International Equities" fund.

**Fund of funds:** Less than 10% of the net assets.

**Investment objective:** The Fund's management objective is to outperform the MSCI EMU Net Return Index over a five-year investment period, while taking into account ESG (environmental, social, and governance) criteria.

**Benchmark index:** The benchmark is the MSCI EMU net dividends reinvested (net return), denominated in euro (Bloomberg code: MSDEEMUN Index). MSCI Limited is the administrator of this benchmark.

The MSCI EMU (net return) index is made up of leading Euro Zone stocks, selected on the basis of their market capitalisation, transaction volumes and business sector. The index aims to maintain a geographic and sectoral weighting that reflects the economic structure of the Euro Zone as closely as possible. This index includes around 300 stocks.

The above index is a broad market index that does not necessarily reflect, in its composition or method of calculation, the ESG characteristics promoted by the Fund. For a description of the method used to calculate the index, see [www.msci.com](http://www.msci.com).

The benchmark administrator (MSCI) is entered on the register for administrators and benchmarks maintained by the ESMA.

In accordance with Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016, the Management Company has a procedure for monitoring the benchmarks used, describing the actions to be taken in the event that a benchmark materially changes or ceases to be provided.

Investors are advised that the benchmark index does not constitute a limitation on the Fund's investment universe. It allows the investor to assess the Fund's risk profile. The Fund's performance may differ substantially from that of its benchmark index.

**Investment strategy:**

The aim of the investment strategy is to manage a portfolio invested in European companies of all market capitalisations and sectors, benefiting from stable and long-term share ownership (often families).

The Fund's investment strategy follows a purely bottom-up approach, with no style bias, and is based on the managers' most strongly held convictions: investment decisions are informed by rigorous fundamental research and a flawless grasp of companies' business models.

The investment universe is made up of the stocks that make up the Stoxx Europe Total Market Index (net return, EUR) with a capitalisation in excess of EUR 500 million (at the time they are first added to the portfolio). On an ancillary basis, the Fund may also invest in securities of companies with a market capitalisation of less than EUR 500 million (at the time they are first added to the portfolio).

Initially, the management company takes into account the ESG (Environmental, Social, and Governance) criteria in a significant way, thanks to a selectivity approach covering a large majority of securities in the Fund's investment universe, leading to the elimination of at least 25% of this universe in 2025 and 30% in 2026. This selectivity approach can be broken down into three stages:

I. First stage: shareholder filter

Companies that do not have a stable and long-term reference shareholder are systematically excluded from the eligible universe. A company with a stable, continuous reference shareholder is defined as a company directly or indirectly controlled by natural persons (in particular families) or legal entities (foundations, industrialists) exercising the power to appoint and dismiss company directors. This means holding a legal or de facto power over the management, without a minimum capital ownership threshold.

This reference shareholder unequivocally envisages its long-term shareholder commitment with an industrial and/or financial vision as part of a rationale of transferring wealth to the next generation.

II. Second stage: exclusions

The Fund applies the common exclusion framework as detailed in the Management Company's exclusion policy, which is available at [am.oddo-bhf.com](http://am.oddo-bhf.com). This framework covers coal, tobacco and non-conventional weapons, in particular. The fund also applies the exclusions of the French SRI label, which reinforce those of the Management Company, particularly with regard to fossil fuels.

III. Third stage: ESG rating

The management team relies on internal ESG scores.

In the model that it uses, the following criteria may be applied, among others:

- Environmental: climate change, natural capital, pollution and waste, environmental opportunities;
- Social: human capital, customer capital, supply chain, cybersecurity;
- Governance: corporate governance, leadership, company behaviour.

The relative weighting of the environmental, social and governance pillars in the final score depends on our own materiality analysis.

Close attention is paid to the analysis of human capital and corporate governance, which has an impact on the final ESG rating of each company. We consider that poor human capital management and failures in corporate governance constitute a major risk to the implementation of an issuer's strategy and, consequently, to its valuation.

Our analyses are carried out by our ESG research team, which works closely with the investment teams. This allows us to identify the non-financial risks that issuers could potentially be exposed to and which may have a financial impact on the company or its operational environment. The analysis of controversies (industrial accidents, pollution, corruption, anti-competitive practices, product safety, supply chain management, etc.), based on information provided by our external non-financial data provider, is integrated into the rating process and directly influences the ESG rating of each issuer.

This ESG analysis gives rise to an internal score on a scale from 1 (worst) to 5 (best).

If an issuer has not been rated under the internal scoring model, then the Management Company may use MSCI ESG Research's ESG scores.

The Management Company pledges that at least 90% of the issuers in the portfolio shall have an ESG rating (taking the weighting of each share into account).

In terms of sustainability indicators, the Fund aims to outperform its benchmark on the following principal adverse impacts (PAIs):

- Investments in companies that do not have a water management policy, because we consider water to be essential to the preservation of natural resources, a very material aspect for a majority of sectors;
- Investments in companies that do not have a supplier code of conduct, as supplier engagement is key to enabling companies to have a truly positive global impact.

Secondly, the investment strategy is based upon a three-stage investment process:

- Stage 1: A filter based on companies' financial fundamentals to mainly pick companies with a high and/or rapidly improving ROCE and the ability to self-finance their growth and expand internationally.
- Stage 2: A fundamental analysis of companies with a view to fully understanding their business model and operations. Once the management team is convinced of a company's quality and positioning, it will value the company by creating pessimistic, standard and optimistic scenarios, thereby defining purchase and sale levels.
- Stage 3: Portfolio construction. Companies' "target valuation", defined in the previous stage, will be coupled with volatility and solvency criteria with a view to deciding the final weighting of each company within the portfolio.

The Fund invests at least 51% of its total value in equity participations, within the meaning of Section 2 Para. 8 of the German Investment Tax Act (GITA) and as laid down in the "Tax regime" section of this Prospectus.

At least 75% of the Fund is permanently invested in equities of issuers headquartered in a member state of the European Union, Iceland or Norway.

Furthermore, the Fund may hold a maximum of 25% of its net assets in equities of listed companies headquartered outside the European Union, Iceland or Norway. These companies shall be headquartered in other member countries of the OECD or, up to the limit of 10% of the Fund's net assets, in non-OECD countries (emerging markets).

Furthermore, the Fund undertakes not to invest more than 10% of its assets in securities rated High ESG Risk (1). A dialogue process with the issuer is systematically implemented as soon as a security in the portfolio becomes High ESG Risk. If no progress is made within 18 to 24 months, the security rated as High ESG Risk (1) is systematically divested. In any event, if the 10% threshold is actively or passively exceeded, securities rated High ESG Risk (1) are also sold without delay in order to return to levels below the authorised 10% threshold.

Up to 50% of the Fund is exposed to currency risk.

The portfolio's maximum exposure to the different asset classes (equities, debt securities, UCIs and derivatives) may not exceed 100% of net assets, it being understood that the maximum exposure is the sum of the net exposures to each of the markets (equity, fixed income, money) to which the Fund is exposed (the sum of long and hedging positions).

The Fund is a financial product that promotes environmental and social factors as defined in Article 8(1) of Regulation (EU) 2019/2088 of 27 November 2019 on sustainability-related disclosures in the financial services sector ("SFDR"), the ESG (Environmental and/or Social and/or Governance) policy of which is presented below. However, the Fund does not have sustainable investment as its objective as defined by Article (9) of the SFDR. As such, the Fund is subject to sustainability risk as defined below.

Regulation (EU) 2020/852 (hereinafter the “Taxonomy”) is aimed at identifying environmentally sustainable economic activities.

The Taxonomy identifies these activities based on their contribution to six major environmental objectives:

- climate change mitigation;
- climate change adaptation;
- the sustainable use and protection of water and marine resources;
- the transition to a circular economy (waste, prevention and recycling);
- pollution prevention and control;
- the protection and restoration of biodiversity and ecosystems.

To be considered sustainable, an economic activity must show that it contributes substantially to one or more of the six objectives, while avoiding significant harm to any of the other objectives (“Do No Significant Harm” principle).

For an activity to be deemed consistent with the Taxonomy, it must also respect the human and social rights guaranteed by international law (minimum social guarantees).

In the absence, for the time being, of data that will be provided by companies covered by the Taxonomy in future, the Management Company undertakes to invest 0% of the Fund in aligned activities.

The Management Company expects that the percentage of these investments will increase as more data becomes available.

The “do no significant harm” principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities.

The other underlying investments do not take into account EU criteria on environmentally sustainable economic activities.

## **Composition of assets:**

### **1. Assets (excluding derivatives)**

#### **Equities**

At least 75% of the Fund is permanently invested in equities of issuers headquartered in a member state of the European Union, Iceland or Norway.

Furthermore, the Fund may hold a maximum of 25% of its net assets in equities of listed companies headquartered outside the European Union, Iceland or Norway. These companies shall be headquartered in other member countries of the OECD or, up to the limit of 10% of the Fund’s net assets, in non-OECD countries (emerging markets).

Characteristics of equities or equity securities held:

- Shares of companies that are largely family-held;
- Securities traded on regulated markets;
- Equities from all business sectors;
- Capitalisation shares in excess of EUR 500 million (at the time they are first added to the portfolio). On an ancillary basis, the Fund may also invest in securities of companies with a market capitalisation of less than EUR 500 million (at the time they are first added to the portfolio).
- Shares purchased by the Fund are not necessarily part of the benchmark index.

#### **Bonds and debt securities**

Up to 25% of the Fund’s assets may be exposed to fixed, variable or revisable rate securities (linked to bond market or money market rates) in order to optimise cash management.

These transferable debt securities shall be denominated in euro and issued by governments and public corporations or credit institutions in the Euro Zone rated higher than AA (Standard and Poor’s or deemed equivalent by the Management Company or based on the Management Company’s internal rating).

The Management Company does not use the ratings issued by rating agencies automatically or in isolation, as it also applies its own internal analysis. In the event of a downgrade, the Management Company will take the interests of shareholders, market conditions and its own analysis of these fixed income products into account when respecting rating limits.

## UCI shares or units

Up to 10% of the Fund may be invested in shares or units of:

- of French or foreign UCITS that may not invest more than 10% of their assets in units or shares of other UCITS, AIFs or investment funds,
- French AIFs or AIFs from other EU Member States;
- investment funds established under foreign law.

The units or shares of these AIFs and investment funds must meet the four criteria under Article R214-13 of the French Monetary and Financial Code, namely: (i) that they are subject to regulations equivalent to those applicable to UCITS and that there is cooperation between the AMF and the regulatory body of the AIF; (ii) that the level of protection granted to unitholders is equivalent to that of UCITS; (iii) that they issue semi-annual and annual reports explaining their activities; and (iv) that they must not themselves invest over 10% of their assets in units or shares of other UCITS, AIFs or foreign investment funds.

The investment strategies of these funds will be compatible with that of the Fund. These funds may be managed by companies within the ODDO BHF group.

## Financial futures and options

Without seeking overexposure, the Fund may invest in all financial futures or options traded on regulated or organised markets or over-the-counter in France and other countries, subject to the limit of 100% of the net assets. The Fund may use futures or options to hedge or increase the portfolio's exposure to equities, business sectors or market indices, in order to achieve the specified investment objective. It may also use forward currency contracts or currency swaps (used to hedge the currency risk linked to holding assets denominated in foreign currency).

The Fund will not use total return swaps.

## Securities with embedded derivatives

Derivatives are used in order to manage exposure to equity risk without seeking overexposure.

The Fund may therefore hold up to 10% of its assets in convertible bonds and subscription certificates to gain exposure to these instruments with the aim of meeting the investment objective.

## Deposits

The Fund may use deposits to optimise the return on the Fund's cash holdings, up to the limit of 20% of its net assets.

Used as part of day-to-day management of the Fund's cash assets, these will contribute to achieving the investment objective based on their level of return.

## Cash borrowing

The Fund may borrow the equivalent of up to 10% of its net assets in cash in order to cover a temporary delay between incoming and outgoing funds relating to purchases and sales of securities issued on the market, or to cover large redemptions.

## Temporary purchases and sales of securities

To manage cash and maximise income, the Fund may carry out reverse repurchase agreements.

Any temporary purchases of securities shall all be conducted under market conditions and within the following limits: up to 20% of the Fund's net assets in the case of reverse repurchase agreements.

These operations shall be performed on the equities, bonds, debt securities and UCI units or shares referred to in the "Assets (excluding derivatives)" section.

The targeted proportion of AUM to be used for reverse repurchase agreements will be 10%.

Within the scope of these trades, the Fund may receive or issue financial guarantees (collateral). How these work and their characteristics are presented under "Collateral management".

Temporary purchases and sales of securities may be carried out with ODDO BHF SCA or with EU or UK banks that have a minimum credit rating of A-.

Additional information can be found in the section "Fees and expenses".

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

## Collateral management

Within the scope of OTC financial derivatives transactions and temporary purchases and sales of securities, the Fund may receive or issue financial assets as guarantees.

The purpose of receiving financial guarantees is to reduce the Fund's exposure to counterparty default risk. They will consist solely of cash.

As an exception to the above, and only in the case of reverse repurchase operations, the Fund will receive traditional fixed income securities rated at least A- and/or securities issued by governments with a rating of at least AA- as collateral. In any case, the issue of the security received as collateral must be larger than EUR 100 million and the Fund's participation will be limited to 10%.

Transactions potentially requiring the use of collateral shall be carried out with an EU or UK credit institution that may belong to the ODDO BHF group.

Any financial guarantees (collateral) received will also, in accordance with regulations, comply with the following:

- liquidity, valuation (at least daily and assets which do not offer high volatility unless adequate discounts can be obtained), issuer creditworthiness, correlation (independence vis-à-vis the counterparty) and diversification (with a maximum exposure to a given issuer of 20% of net assets) criteria;
- it shall be held by the Custodian of the Fund or any third party, in a segregated account, subject to prudential supervision and which has no connection with the provider of the collateral;
- financial guarantees received must be available for full execution by the Fund at any time without consulting the counterparty or the counterparty's consent;
- financial guarantees received as cash will only be placed as deposits with eligible institutions or invested in top-tier government bonds or used in reverse repurchase transactions (provided that such transactions are concluded with credit institutions subject to prudential supervision and on the condition that the Fund is in a position to recall the total cash amount at any time, accounting for accrued interest) or invested in short-term money market funds;
- the financial guarantees shall not be reused.

**Risk profile:**

Your money will mainly be invested in financial instruments selected by the Management Company. These instruments are subject to the market's movements and fluctuations.

The risks identified by the Management Company and presented below are not exhaustive. Investors are responsible for forming their own opinion independently from that of the Management Company, assessing the risk of any investments they make, with the assistance of a financial investment adviser where applicable, and for ensuring that the investment envisaged is suited to their financial situation and ability to assume financial risks.

In accordance with the provisions of Article 8 of Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector (SFDR), the management team takes sustainability risks into account by integrating ESG (Environmental and/or Social and/or Governance) criteria into its investment decision-making process, as set out in the "Investment Strategy" section. This process also makes it possible to assess the management team's ability to manage the adverse sustainability impacts of their business activities. For further details regarding the consideration of adverse impacts on sustainability factors, please consult the policy published on the Management Company's website: [am.oddo-bhf.com](http://am.oddo-bhf.com). The Management Company also takes ESG criteria into account through its own exclusion policy. The Management Company is a signatory to the United Nations Principles for Responsible Investment (PRI) and the CDP (formerly known as the Carbon Disclosure Project). Finally, the Management Company exercises the voting rights when shares are held by the Fund. Information relating to the Management Company's policies is available from [am.oddo-bhf.com](http://am.oddo-bhf.com).

Please refer to the Key Information Document for information on the risk category to which this Fund belongs.

The portfolio is exposed to the following risk factors:

Risk of capital loss:

The Fund is not guaranteed or protected; investors may not get back their initial investment in full.

Equity risk:

The Fund is invested directly or indirectly in one or more equity markets that may experience significant fluctuations. The Fund's net asset value could fall during periods in which the equity market is falling. Equity exposure may range between 75% and 100% of the Fund's total assets.

Risk associated with holding small and medium capitalisations:

The Fund may be exposed to small and medium capitalisations. Price fluctuations, both upward and downward, are more acute and more abrupt than for large capitalisations, and may therefore result in sharp variations in the net asset value. Furthermore, the low volumes traded on these markets may result in liquidity risk. This type of investment may affect the Fund's valuation and the prices at which the Fund may be obliged to liquidate its positions, particularly in the case of large redemptions, and may even make it impossible

for the Fund to sell its holdings, as a result of which the Fund's net asset value may fall. The maximum exposure to equity capitalisation risk is 100%.

Risk associated with discretionary management:

This risk is linked to the investment style, which is based on expectations regarding the performance of the various markets. There is a risk that the Fund may not be invested in the best-performing markets or securities at all times. The Fund's performance therefore depends on the manager's ability to anticipate movements in the markets or in individual securities. This risk may result in a fall in the net asset value and/or a capital loss for the investor.

Interest rate risk:

The Fund may invest up to 25% of its assets in bonds or debt securities denominated in euro.

Interest rate risk corresponds to the risk linked to a rise in bond market interest rates, which causes bond prices and therefore the net asset value of the Fund to fall.

Credit risk:

This is the risk of a potential downgrading of an issuer's credit rating, or in an extreme case its default, which would have a negative impact on the price of the debt securities issued and therefore on the net asset value of the Fund. This could result in a capital loss. Credit risk varies according to expectations, bond maturities and the level of confidence in each issuer. This may restrict the liquidity of the securities of a particular issuer and have a negative impact on the net asset value of the Fund, especially if the Fund liquidates its positions in a market where transaction volumes are low. This risk is limited to 25% of the Fund's assets.

Counterparty risk:

This is the risk of a counterparty's collapse, causing it to default on payment. The Fund may be exposed to the counterparty risk caused by the use of forward financial instruments contracted over-the-counter with credit institutions or contracts for the temporary purchase or sale of securities. The Fund is therefore exposed to the risk that one of these credit institutions may not be able to honour its commitments in connection with such instruments. Certain contracts exposing the Fund to counterparty risk may be concluded with a company belonging to the ODDO BHF group.

Risk associated with commitments on forward financial instruments:

Without seeking overexposure, the Fund may invest up to 100% of net assets in forward financial instruments, which may present a downside risk to the Fund's net asset value that is greater than that of the benchmark.

Currency risk:

This risk is linked to portfolios invested fully or partially in securities denominated in currencies other than the Fund's reference currency and corresponds to the variation in the exchange rate between these currencies and the Fund's reference currency. As such, the value a security may be affected by a change in the value of its reference currency against the euro, even though its value in its base currency may not change, thereby causing the net asset value of the Fund to fall.

Risks associated with securities financing transactions and collateral management:

Investors may be exposed to legal risk (arising from the legal documentation, the application of agreements and the limits imposed by them) and to the risk associated with the reuse of securities received as collateral, given that the net asset value of the FCP may vary depending on fluctuations in the value of the securities acquired through investment in cash received as collateral. In exceptional market conditions, investors may also be exposed to liquidity risk, making it difficult, for example, to trade certain securities.

Sustainability risk:

Refers to an environmental, social or governance event or condition that, if it occurs, could have a real or potential negative impact on the value of the investments made by this Fund, in particular: 1) a fall in income; 2) higher costs; 3) damages or a depreciation in asset value; 4) higher capital cost; and 5) fines or regulatory risks. Owing to the nature of sustainability risks and specific subjects such as climate change, the probability of these sustainability risks having an impact on financial products' returns is likely to increase in the longer term.

**Environmental:**

- sector risks associated with the company's environmental footprint;
- physical and transition risks related to climate change;
- the materiality of environmental controversies; and the management of related conflicts of interest;
- the company's dependence on natural capital;
- risks associated with the company's activities, products and services that may have an impact on the environment.

**Social:**

- sectoral health and safety risks
- environmental and social risks in the supply chain;
- social climate management and human capital development;
- management of quality and consumer safety risks;
- the management and materiality of social/societal controversies;
- management of innovation capacities and intangible assets;

**Governance:**

- quality and transparency of financial and non-financial communication;
- sectoral risks associated with corruption and cybersecurity;
- the quality of corporate supervisory bodies;
- the quality and sustainability of the corporate governance framework;
- management of conflicts of interest related to corporate governance;
- regulatory risks;
- the integration and management of sustainability in the company's strategy.

The Fund will be exposed, to a limited extent, to the following risk:

Emerging markets risk:

This risk is linked to the operating and monitoring conditions on emerging markets to which the Fund is exposed, which may deviate from the standards that exist on the large international markets and may be affected by various disruptions (such as changes in taxation or political stability, or a temporary lack of liquidity on these securities). These disruptions may trigger settlement/delivery problems likely to have an impact on the prices at which the Fund may be obliged to liquidate its positions, which may then result in a sharp fall in the Fund's net asset value.

**Guarantee or protection:** None (neither the capital nor the performance are guaranteed).

■ INVESTORS AND UNITS:

**Target investors:**

The units have not been, and shall not be, registered under the US Securities Act of 1933 (hereinafter "the Act of 1933"), or under any law applicable in a US State, and the units may not be directly or indirectly assigned, offered or sold in the United States of America (including its territories and possessions) for the benefit of any US persons (hereinafter "US Persons"), as defined by US "Regulation S" under the Act of 1933 adopted by the Securities and Exchange Commission or SEC, except if (i) the units are registered or (ii) an exemption is applicable (with the prior consent of the Management Company's CEO). The Fund is not, and shall not be, registered under the US Investment Company Act of 1940. Any resale or assigning of units in the United States of America or to a "US Person" may constitute a violation of US law and require the prior written consent of the CEO of the Management Company. Persons wishing to purchase or subscribe units shall be required to certify in writing that they are not "US Persons".

All unitholders must immediately inform the Fund if they become a "US Person". Any unitholder who becomes a "US Person shall no longer be authorised to purchase new units and may be requested to dispose of their units at any time for the benefit of persons who do not have "US Person" status Person".

The term "US Person" has the same meaning in the prospectus as the definition given in SEC Regulation S (Part 230 - 17 CFR 230.903). This definition of a "US Person" is available at <http://www.sec.gov/about/laws/secrulesregs.htm>.

In accordance with the provisions of the Foreign Account Tax Compliance Act ("FATCA"), applicable as of 1 July 2014, if the Fund directly or indirectly invests in US assets, the income from these investments may be subject to 30% withholding tax. To avoid the payment of this 30% withholding tax, France and the United States have concluded an intergovernmental agreement whereby non-US financial institutions ("foreign financial institutions") undertake to set up a procedure to identify direct or indirect investors with US taxpayer status and transmit certain information about these investors to the French tax authorities, which will communicate it to the US tax authorities ("Internal Revenue Service").

In its capacity as a foreign financial institution, the Fund undertakes to comply with FATCA and to take any measures required by the aforementioned intergovernmental agreement.

Except for these restrictions, the Fund is open to all investors, while bearing the following in mind.

CR-EUR and DR-EUR units are available to all investors, particularly retail investors.

CI-EUR units are only accessible to eligible counterparties and professional investors per se according to MiFID II.

GC-EUR units are reserved for (i) insurance companies approved by ODDO BHF Asset Management SAS, to represent unit-linked products subscribed as part of “advisory management” contracts in their range and for (ii) ODDO BHF SCA clients also having signed an advisory agreement with an ODDO BHF SCA financial investment advisory partner.

CN-EUR and DN-EUR units are available solely at the discretion of the Management Company and will not pay any distribution fees or rebates. Units reserved for (i) investors subscribing via an intermediary providing the service of investment advice on an independent basis pursuant to MiFID II, (ii) investors subscribing via a financial intermediary on the basis of a fee agreement concluded between the investor and the intermediary and mentioning that the intermediary is exclusively paid by the investor, (iii) companies providing the service of portfolio management pursuant to MiFID II, (iv) UCIs managed by ODDO BHF Group entities, and (v) ODDO BHF SCA when providing the service of investment advice on the basis of a written fee agreement concluded with its client.

uCRw-EUR, uCRw-CHF [H], uDRw-EUR and uDRw-CHF [H] units are reserved for investors who are clients (i) of UBS Switzerland AG or (ii) an Affiliate \*\*\* of UBS Switzerland AG in view of the strategic commercial partnership between the Management Company and UBS.

uCRw-CHF [H] and uDRw-CHF [H] units are hedged against CHF/EUR currency risk in order to limit differences in performance relative to euro-denominated units, albeit with a residual currency risk of up to 5%.

uCPw-EUR, uCPw-CHF [H], uDPw-EUR and uDPw-CHF [H] units are reserved for investors subscribing on the basis of a remuneration agreement concluded between the investor and (i) UBS Switzerland SA or (ii) any Affiliate \*\*\* entity of UBS Switzerland SA in view of the strategic commercial partnership concluded between the Management Company and UBS.

uCPw-CHF [H] and uDPw-CHF [H] units are hedged against CHF/EUR currency risk in order to limit differences in performance relative to euro-denominated units, albeit with a residual currency risk of up to 5%.

**Typical investor profile:**

The Fund is intended for investors seeking exposure to European equities of all market capitalisations over a minimum period of five years and who are willing to accept the risks arising from such exposure.

The amount that is appropriate to invest in this Fund depends on your personal wealth. To determine this amount, investors should consider their personal wealth/assets, their current financial needs and those in more than 5 years as well as their willingness to accept risks or their preference for a more prudent investment. It is also highly recommended that investors sufficiently diversify their investments so as not to be exposed solely to the risks of this Fund.

The Fund is also eligible for the French Equity Savings Plan (*Plan d'Epargne en Actions* or PEA) and life insurance products.

**Recommended investment horizon:** 5 years

**Appropriation of distributable income:**

Distributable income	Accumulation units: CR-EUR, CI-EUR, GC-EUR, CN-EUR, uCRw-EUR, uCRw-CHF [H], uCPw-EUR and uCPw-CHF [H] units	Distribution units: DR-EUR, DN-EUR, uDRw-EUR, uDRw-CHF [H], uDPw-EUR and uDPw-CHF [H] units
Net income allocation	Accumulation	Distributed in full, or partly carried forward by decision of the management company
Allocation of net realised capital gains or losses	Accumulation	Distributed in full, or partly carried forward by decision of the management company and/or accumulated

Distribution schedule

Accumulation units: no distribution

Distribution units: the proportion of distributable income which the Management Company decides to distribute is paid annually. Distributable income is paid out within five months of the financial year end.

**Base currency:**

CR-EUR, CI-EUR, DR-EUR, GC-EUR, CN-EUR, DN-EUR, uCRw-EUR, uDRw-EUR, uCPw-EUR and uDPw-EUR units: Euro (€).

uCRw-CHF [H], uDRw-CHF [H], uCPw-CHF [H] and uDPw-CHF [H] units: Swiss franc (CHF).

uCRw-CHF [H], uDRw-CHF [H], uCPw-CHF [H] and uDPw-CHF [H] units are hedged against CHF/EUR currency risk in order to limit differences in performance relative to euro-denominated units, albeit with a residual currency risk of up to 5%.

**Form of units:**

Bearer

**Fractions of units:**

Subscriptions and redemptions in thousandths of units.

- SUBSCRIPTION AND REDEMPTION PROCEDURES:

**Terms and conditions of subscriptions and redemptions:**

Subscription and redemption requests are centralised by the Custodian every day until 11:15 (Paris time, CET/CEST) and executed on the basis of the net asset value of the same day. The resulting settlements shall be carried out on the second trading day following the NAV date, except in the case of uCRw-CHF [H], uDRw-CHF [H], uCPw-CHF [H] and uDPw-CHF [H] units, for which settlement shall be carried out at the latest on the fifth trading day following the NAV date.

Any order received by the Custodian after this time will be executed at the following net asset value.

Orders are executed on the basis of the following table:

D: NAV date		D + 1 business day	D + 2 business days	D+5
Centralisation before 11:15 (CET/CEST) of subscription and redemption orders	Order execution by D at the latest	NAV publication	Settlement of subscriptions and redemptions (except for uCRw-CHF [H], uDRw-CHF [H], uCPw-CHF [H] and uDPw-CHF [H] units)	Settlement of subscriptions and redemptions for uCRw-CHF [H], uDRw-CHF [H], uCPw-CHF [H] and uDPw-CHF [H] units

**Initial value of the unit:**

CR-EUR units: EUR 152.45

DR-EUR units: EUR 152.45

CI-EUR units: EUR 36,849.48

GC-EUR units: EUR 100

CN-EUR units: EUR 124.41

DN-EUR units: EUR 100

uCRw-EUR units: EUR 100,000

uCRw-CHF [H] units: CHF 100,000

uDRw-EUR units: EUR 100,000

uDRw-CHF [H] units: CHF 100,000

## ODDO BHF GENERATION

uCPw-EUR units: EUR 100,000

uCPw-CHF [H] units: CHF 100,000

uDPw-EUR units: EUR 100,000

uDPw-CHF [H] units: CHF 100,000

### **Minimum initial investment:**

CR-EUR, DR-EUR, CN-EUR and DN-EUR units: 1 thousandth of a unit.

CI-EUR units: EUR 250,000\*

GC-EUR units: EUR 100

uCRw-EUR, uDRw-EUR, uCPw-EUR, uDPw-EUR units: EUR 300,000\*\*\*\*

uCRw-CHF [H], uDRw-CHF [H], uCPw-CHF [H], uDPw-CHF [H] units: CHF 300,000\*\*\*\*

*\* With the exception of ODDO BHF Asset Management SAS, companies in the Management Company's group and investment funds and mandates managed by the Management Company, from which no minimum investment is required.*

*\*\*\*\* The minimum investment amount is assessed at the level of (i) UBS Switzerland AG or (ii) any Affiliate \*\*\* of UBS Switzerland AG.*

### **Minimum subsequent investment:**

CR-EUR units: 1 thousandth of a unit

DR-EUR units: 1 thousandth of a unit

CI-EUR units: 1 thousandth of a unit

GC-EUR units: 1 thousandth of a unit

CN-EUR units: 1 thousandth of a unit

DN-EUR units: 1 thousandth of a unit

uCRw-EUR units: 1 thousandth of a unit

uCRw-CHF [H] units: 1 thousandth of a unit

uDRw-EUR units: 1 thousandth of a unit

uDRw-CHF [H] units: 1 thousandth of a unit

uCPw-EUR units: 1 thousandth of a unit

uCPw-CHF [H] units: 1 thousandth of a unit

uDPw-EUR units: 1 thousandth of a unit

uDPw-CHF [H] units: 1 thousandth of a unit

### **Gate provision for capping redemptions:**

The Management Company may make use of a gate provision. This allows redemption requests from unitholders of the Fund to be spread out over several net asset value dates when they exceed a given, objectively calculated level.

Method applied:

The gate trigger threshold is set at 5% of the net assets. Fund unitholders are reminded that the gate trigger threshold corresponds to the ratio between:

- the difference – on the same centralisation date – between the number of redemption requests for Fund units, or the total amount of these redemptions, and the number of subscription requests for Fund units, or the total amount of these subscriptions; and
- the net assets or the total number of Fund units.

The Fund has several unit classes, and the threshold that triggers the procedure shall be the same for all of the Fund's unit classes.

The threshold for applying the gate is in line with the frequency of the Fund's NAV calculation, its investment objectives and the liquidity of the assets in its portfolio. The latter is specified in the Fund's management regulations. Centralised redemptions are based on all of the Fund's assets, not specific unit classes. The gate may be applied for a maximum of 20 net asset value dates over 3 months.

When redemption requests exceed the gate trigger threshold, the Management Company may decide to satisfy more redemption requests than the gate allows, and thus partially or totally execute orders that are eligible to be blocked.

Notifying unitholders:

If the gate threshold is triggered, all Fund unitholders will be informed by any means via the Management Company's website (<http://am.oddo-bhf.com>).

Unitholders of the Fund whose orders were not executed will be notified individually as soon as possible.

Processing of unexecuted orders:

Redemption orders shall be executed for all unitholders of the Fund who have made redemption requests since the last centralisation date in equal proportion. Orders that have not been executed will be automatically carried forward to the next net asset value date; they will not be given priority over new redemption orders submitted for the following net asset value date. Under no circumstances may unitholders of the Fund in question revoke redemption orders that were not executed and have been automatically carried forward.

Example showing how the provision is applied:

If total redemption requests for Fund units amount to 10% of net assets, but the trigger threshold is 5% of net assets, the Management Company may decide to satisfy redemption requests corresponding to up to 7.5% of net assets (and thus execute 75% of all redemption requests instead of the 50% it would have if it had strictly applied the 5% gate).

**Centralisation agent for subscription and redemption requests delegated by the Management Company:**

ODDO BHF SCA

12, Bd de la Madeleine – 75009 Paris

The Fund's promoters must send subscription and/or redemption orders to the Centralising Agent no later than the centralisation cut-off time. Any order received by the Centralising Agent after this time will be executed at the following net asset value.

Promoters may apply their own cut-off time, which may be earlier than the cut-off time mentioned above, in order to take into account the time required to transmit orders to the centralising agent.

It is the investor's responsibility to obtain information on the time at which his order has been received by the promoter for processing.

**Date and frequency of NAV calculation:**

The net asset value is calculated daily, according to the Euronext Paris calendar, with the exception of public holidays on the French Stock Exchange.

**Place and methods of publication or communication of net asset value:**

This information can be obtained from the Management Company (ODDO BHF Asset Management SAS) and the Custodian (ODDO BHF SCA) at 12, Bd de la Madeleine, 75009 Paris, and from the website <http://am.oddo-bhf.com>. The net asset values of uCRw-EUR, uCRw-CHF [H], uDRw-EUR, uDRw-CHF [H], uCPw-EUR, uCPw-CHF [H], uDPw-EUR and uDPw-CHF [H] units will not be published on the website, however will be made available by the Management Company upon request.

**Notification of portfolio structure:**

The Management Company may, upon request, notify professional investors subject to the obligations resulting from Directive 2009/138/EC (the Solvency II Directive) of the structure of the Fund's portfolio at the earliest 48 hours from the last publication of the net asset value. The information provided shall be treated with the utmost confidentiality and shall only be used for the calculation of prudential requirements. This information cannot, under any circumstances, be used for illegal activities such as market timing or late trading by unitholders in possession of such information.

## INFORMATION ON FEES, COMMISSIONS, EXPENSES AND TAXATION

**Fees and expenses:**

Fees payable by the investor on subscriptions and redemptions	Basis	Rate CR-EUR, CI-EUR, DR-EUR, GC-EUR, CN-EUR, DN-EUR, uCRw-EUR, uCRw-CHF [H], uDRw-EUR, uDRw-CHF [H], uCPw-EUR, uCPw-CHF [H], uDPw-EUR and uDPw-CHF [H] units
Subscription fee not payable to the Fund	Net asset value × number of units	4% maximum
Subscription fee payable to the Fund	Net asset value × number of units	None
Redemption fee not payable to the Fund	Net asset value × number of units	None
Redemption fee payable to the Fund	Net asset value × number of units	None

Subscription and redemption fees: Subscription fees increase the subscription price paid by the investor, while redemption fees decrease the redemption price. The fees charged by the Fund serve to offset the costs incurred by the Fund to invest and disinvest investors' monies. Fees not paid to the Fund are paid to the Management Company, the promoter, etc.

**Management and administration fees:**

Fees charged to the Fund:	Basis	Interest rate rate: CR-EUR, CI-EUR, DR-EUR, GC-EUR, CN-EUR, DN-EUR, uCRw-EUR, uCRw-CHF [H], uDRw-EUR, uDRw-CHF [H], uCPw-EUR, uCPw-CHF [H], uDPw-EUR and uDPw-CHF [H] units
Investment management fees and fees for administration and other services	Net assets, excluding units and shares of UCITS	CR-EUR and DR-EUR units: Maximum 2% inclusive of tax
		CI-EUR and GC-EUR units: Maximum 1%, inclusive of tax
		CN-EUR and DN-EUR units: Maximum 1.15% inclusive of tax
		uCRw-EUR, uCRw-CHF [H], uDRw-EUR and uDRw-CHF [H] units: Maximum 1.35% inclusive of tax
		uCPw-EUR, uCPw-CHF [H], uDPw-EUR and uDPw-CHF[H] units: Maximum 0.45% inclusive of tax
Performance fees*	Net assets	<ul style="list-style-type: none"> <li>- CR-EUR, DR-EUR, GC-EUR, CN-EUR and DN-EUR units: Up to 20% of the Fund's outperformance relative to the benchmark index providing the Fund's performance is positive, once past underperformance over the previous five years has been offset and provided that the Fund's absolute return is positive. (*)</li> <li>- CI-EUR units: Up to 10% of the Fund's outperformance relative to the benchmark index, once past underperformance over the previous five years has been offset. (*)</li> <li>- uCRw-EUR, uCRw-CHF [H], uDRw-EUR, uDRw-CHF [H], uCPw-EUR, uCPw-CHF [H], uDPw-EUR and uDPw-CHF[H] units: None.</li> </ul>
Transaction fees charged by different parties:  - Management Company: 100%	Payable on each transaction	<ul style="list-style-type: none"> <li>- Equities: depending on the markets, with a maximum of 0.59% inclusive of tax and a minimum of EUR 7.50 exclusive of tax for French equities and EUR 50 exclusive of tax for foreign equities.</li> <li>- Bonds: 0.03% inclusive of tax with a minimum of EUR 7.50 exclusive of tax</li> <li>- Money market instruments and derivatives: None</li> </ul>

Financial management fees comprise distribution fees including any trailer fees paid to external companies or entities of the parent group. These trailer fees are generally calculated as a percentage of fees for financial management, administration and other services. The Management Company has put in place a system to ensure compliance with the principle of fair treatment of investors. Please note that trailer fees paid to intermediaries for fund marketing purposes are not considered preferential treatment.

In accordance with AMF position no. 2011-05, administration and other services fees may cover statutory auditor's fees, costs related to the depositary/centralising agent, technical distribution fees, fees relating to the delegation of administrative and accounting management, audit fees, tax fees, fees relating to the registration of the Fund in other Member States, legal fees specific to the Fund, guarantee fees, translation fees specific to the Fund, and licensing costs relating to the benchmark index used by the Fund.

This rate can be charged even if the actual costs are lower. Any amount in excess of this rate is covered by the management company.

\* The performance fees will be charged in favour of the Management Company as follows:

- The performance fee is based on a comparison between the performance of the fund and the benchmark index, and includes a method for clawing back past underperformance.
- The Fund's performance is determined on the basis of its book value after taking into account fixed management fees and before deduction of the performance fee.
- Outperformance is calculated on the basis of the "indexed asset" method, which is used to simulate a fictitious asset experiencing the same subscription and redemption conditions as the Fund, while enjoying the same performance as the benchmark index. This indexed asset is then compared with the Fund's assets. The difference between the two is the Fund's outperformance relative to the benchmark index.
- Whenever the NAV is calculated, provided that the Fund's performance exceeds that of the benchmark index, a performance fee provision is booked. In the event that the Fund underperforms its benchmark index between two net asset values, any previously accumulated provision shall be reduced accordingly. The amounts deducted from the provision cannot exceed the amount previously accumulated. The performance fee is calculated and provisioned separately for each Fund unit.
- The benchmark index will be calculated in the unit currency, regardless of the currency in which the relevant unit is denominated, except in the case of units hedged against currency risk, for which the benchmark index will be calculated in the Fund's reference currency.
- The performance fee is measured over a calculation period that corresponds to the Fund's financial year (the "Calculation Period"). Each Calculation Period starts on the last business day of the Fund's financial year, and ends on the last business day of the next financial year. For units launched during a Calculation Period, the first Calculation Period will last at least 12 months and end on the last business day of the next financial year. The total performance fee is payable to the Management Company annually after the Calculation Period has ended.
- In the event of redemptions, if a performance fee provision has been booked, then the proportion of the provision attributable to these redemptions is crystallised and definitively allocated to the Management Company.
- The horizon over which performance is measured is a rolling period of up to five years ("Performance Reference Period"). The clawback mechanism may be partially reset at the end of this period. This means that after five years of cumulative underperformance over the Performance Reference Period, underperformance may be partially reset on a rolling annual basis, wiping out the first year of underperformance during the Performance Reference Period concerned. In relation to the Performance Reference Period concerned, underperformance in the first year may be offset by outperformance in the following years of the Performance Reference Period.
- Over a given Performance Reference Period, any past underperformance must be clawed back before performance fees become payable again.
- Where a performance fee is crystallised at the end of a Calculation Period (except when due to redemptions), a new Performance Reference Period begins.
- For the CR-EUR, DR-EUR, GC-EUR, CN-EUR and DN-EUR units: no performance fee is payable if the unit class's absolute return is negative. The absolute return is defined as the difference between the current net asset value and the last net asset value calculated at the end of the previous Calculation Period (Reference NAV).
- Holders of CI-EUR units should note that, provided the Fund outperforms, performance fees may be paid to the Management Company even if the absolute return is negative.

Example of how performance fees applied to CI-EUR units work:

ODDO BHF GENERATION

Year	Fund's NAV (base 100 at the start of year 1)	Fund's annual performance	Benchmark's annual performance	Annual relative performance	Underperformance to be clawed back the following year	Payment of a performance fee	Comment
1	105.00	5.0%	-1.0%	6.0%	0.0%	YES	Annual outperformance
2	91.30	-13.1%	-5.1%	-8.0%	-8.0%	NO	Annual underperformance
3	94.09	3.1%	1.1%	2.0%	-6.0%	NO	The underperformance in year 2 is only partially clawed back in year 3.
4	89.09	-5.3%	-6.3%	1.0%	-5.0%	NO	The underperformance in year 2 is only partially clawed back in year 4.
5	100.88	13.2%	11.2%	2.0%	-3.0%	NO	The underperformance in year 2 is only partially clawed back in year 5.
6	102.91	2.0%	1.0%	1.0%	0.0%	NO	The underperformance in year 2 is only partially clawed back in year 6. However, the residual underperformance (-2%) is erased for year 7 (end of the 5-year period)
7	99.83	-3.0%	-1.0%	-2.0%	-2.0%	NO	Annual underperformance
8	96.83	-3.0%	-8.0%	5.0%	0.0%	YES	The underperformance in year 7 is fully clawed back in year 8.

Example of how performance fees applied to CR-EUR, DR-EUR, CN-EUR, GC-EUR and DN-EUR units work:

Year	Fund's NAV (base 100 at the	Fund's annual performance	Benchmark's annual performance	Annual relative performance	Underperformance to be clawed back the following year	Payment of a performance fee	Comment
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	start of year 1)						
1	105.00	5.0%	-1.0%	6.0%	0.0%	YES	Annual outperformance AND positive absolute return over the year
2	91.30	-13.1%	-5.1%	-8.0%	-8.0%	NO	Annual underperformance
3	94.09	3.1%	1.1%	2.0%	-6.0%	NO	The underperformance in year 2 is only partially clawed back in year 3.
4	89.09	-5.3%	-6.3%	1.0%	-5.0%	NO	The underperformance in year 2 is only partially clawed back in year 4.
5	100.88	13.2%	11.2%	2.0%	-3.0%	NO	The underperformance in year 2 is only partially clawed back in year 5.
6	102.91	2.0%	1.0%	1.0%	0.0%	NO	The underperformance in year 2 is only partially clawed back in year 6. However, the residual underperformance (-2%) is erased for year 7 (end of the 5-year period)
7	99.83	-3.0%	-1.0%	-2.0%	-2.0%	NO	Annual underperformance
8	96.83	-3.0%	-8.0%	5.0%	0.0%	NO	The underperformance in year 7 is fully clawed back in year 8 but the absolute annual performance is negative: no performance fee is paid out.

A detailed description of the method used to calculate the performance fee may be obtained from the Management Company.

#### **Methods of calculating and sharing the return on temporary purchases and sales of securities**

With respect to temporary purchases of securities (reverse repurchase transactions), the Fund selects counterparties on the basis of the Management Company's best selection and best execution policy and receives the full amount of the remuneration. No other direct fees are charged to the Fund. The Management Company does not receive any remuneration in respect of these transactions. In the context of such transactions, the Fund uses the services of a credit institution whose registered office is located in the United Kingdom or a Member State of the European Union. This service provider shall act independently from the Fund and shall act systematically as the counterparty to these transactions on the market. This service provider may be part of the ODDO BHF group. For further information, please refer to the Fund's annual report.

#### **Procedure for the selection of intermediaries:**

Intermediaries and counterparties are selected by management staff using a competitive tendering procedure from a predefined list. This list is drawn up using precise selection criteria laid down in the market intermediary selection policy which may be consulted on the Management Company's website.

#### **Financial research funding:**

Financial research on equities is paid for by the Fund through a fee paid to the market intermediaries in charge of the research.

The Management Company bears the full cost of all research on bonds and money market instruments. As a result, payment for this will be made using the Management Company's resources only.

## COMMERCIAL INFORMATION

### Subscription and redemption of units:

Subscription and redemption procedures are presented in the section “Subscription and redemption procedures”.

### Information relating to the Fund is provided by:

ODDO BHF Asset Management SAS  
12, Bd de la Madeleine – 75009 Paris  
[information\\_oam@oddo-bhf.com](mailto:information_oam@oddo-bhf.com)

Information is also available:

**On the website:** <http://am.oddo-bhf.com>  
**By contacting:** Customer Services Department  
**By telephoning:** 01 44 51 80 28

The AMF website [www.amf-france.org](http://www.amf-france.org) provides additional information on the list of regulatory documents and all provisions relating to investor protection.

**Publication date of the prospectus:** 21 May 2025

## 4. INVESTMENT RULES

**Regulatory ratios applicable to the Fund:** The legal investment rules applicable to the Fund are those that govern UCITS investing no more than 10% of their assets in other UCIs, as well as those applicable to the AMF’s “International Equities” classification.

## 5. OVERALL RISK

The Fund’s overall risk is calculated using the commitment method.

## 6. INFORMATION ON ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) CRITERIA

Additional information on the application of ESG criteria by the Management Company shall be available in the Fund’s annual report and on the Management Company’s website: <http://am.oddo-bhf.com>.

## 7. ASSET VALUATION AND ACCOUNTING RULES

### Asset valuation rules:

The calculation of the net asset value per unit is subject to the following valuation rules:

- financial instruments and transferable securities traded on regulated markets are valued at their market price using the following principles:
- The valuation is based on the last official market price.

The market price used depends on the market on which the instrument is listed:

European markets: Last market price on the net asset value calculation day

Asian markets: Last market price on the net asset value calculation day

North and South American markets: Last market price on the net asset value calculation day

The prices used are those obtained from financial information providers and available on the following day at 09:00 (Paris time): Fininfo or Bloomberg. In the event that no price is available for a security, the last known price is used.

However, the following instruments are valued using the following specific valuation methods:

- Debt securities and similar securities that are not traded in large volumes are valued by means of an actuarial method; the reference rate used is made up of:
  - a risk-free rate obtained through linear interpolation of the OIS curve, updated daily

- a credit spread obtained at the point of issue and kept constant throughout the lifecycle of the security.

However, transferable debt securities with a residual maturity of less than or equal to three months will be valued on the basis of the straight-line method.

- Financial contracts (futures, options or swap transactions concluded on over-the-counter markets) are valued at their market value or at a value estimated using a procedure selected by the Management Company.
- Financial guarantees: for the purposes of optimal counterparty risk management while also factoring in operational constraints, the Management Company applies a daily margin call system, per fund and per counterparty, with an activation threshold set at a maximum of EUR 100,000, based on an evaluation of the mark-to-market price.

Deposits are recorded based on their nominal value plus the interest calculated daily.

The method for valuing off-balance sheet commitments consists in valuing futures contracts at their market price and in converting options into the equivalent value of the underlying.

The prices used for the valuation of futures or options are consistent with those of the underlying securities. They may vary depending on where they are listed:

European markets: Settlement price on the NAV calculation day, if different from the last price.

Asian markets: Last market price on the NAV calculation day, if different from the last price.

North and South American markets: Last market price on the NAV calculation day, if different from the last price.

In the event that no price is available for a future or option contract, the last known price is used.

Securities subject to a temporary acquisition or sale agreement are valued in accordance with the regulations in force. Securities received under repurchase agreements are recorded on their acquisition date under the heading "Receivables on securities received under a repurchase agreement (*pension*)" at the value set out in the contract by the counterparty of the liquidity account concerned. For as long as they are held they are recognised at that value plus the accrued interest from the securities in custody.

Securities transferred under repurchase agreements are withdrawn from their account on the date of the transaction and the corresponding receivable is booked under the heading "Securities transferred under a repurchase agreement (*pension*)"; they are valued at their market value. Payables on securities transferred under repurchase agreements are recorded under the heading "Payables on securities transferred under a repurchase agreement (*pension*)" by the counterparty of the liquidity account concerned. It is maintained at the value determined in the contract plus any accrued interest on the debt.

- Other instruments: Units or shares of UCIs are valued at their last known net asset value.
- Financial instruments whose prices have not been determined on the valuation day or whose prices have been adjusted are valued under the Management Company's responsibility at their foreseeable sale prices. These valuations and their justification are communicated to the Statutory Auditor at the time of the audit.

#### **Accounting methods:**

##### **Income accounting:**

The interest on bonds and debt securities is calculated using the accrued interest method.

##### **Transaction cost accounting:**

Transactions are recorded excluding fees.

##### **Swing pricing mechanism:**

Large subscriptions and redemptions may affect the Net Asset Value owing to the cost of restructuring the portfolio in the event of investments and divestments. This cost may arise from the difference between the transaction price and the valuation price, taxes or brokerage charges.

**In order to safeguard the interests of unitholders investing for the medium/long term, the Management Company has decided to apply a Swing Pricing mechanism to the Fund above a trigger threshold.**

Once the daily balance of subscriptions/redemptions exceeds, in absolute terms, a trigger threshold determined in advance, an adjustment will therefore be made to the Net Asset Value. Consequently, the Net Asset Value will be increased (or, where applicable, decreased) if the balance (in absolute terms) of subscriptions/redemptions exceeds the threshold. The sole aim of this price adjustment mechanism is to protect the unitholders of the Fund by limiting the impact of these subscriptions/redemptions on the Net Asset Value. This mechanism does not generate any additional costs for unitholders. Rather, it spreads the costs in such a way that the unitholders of the Fund do not bear any costs associated with transactions caused by subscriptions/redemptions made by incoming or outgoing investors.

The trigger threshold is expressed as a percentage of the Fund's total assets. The trigger threshold and swing factor (corresponding to

the cost of restructuring the portfolio) are determined by the Management Company. The swing factor is reviewed monthly.

Performance and risk indicators are calculated based on the potentially adjusted Net Asset Value. As such, use of the Swing Pricing mechanism may affect the Fund's volatility and, occasionally, its performance.

**In accordance with the regulations, only those responsible for its implementation are aware of the details of this mechanism, such as the trigger threshold percentage. This information must not be made public under any circumstances.**

## 8. REMUNERATION

The management body of the Management Company is responsible for drawing up, approving and monitoring the remuneration policy. It must ensure that the remuneration policy encourages employees to take risks in line with the risks taken by the funds managed by the Management Company, the investors having placed their assets in these funds and the Management Company itself. Each year, the Management Company shall identify those persons who may be qualified as risk takers in accordance with the regulations in force. The list of employees thus identified as risk takers shall then be submitted to the Remuneration Committee and passed on to the relevant management body. With regard to the variable remuneration component, the Management Company has set a threshold triggering payment of a deferred variable remuneration amount. In this way, an employee designated as being a risk taker and entitled to significant variable remuneration will receive a portion of this variable remuneration on a deferred basis. This deferred remuneration shall consist of 40% of the entire variable remuneration amount, from the first euro.

In order to satisfy the obligation to pay 50% of variable remuneration in the form of instruments or in the form of an indexation portfolio, the Management Company will pay 50% of variable remuneration decided for the year falling due in February of the following year, on the basis of the announcement made to employees in December. With regard to the remaining 50%, 10% of the amount of variable remuneration determined will be paid in July after these assets have been invested in the indexation portfolio over the period from the beginning of January to the end of June (see below), while the remaining 40% of variable remuneration will be subject to deferred payment over a period of three years as part of the operation of the indexation tool.

Provisions relating to the deferred part of variable remuneration shall be calculated using a tool created by the Management Company. This tool consists of a basket of funds that represent each of the Management Company's management strategies, and each fund is weighted in proportion to the assets under management of the Management Company within each of its strategies.

Detailed information on the remuneration policy is available on the Management Company's website ([am.oddo-bhf.com](http://am.oddo-bhf.com)). Investors may also request a hard copy of this information from the Management Company.

## REGULATIONS

### TITLE 1 – ASSETS AND UNITS

#### Article 1 - Co-ownership units

The co-owners' rights are represented by units, with each unit corresponding to the same fraction of the Fund's assets. Each unitholder has a co-ownership right in the assets of the Fund proportional to the number of units they hold.

The term of the Fund is 99 years starting from its inception date, except in the event of early dissolution or extension as set forth in the regulations.

Unit classes:

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

The different classes of units may:

- apply different dividend policies (distribution or accumulation);
- be denominated in different currencies;
- be charged different management fees;
- bear different subscription and redemption fees;
- have a different nominal value;
- bear different subscription and redemption fees;
- have a different nominal value;
- be automatically hedged against risk, in part or in full, as defined in the Fund prospectus. This hedge is created using financial instruments that reduce to a minimum the impact of the hedging transactions on the Fund's other unit classes;
- be reserved for one or several distribution networks.

Following the decision of the Management Company's CEO, units may be sub-divided into thousandths, referred to as fractions of units. The provisions of the regulations governing the issue and redemption of units shall apply to fractions of units, whose value shall always be proportionate to that of the units they represent. Unless otherwise provided, all other provisions of the regulations relating to units shall apply to fractions of units without any need to make a specific provision to that end. Lastly, the Management Company's CEO may decide, at its own discretion, to sub-divide the units by issuing new units, which shall be allocated to unitholders in exchange for their existing units.

#### Article 2 – Minimum assets

Units may not be redeemed if the Fund's assets fall below EUR 300,000; if the assets remain below this amount for a period of 30 days, the Management Company shall make the necessary provisions to liquidate the Fund in question, or to carry out one of the operations mentioned in article 411-16 of the AMF General Regulation (transfer of the Fund).

#### Article 3 – Issue and redemption of units

Units are issued at any time following receipt of subscription requests from unitholders, on the basis of their net asset value plus a subscription fee, where applicable.

Units are issued in bearer form.

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

Units of the Fund may be listed on a stock exchange in accordance with the regulations in force.

Subscriptions must be fully paid up on the day the net asset value is calculated. They may be made in cash and/or by a contribution in kind in the form of financial instruments. The Management Company is entitled to refuse any securities offered and, for that purpose, must communicate its decision within seven days of the date on which the securities were tendered. If they are accepted, the securities contributed in kind are valued according to the rules laid down in article 4 and the subscription is based on the first net asset value following acceptance of the relevant securities.

Redemptions are made exclusively in cash, except in the event of liquidation of the Fund when unitholders have agreed to be reimbursed in kind. They are settled by the registrar within a maximum of five days from the valuation day of the units.

However, if in exceptional circumstances the redemption requires the prior sale of assets held in the Fund, this deadline may be extended to a maximum of 30 days.

With the exception of a succession or an inter vivos gift, the sale or transfer of units between unitholders, or between unitholders and third parties, is treated as a redemption followed by a subscription; if this involves a third party, the sale or transfer amount must, where applicable, be supplemented by the beneficiary in order to at least reach the minimum subscription amount stipulated by the Fund's prospectus.

In application of article L.214-8-7 of the French Monetary and Financial Code the redemption of units by the Fund as well as the issue of new units may be suspended on a temporary basis by the Management Company in exceptional circumstances and if this is deemed necessary to protect the interests of unitholders.

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

In application of Article L.214-8-7 of the French Monetary and Financial Code and 411-20-1 of the AMF General Regulation, the Management Company may decide to cap redemptions in exceptional circumstances and if this is deemed necessary to protect the interests of shareholders or the public.

In exceptional circumstances and where necessary to protect the investors' interests, the Management Company may invoke a provision allowing redemptions to be capped if they exceed a 5% threshold (redemptions net of subscriptions/last known net asset value).

However, this threshold is not triggered systematically; if the Fund has sufficient liquidity, the Management Company may decide to meet redemptions exceeding this threshold. The gate may be applied for a maximum of 20 net asset value dates over 3 months.

The part of the order that is not executed may in no case be cancelled, and is automatically carried forward to the next centralisation date. Round-trip transactions involving subscriptions and redemptions of an equal number of units, based on the same net asset value and for a single unitholder or beneficial owner are not subject to the gate provision.

A minimum subscription amount may be applied according to the procedures set out in the Fund's prospectus.

In application of paragraph three of article L.214-8-7 of the French Monetary and Financial Code, provisionally or definitively, in whole or in part, the Fund may stop issuing units in objective situations leading to the closure of subscriptions, such as a maximum number of units or shares issued, a maximum amount of assets reached or the expiry of a fixed subscription period. Existing unitholders will be informed by any means of the activation of this tool, as well as of the threshold and the objective situation that led to the partial or full closure decision. In the case of a partial closure, this information by any means will explicitly specify the terms and conditions under which existing unitholders may continue to subscribe during the period of such partial closure. Unitholders are also informed by any means of the UCITS' or Management Company's decision either to end the total or partial closure of subscriptions (when below the trigger), or not to end it (in the event of a change in threshold or a change in the objective situation that led to the implementation of this tool). A change in the objective situation invoked or in the triggering threshold of the tool must always be made in the interest of the unitholders. Whatever its format, the notification shall specify the exact reasons for such changes.

The Management Company may prevent:

- the holding of units by any individual or legal entity not entitled to hold Fund units under the terms of the "target investors" section (hereinafter "Non-Eligible Persons"), and/or
- the registering in the Fund's unitholder register or the Transfer Agent's register of any "Non-Eligible Intermediaries", in accordance with the stipulations of the Agreement (IGA) signed on 14 November 2013 between the government of the French Republic and the government of the United States of America so as to improve compliance with tax obligations on an international level and implement the act governing compliance with these obligations for foreign accounts (FATCA).

Within this context, the Management Company may:

- refuse to issue any units if it appears that such an issuance would or could result in said units being held by a "Non-Eligible Person" or registered in the Fund's unitholder register or the Transfer Agent's register;
- request that all information which it deems necessary in order to determine whether or not the beneficial owner of the units in question is a "Non-Eligible Person" be provided at any time from any intermediary whose name appears in the registers of unitholders, accompanied by a solemn declaration;

- if it appears that the beneficial owner of the units is a “Non-Eligible Person” and is registered in the Fund’s registers of unitholders, immediately proceed with the compulsory redemption of the units held by the Non-Eligible Person. The compulsory redemption will be carried out using the last known net asset value, increased if applicable by the applicable charges, fees and commissions, which will be borne by the unitholders concerned by the redemption.

#### **Article 4 - Calculation of the net asset value**

The net asset value of the units is calculated in accordance with the valuation rules specified in the prospectus.

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

## TITLE 2 – OPERATION OF THE FUND

#### **Article 5 - The Management Company**

The Fund is managed by the Management Company in accordance with the Fund’s investment objectives.

The Management Company shall act in all circumstances on behalf of the unitholders and has the exclusive right to exercise the voting rights attached to the securities held in the Fund.

#### **Article 5a - Operating rules**

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

#### **Article 5b - Admission to trading on a regulated market and/or a Multilateral Trading Facility**

Units may be admitted to trading on a regulated market and/or a multilateral trading facility in accordance with the regulations in force. In the event that the Fund whose units are admitted to trading on a regulated market has an index-based investment objective, the Fund must have implemented a mechanism for ensuring that the price of its units does not significantly deviate from its net asset value.

#### **Article 6 - The custodian**

The custodian carries out the duties incumbent upon it under the legal and regulatory provisions in force as well as those to which it has contractually agreed with the Management Company. In particular, it must ensure that decisions taken by the Management Company are lawful. Where applicable, it must take all protective measures that it deems necessary. In the event of a dispute with the Management Company, it shall inform the *Autorité des marchés financiers*.

#### **Article 7 - The statutory auditor**

A statutory auditor is appointed by the governing body of the portfolio management company for a term of six financial years, subject to the approval of the *Autorité des marchés financiers*.

The statutory auditor certifies the accuracy and consistency of the financial statements.

The statutory auditor may be re-appointed.

The statutory auditor is obliged to notify the *Autorité des marchés financiers* promptly if, in the course of its duties, it becomes aware of any fact or decision concerning the undertaking for collective investment in transferable securities which is liable to:

- 1.°Constitute a breach of the legal and regulatory provisions governing this undertaking and is likely to have significant consequences for its financial position, income or assets;
- 2.°Impair its continued operation or the conditions thereof;
3. Lead to the expression of reservations or a refusal to certify the financial statements.

Assets will be valued and exchange ratios will be determined for the purpose of any conversion, merger or split under the statutory auditor’s supervision.

The statutory auditor will assess all contributions in kind under its responsibility.

The statutory auditor shall check the composition of the assets and other information before any publication.

The statutory auditor's fees are determined by mutual agreement between the auditor and the Board of Directors of the portfolio management company on the basis of an agenda indicating all duties deemed necessary.

The statutory auditor certifies the financial statements serving as the basis for the payment of interim dividends.

The statutory auditor's fees are included in the management fees.

#### **Article 8 - The financial statements and the management report**

At the end of each financial year, the Management Company prepares the financial statements and a report on the management of the Fund during the last financial year.

The Portfolio Management Company shall prepare an inventory of the assets at least twice yearly and under the supervision of the Custodian.

The Management Company shall make these documents available to unitholders within four months of the financial year-end and shall notify them of the amount of income attributable to them: these documents shall be sent by post if expressly requested by the unitholders, or made available by the Management Company.

### TITLE 3 – APPROPRIATION OF DISTRIBUTABLE INCOME

#### **Article 9 - Appropriation of distributable income**

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

The distributable income consists of:

1. The net income for the financial year plus retained earnings, plus or minus the balance of the income equalisation accounts for the last financial year.
2. The realised capital gains, net of fees, minus realised capital losses, net of fees, recorded during the financial year, plus net capital gains of the same kind recorded during previous financial years and that have not been subject to distribution or accumulation, plus or minus the balance of the capital gains equalisation accounts.

The Management Company decides on the allocation of distributable income.

For each unit class, where applicable, the Fund may adopt one of the following methods:

- pure accumulation: distributable income will be fully accumulated, with the exception of those amounts which are subject to compulsory distribution by law;
- pure distribution: income shall be partially or fully distributed, rounded off to the nearest figure; the Fund may pay interim dividends;
- for FCPs that wish to choose whether to accumulate and/or distribute income: The Management Company decides on the allocation of distributable income each year.

The Management Company decides on the allocation of distributable income according to the distribution of income provided for in the prospectus and may pay interim dividends where applicable.

### TITLE 4 – MERGER - SPLIT - DISSOLUTION - LIQUIDATION

#### **Article 10 - Merger – Split**

The Management Company may either merge all or part of the Fund's assets with another fund under its management, or split the Fund into two or more common funds.

Such mergers or splits may only be carried out after unitholders have been notified. They give rise to the issue of a new certificate indicating the number of units held by each unitholder.

#### **Article 11 – Dissolution – Extension**

If the assets of the Fund remain below the amount set in article 2 above for thirty days, the Management Company shall inform the *Autorité des marchés financiers* and shall dissolve the Fund, except in the event of a merger with another fund.

The Management Company may dissolve the Fund before term. It shall inform the unitholders of its decision, after which no further subscription or redemption requests shall be accepted.

The Management Company shall also dissolve the Fund if a request is made for the redemption of all of the units, if the custodian's appointment is terminated and no other custodian has been appointed, or upon expiry of the Fund's term, unless such term is extended.

The Management Company shall inform the *Autorité des marchés financiers* by post of the dissolution date and procedure. It shall send the statutory auditor's report to the AMF.

The Management Company may decide to extend the Fund's term subject to the agreement of the custodian. Its decision must be taken at least three months prior to the expiry of the Fund's term and must be communicated to the unitholders and the *Autorité des marchés financiers*.

#### **Article 12 – Liquidation**

In the event of dissolution, the Portfolio Management Company or the custodian shall act as liquidator; otherwise, the liquidator shall be appointed by the court at the request of any interested party. To this end, they shall be granted the broadest powers to realise assets, pay off any creditors and allocate the available balance among the unitholders in the form of cash or securities.

The statutory auditor and the custodian shall continue to carry out their duties until the end of the liquidation proceedings.

### TITLE 5 – DISPUTES

#### **Article 13 – Competent courts - Jurisdiction**

Any disputes relating to the Fund that arise during the Fund's lifetime or during its liquidation, either among the unitholders or between the unitholders and the Management Company or the custodian, shall be subject to the jurisdiction of the competent courts.