

# **ODDO BHF TOTAL RETURN**

**French Common Fund (FCP)**  
**12, boulevard de la Madeleine 75009 Paris**

## **PROSPECTUS**

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### PROSPECTUS

#### GENERAL CHARACTERISTICS

##### LEGAL STRUCTURE:

**Name** ODDO BHF TOTAL RETURN (hereinafter the “Fund”)

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

**Inception date and intended lifetime** This Fund was approved by the AMF on 9 August 2013. It was created on 16 September 2013 for a period of 99 years.

##### FUND OVERVIEW:

Unit classes	Characteristics					
	ISIN code	Base currency	Distribution of income and capital gains	Minimum initial investment	Minimum subsequent investment	Target investors
CR-EUR	FR0011540525	EUR	Accumulation	EUR 100	1 thousandth of a unit	All subscribers, and particularly natural persons.
DR-EUR	FR0012250488	EUR	Distribution	EUR 100	1 thousandth of a unit	All subscribers, and particularly natural persons.
CI-EUR	FR0011540533	EUR	Accumulation	EUR 100,000*	1 thousandth of a unit	Units reserved for eligible counterparties and professional investors as per Directive 2014/65/EU (“MiFID II”).
DI-EUR	FR0011540541	EUR	Distribution	EUR 100,000*	1 thousandth of a unit	Units reserved for eligible counterparties and professional investors as per MiFID II.
GC-EUR	FR0011605674	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	FR0013282522	EUR	Accumulation	EUR 100	1 thousandth of a unit	CN-EUR units are only available following a decision by the Management Company and yield no right to collect fees. Units reserved for (i) investors subscribing through an intermediary providing independent investment advice in accordance with

						MiFID II; (ii) investors subscribing through a financial intermediary on the basis of a commission agreement concluded between the investor and the intermediary stating that the intermediary is remunerated exclusively by the investor; (iii) companies providing portfolio management services to third parties in accordance with MiFID II; (iv) UCIs managed by ODDO BHF Group companies; and (v) ODDO BHF SCA, providing investment advisory services on the basis of a written commission agreement concluded with the investor.
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\* With the exception of the Management Company, companies in the Management Company's group and UCIs managed by the Management Company, from which no minimum subscription is required.

#### INFORMATION FOR SHAREHOLDERS:

#### 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, Tel.: 01 44 51 80 28.

#### 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, Establishment in charge of liabilities management delegated by the Management Company** ODDO BHF SCA, a société en commandite par actions (general partnership limited by shares) (hereinafter the “**Custodian**”)  
Bank approved by the French Prudential Control and Resolution Authority  
12, Bd de la Madeleine – 75009 Paris

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 ODDO BHF SCA and information on the conflicts of interest liable to result from such delegation are available on

the ODDO BHF Asset Management SAS website: <http://am.oddo-bhf.com>. Investors may also request up-to-date information on this from ODDO BHF Asset Management SAS.

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

<b>Administration and Accounting delegated to</b>	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 provide 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: <a href="http://am.oddo-bhf.com">http://am.oddo-bhf.com</a> .
<b>Statutory auditor</b>	DELOITTE 185 avenue Charles de Gaulle 92200 Neuilly sur Seine Represented by Jean Marc Lecat
<b>Promoter</b>	ODDO BHF ASSET MANAGEMENT SAS, 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
<b>Assignees</b>	None
<b>Advisers</b>	BHF Trust Management Bockenheimer Landstraße 10, 60323 Frankfurt am Main
	This financial investment adviser is a German portfolio management company approved by the <i>Bundesanstalt für Finanzdienstleistungsaufsicht</i> (BAFIN). Its role will be to provide advice to the Management Company on asset allocation and the equity component.
	FRANKFURT-TRUST Investment-Gesellschaft mbH Bockenheimer Landstraße 10 60323 Frankfurt am Main
	This financial investment adviser is a German management company approved by the <i>Bundesanstalt für Finanzdienstleistungsaufsicht</i> (BAFIN). Its role will be to provide advice to the Management Company on the bond component.
	Fund unitholders are reminded that the adviser will not be called upon to make decisions on behalf of the Fund, as this falls under the competence and responsibility of the Management Company.
<b>Agent for receiving subscription and redemption orders</b>	ODDO BHF SCA, a société en commandite par actions (general partnership limited by shares) Bank approved by the French Prudential Control Authority 12, Bd de la Madeleine – 75009 Paris
<b>Other agent for receiving subscription and redemption orders</b>	CACEIS BANK, Luxembourg Branch (prior to centralising) 5, allée Scheffer L-2520 Luxembourg

## OPERATING AND MANAGEMENT PROCEDURES

### I. GENERAL CHARACTERISTICS OF THE UNITS:

<b>Rights attached to the units</b>	The rights of the Fund's co-owners 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:
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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 are 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: last stock market trading day in September 2014

**Tax regime**

The Fund may be used for life insurance policies.

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.

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.

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.

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.

Redemption of unit followed by a 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.

**II. SPECIFIC PROVISIONS:**

<b>ISIN codes</b>	CR-EUR units: FR0011540525 DR-EUR units: FR0012250488 CI-EUR units: FR0011540533 DI-EUR units: FR0011540541 GC-EUR units: FR0011605674 CN-EUR units: FR0013282522
<b>Fund of funds</b>	Less than 10% of the net assets.
<b>Investment objective</b>	The Fund's investment objective is to seek capital appreciation over an investment horizon of more than three years, while seeking to limit the portfolio's annual volatility to an ex-post maximum of 8%.
<b>Benchmark index</b>	None. Given the discretionary nature of the strategy implemented, the management is not benchmarked to any index.  The performance of the Fund may nevertheless be compared subsequently to the performance of the EONIA index + 2%.
<b>Investment strategy</b>	<p><u>The investment objective is achieved by seeking to allocate assets as follows:</u></p> <p>Up to 100% of the Fund's net assets may be exposed to debt securities, money market instruments and repurchase agreements issued by OECD Member States or by public or private companies headquartered in an OECD Member State, denominated in euro or in other currencies. The Fund may invest up to 10% of its assets in debt securities of companies headquartered in non-OECD countries. These securities shall be rated investment grade (at least BBB- by an official ratings agency or equivalent according to analysis carried out by the Management Company or through an internal rating system at the Management Company). However, 10% of net assets may be invested in high yield or unrated securities (i.e. rated strictly below BBB- by an official ratings agency or equivalent according to analysis carried out by the Management Company or through an internal rating system at the Management Company).</p> <p>The Management Company does not use the ratings issued by ratings agencies automatically or in isolation, as it also applies its own internal analysis. In the event that this limit is passively breached (via a rating downgrade), compliance with the limit set by the manager will be re-established taking into account the interests of unitholders, market conditions and the Management Company's own analysis of the ratings of these fixed income products.</p> <p>Up to 40% of the Fund's net assets may be exposed to equities issued by companies with their registered office in an OECD Member State. No capitalisation restrictions shall apply. The Fund may invest up to 10% of its assets in equities of companies headquartered in non-OECD countries.</p> <p>However, the Fund's exposure to emerging markets (which will be limited to 10% of net assets) can be achieved through:</p> <ul style="list-style-type: none"> <li>- equities of companies headquartered in non-OECD countries (emerging markets),</li> <li>- listed or unlisted UCIs offering exposure to emerging market currencies,</li> <li>- bonds, debt securities, repurchase agreements and money market instruments.</li> <li>-</li> </ul> <p>The Fund may decide to hedge extensively against interest rate and equity risks. It may also hedge against credit risk by investing up to 10% of its net assets in index CDS.</p> <p>Depending on market conditions, up to 40% of the Fund's net assets may be exposed to currency risk. Only currencies belonging to the OECD may be used.</p> <p>The Fund's overall exposure (securities + derivatives) shall not exceed 110% of the Fund's net assets.</p> <p>"Stop-loss" and "profit-taking" mechanisms based on internal tools will be implemented with a view to achieving the target volatility limit. The purpose of these adjustments is to control both highs and lows in net asset value in order to reduce the extent of maximum losses as much as possible. Systematic indicators are being introduced to facilitate the implementation of these adjustments. While these indicators will be monitored systematically, the implementation of these adjustments</p>

will remain at the discretion of the Management Company and subject to its own assessment of market conditions.

To that end, partial or substantial hedges may be used in respect of the various asset classes with a view to neutralising market factors.

Investment process:

Each asset class has its own investment process.

**A. Bond component**

The investment strategy of the bond component combines top-down and bottom-up approaches. There are three stages.

First stage: top-down approach, macroeconomic analysis.

Based on macro-economic analysis, the management team sets the desired overall duration, along with allocations by maturity and country. It then determines the portfolio's overall credit sensitivity, before setting allocations by sector and rating.

Second stage: bottom-up selection and analysis of bond issuers.

A bottom-up analysis allows analysts and fund managers to develop an opinion on each issuer's fundamentals. Issuers for which this opinion is positive are added to a convictions list. These issuers are then sorted by sector and ranked by strength of conviction.

The fund manager reaches a final decision taking into account relative value criteria (market prices).

Third stage: Portfolio construction

Issuers remaining after the bottom-up analysis are added to the portfolio and weighted according to the strength of the fund managers' conviction, the pre-allocation to each sector and the issuer's rating; the choice of issue is made on the basis of the issuer's yield curve.

**B. Equity component**

The investment process is split into two stages:

First stage: The investment universe is filtered using indicators based on financial solidity, valuation and liquidity.

Second stage: Qualitative research based on the company' strategic positioning, its competitive advantage, its ability to innovate and the quality of its management.

**Composition of assets**

**1 - Assets**

• **Equities:**

Up to 40% of the Fund's assets may be exposed to equities, with up to 10% exposed to equities issued by companies headquartered in non-OECD countries (emerging markets), from all sectors and market capitalisations.

In certain market conditions and at the manager's discretion, the equity component may be fully hedged with listed futures and/or options.

• **Debt securities and money market instruments:**

Up to 100% of the Fund's assets may be exposed to bonds, debt securities, repurchase agreements and money market instruments issued by OECD Member States or by public or private companies headquartered in OECD countries, denominated in euro or in other OECD currencies. The Fund may invest up to 10% of its assets in debt securities of companies headquartered in non-OECD countries.

The debt securities and money market instruments targeted shall come from both corporate and government issuers. The allocation between corporate and government debt is left to the manager to decide.

The Fund's exposure to fixed income and/or credit may be partially or fully hedged with futures and/or options, depending on fund managers' expectations for the market as they manage risk. Credit risk may only be partially hedged up to a maximum of 10%. These securities shall be rated investment grade (at least BBB- by an official ratings agency or equivalent according to analysis carried out by the Management Company or through an internal rating system at the Management Company). However, 10% of net assets may be invested in high yield or unrated securities (i.e. rated strictly below BBB- by an official ratings agency or equivalent according to analysis carried out by the Management Company or through an internal rating system at the Management Company).

The Management Company does not use the ratings issued by ratings agencies automatically or in isolation, as it also applies its own internal analysis.

In the event that this limit is passively breached (via a rating downgrade), compliance with the limit set by the manager will be re-established taking into account the interests of unitholders, market conditions and the Management Company's own analysis of the ratings of these fixed income products.

Depending on market conditions, the Fund may invest opportunistically in longer or shorter durations.

Duration: on average between -3 and 6 years. Depending on the fund manager's expectations, the duration of the component may be reduced or even become negative in some cases, implying that the fund's performance may diminish if interest rates fall.

- **UCI shares or units:**

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

- 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;
- of French AIFs or AIFs from other EU Member States;
- of 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.

These UCIs may be managed by ODDO BHF Asset Management SAS and ODDO BHF Asset Management GmbH and will be compatible with the Fund's investment strategy.

The Fund's exposure to emerging markets (which is limited to 10% of net assets) can be achieved, in particular, through listed or unlisted UCIs selected by the Management Company from a list of UCIs that are external to the Management Company.

## **2 - Financial futures and options**

The Fund may invest in financial futures or options traded on regulated/organised/OTC markets in France or other countries.



The Fund will invest in listed forward financial instruments in order to seek exposure to and hedge against fixed income/equity risk and for the purpose of hedging against currency risk (futures, options, forward exchange contracts).

Index credit default swaps will only be used to hedge against credit risk up to a maximum of 10%.

Credit default swaps allow the Fund to protect itself against issuer default by paying a third party a regular sum and receiving a predefined payment from this third party in the event that the expected default should occur.

The Fund will not use Total Return Swaps.

### **3 - Securities with embedded derivatives**

He may take positions in order to gain exposure for the portfolio.

The following securities with embedded derivatives may be held in the portfolio:

- subscription certificates and rights (acquired through corporate actions);
- convertible, exchangeable bonds (up to 10% of the assets).

### **4 - Deposits**

The Fund may use deposits to generate a return on 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.

### **5 - 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.

### **6 - Temporary purchases and sales of securities**

Subject to the regulatory limits, to manage cash and maximise income, the Fund may carry out repurchase and reverse repurchase agreements, and securities lending.

Any temporary sales or purchases of securities shall all be conducted under market conditions and within the following limits:

- up to 100% of the Fund's net assets in the case of reverse repurchase agreements; and
- up to 80% of the Fund's net assets in the case of repurchase agreements and securities lending.

These operations shall be performed on the equities and debt securities referred to in the "Assets" section, excluding embedded derivatives.

The targeted proportion of AUM to be used for reverse repurchase agreements will be 5%. The target proportion of AUM to be used for repurchase agreements and securities lending will be 5%.

Within the scope of these transactions, the Fund may receive or issue financial guarantees (collateral). Their operation and characteristics are presented under "Collateral management".

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

Additional information can be found under the heading "Fees and expenses".

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

### **7 - Financial guarantees**

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 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 financial guarantees shall be carried out with a European Union credit institution that may belong to the ODDO BHF group.

Any financial guarantees (collateral) received shall 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 financial guarantees;

- 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 shall 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 UCIs.

- 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.

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

In particular, the Fund will be exposed to the following risks:

### **Risk of capital loss**

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

### **Interest rate risk**

This 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 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, potentially resulting in loss of capital. 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.

A more specific credit risk linked to the use of credit derivatives, such as credit default swaps, exists. For example, there is a credit risk:

- in the event that the issuer of the underlying security is downgraded,
- when the Fund does not hold the underlying of the CDS and when the CDS is used to buy or sell protection,
- when the Fund holds the underlying,
- depending on the nature of the issuer of the underlying's default when the CDS is used to buy protection.

#### **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 of 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.

#### **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.

#### **Risk associated with holding medium capitalisations**

The Fund may be exposed to 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 Fund's 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.

#### **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.

#### **Risk associated with commitments on forward financial instruments**

The Fund may invest 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.

#### **Risks linked to the use of overexposure**

In relation to the use of derivatives, in particular, exposure to individual asset classes may not exceed 110% of the Fund's net assets, or a leverage of 1.1. The risk therefore relates to a fall in the net asset value of the Fund if market developments are adverse. In the event of unfavourable changes in the strategies used, the net asset value may fall more significantly than the markets to which the Fund is exposed. This leverage has the effect of amplifying expected gains, but also heightens the risk of losses.

#### **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.

#### **Liquidity risk of underlying assets**

Weak liquidity on a market makes it sensitive to significant purchase/sale transaction volumes. This increases the volatility of the Fund, the assets of which are traded or listed on this market, and may impact the valuation of these assets and, where applicable, the prices at which the Fund may be obliged to liquidate its positions. The lack of liquidity is particularly associated with certain geographic (emerging countries) and sector (mid caps, commodities) characteristics and with certain classes of

securities in which the Fund may invest, such as high yield bonds. In such cases, the net asset value of the Fund may therefore fall sharply.

**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 Fund 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.

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. Up to 10% of the Fund's assets may be exposed to emerging markets risk through the use of listed or unlisted UCIs.

**Risk associated with high yield bonds**

The Fund must be viewed as partly speculative and as intended in particular for investors aware of the risks inherent in investments in securities with a low rating, or none at all, and restricted liquidity. The use of high yield securities may therefore expose the Fund to the risk of a sharper decline in its net asset value.

**Risk associated with convertible bonds**

Convertible bonds represent a halfway house between bonds and shares, with the particularity of introducing an element of equity risk into a fixed income instrument that already features interest rate and credit risk. Since equity markets are more volatile than fixed income markets, holding these instruments results in an increase in portfolio risk. The value of convertible bonds depends on several factors: the level of interest rates, changes in the price of the underlying equities, changes in the price of the derivative embedded in the convertible bond. These various factors may result in a fall in the Fund's net asset value.

**Volatility risk**

This risk is linked to an asset's propensity to fluctuate substantially, either for a particular reason or in line with the market's general movements. The more an asset fluctuates over the short term, the more it is regarded as volatile and therefore more risky. Changes in the volatility of the underlying share directly affect the value of a convertible bond's conversion option. A reduction in volatility may cause convertible bond prices to fall and consequently lead to a 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 1933 US Securities Act (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 Fund 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 Fund Management Company's CEO. 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 that 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.

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 units are primarily aimed at retail investors.

DR-EUR units are primarily aimed at retail investors.

CI-EUR units are reserved for eligible counterparties and professional investors as per MiFID II.

DI-EUR units are reserved for eligible counterparties and professional investors as per 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 units are only available following a decision by the Management Company and yield no right to collect fees. Units reserved for (i) investors subscribing through an intermediary providing independent investment advice in accordance with MiFID II; (ii) investors subscribing through a financial intermediary on the basis of a commission agreement concluded between the investor and the intermediary stating that the intermediary is remunerated exclusively by the investor; (iii) companies providing portfolio management services to third parties in accordance with MiFID II; (iv) UCIs managed by ODDO BHF Group companies; and (v) ODDO BHF SCA, providing investment advisory services on the basis of a written commission agreement concluded with the investor.

**Typical investor profile**

The Fund is intended for investors seeking exposure to fixed income and equity markets through a strategic allocation over a period of five years, 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 five 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.

**Recommended investment horizon** 3 years

**Distribution of income and capital gains:** CR-EUR, CI-EUR, GC-EUR and CN-EUR units: accumulation  
DR-EUR and DI-EUR units: distribution

Distributable income	CR-EUR, CI-EUR, GC-EUR and CN-EUR Accumulation units	DR-EUR and DI-EUR Distribution units
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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/accumulated

#### Frequency of distributions:

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. The Management Company may pay an interim dividend.

<b>Base currency</b>	CR-EUR, DR-EUR, CI-EUR, DI-EUR, GC-EUR and CN-EUR units: Euro (€)
<b>Form of units</b>	CR-EUR, DR-EUR, CI-EUR, DI-EUR, GC-EUR and CN-EUR units: Bearer
<b>Fractions of units</b>	CR-EUR, DR-EUR, CI-EUR, DI-EUR, GC-EUR and CN-EUR 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 net asset value calculation day until 11:15 (Paris time, CET/CEST) and executed on the basis of the net asset value of the same day, calculated on D+1 and settled on D+2.

**Initial value of the share**

CR-EUR units: EUR 100  
DR-EUR units: EUR 100  
CI-EUR units: EUR 1,000  
DI-EUR\* units: EUR 1,000  
GC-EUR units: EUR 100  
CN-EUR units: EUR 100

**Minimum initial investment**

CR-EUR units: EUR 100  
DR-EUR units: EUR 100  
CI-EUR\* units: EUR 100,000  
DI-EUR\* units: EUR 100,000  
GC-EUR units: EUR 100  
CN-EUR units: EUR 100

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

**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  
DI-EUR units: 1 thousandth of a unit  
GC-EUR units: 1 thousandth of a unit  
CN-EUR units: 1 thousandth of a unit

**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 calculation of net asset value** 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 on a daily basis from the Management Company (ODDO BHF Asset Management SAS) and the Custodian (ODDO BHF SCA) at 12, Boulevard de la Madeleine, 75009 Paris, and from the website <http://am.oddo-bhf.com>.

**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, EXPENSES AND TAXATION

### Fees and expenses

#### 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.

Fees payable by the investor on subscriptions and redemptions	Basis	Rate (including VAT) CR-EUR, DR-EUR, CI-EUR, DI –EUR, GC-EUR and CN-EUR units
Subscription fee not payable to the Fund	NAV per unit x number of units	4% maximum
Subscription fee payable to the Fund	NAV per unit x number of units	None
Redemption fee not payable to the Fund	NAV per unit x number of units	None
Redemption fee payable to the Fund	NAV per unit x number of units	None

### Management and administration fees

Fees charged to the Fund	Basis	Maximum rate (including VAT) CR-EUR, DR-EUR, CI-EUR, DI-EUR, GC-EUR and CN-EUR units
Financial and administrative management fees not payable to the Management Company (statutory auditor, custodian, distributors, lawyers, etc.)	Net assets	CR-EUR units: Maximum of 1.40%, inclusive of tax DR-EUR units: Maximum of 1.40%, inclusive of tax
		CN-EUR units: Maximum of 0.75%, inclusive of tax
		CI-EUR units: Maximum of 0.70%, inclusive of tax DI-EUR units: Maximum of 0.70%, inclusive of tax GC-EUR units: Maximum of 0.70%, inclusive of tax
Performance fee	Net assets	A maximum of 10% of the Fund's performance in excess of the EONIA + 2% provided that the Fund's performance is positive*.
Transaction fees charged by stakeholders: – Management Company: 100%	Payable on each transaction	Equities: 0.15% inclusive of tax with a minimum of EUR 7.50 exclusive of tax for French equities and EUR 50 exclusive of tax for foreign equities Bonds: 0.04% inclusive of tax with a minimum of EUR 7.50 exclusive of tax Money market instruments and derivatives: None

\* **Performance fee:** a performance fee based on a comparison between the Fund's performance and that of the EONIA + 2% over the reference period.

- The performance fee calculation method seeks to determine the “value created by the manager” in absolute terms: this means comparing sums received (i.e. subscriptions) with sums returned (i.e. redemptions) and assets under management (i.e. the total net asset value).
- Sums received are represented by the “indexed NAV” (or fictitious fund), which is the point of comparison. The indexed NAV is calculated in the same manner as a meter: each time the net asset value is calculated, subscriptions from T-1 are indexed using the performance of the comparison index from T-1 to T. This gives us a theoretical NAV, on the basis of which each subscription is immediately invested in the comparison index. The performance fee provision amount is not linked to the amount of subscriptions: for example, if the book NAV rises by EUR 1 million (following a subscription), the indexed NAV will rise by the same amount, meaning the performance fee provision amount is unaltered.

In the event of redemption, the outperformance linked with redemptions shall be subject to a specific provision, separate from the provision for outperformance on assets under management. The outperformance linked to redemptions is defined as a proportion (i.e. the number of units redeemed divided by the total number of units) of the outperformance on assets under management. This is calculated in the same manner as a meter and allows for the “crystallisation” of the outperformance provision corresponding to the redemptions. The indexed NAV is also adjusted by the redemption ratio. Hence, in the case of redemptions, the provision corresponding to the outperformance of the total NAV is transferred to the provision corresponding to the outperformance of the redeemed shares. However, the total provision is not linked to the amount of redemptions. The outperformance provision linked to redemptions is definitively allocated to the Management Company and deducted at the end of the financial year.

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.

Once the Fund records a positive performance that exceeds that of its benchmark index in a given reference period, a provision of a maximum of 10% of this outperformance is established upon each NAV calculation.

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.

This variable fee will only be definitively transferred to the Management Company at the end of the reference period and only if, over the reference period, the Fund’s performance is positive and exceeds that of its benchmark index. It is deducted from the last NAV calculation of the financial year and paid annually to the Management Company, provided that on that date the reference period is at least equal to one year.

As the threshold for calculating performance fees changed on 5 January 2017, performance fees calculated after this date will be deducted for the first time on 30 September 2018. Any performance fees accrued prior to this date will be increased or decreased in line with the performance fee amount calculated after the new calculation threshold entered into effect.

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:

The remuneration received from temporary sales of securities (lending and repurchase of securities) is repaid to the Fund, less operating costs invoiced by the counterparty, potentially amounting to up to 50% of this remuneration.

With respect to temporary purchases of securities (reverse repurchase transactions), the Fund is the direct counterparty in such transactions and receives the full amount of the remuneration.

The Management Company does not receive any remuneration in respect of temporary purchases and sales of securities.

For temporary sales of securities, the Fund uses a credit institution whose registered office is located in a Member State of the European Union. This service provider shall act independently from the Fund systematically as a counterparty to market transactions. This service provider may be part of the ODDO BHF group. For further information, please refer to the Fund’s annual report.

All of these charges are quoted inclusive of tax.  
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.



## 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:**

**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)

Information is also available:

**On the website** <http://am.oddo-bhf.com>  
**By contacting** Customer Services  
**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.

**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>.

**Publication date of the prospectus** 01/06/2018

## INVESTMENT RULES

**Regulatory ratios applicable to the Fund:** The legal investment rules applicable to the Fund are those that govern UCITS in accordance with Directive 2009/65/EC, investing no more than 10% of their assets in other UCIs.

## GLOBAL RISK

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

## 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:

- Financial instruments that are not traded on a regulated market are valued under the Management Company's responsibility at their foreseeable sale prices.  
In particular, transferable 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 that applied to issues of equivalent securities plus or minus, where applicable, a differential reflecting the issuer's specific characteristics. Nevertheless, transferable debt securities with low sensitivity and a residual maturity of less than or equal to three months may be valued using 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 according to the terms and conditions determined by the Management Company. 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.
- Financial guarantees: in order to limit counterparty risk as much as possible 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 using the Eonia.

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 fixed 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. The debt represented by securities transferred under repurchase agreements is 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 UCITS 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.

## **REMUNERATION**

The management body in charge 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 significant 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. 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

### ODDO BHF Total Return

#### 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 (or, if applicable, the sub-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 present 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;
- be automatically hedged against currency risk, in full or in part, as defined in the Fund's 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.

The Management Company shall have the option to combine or split units.

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 Fund is intended for all investors; 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 UCITS).

#### 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

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, 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. These objective situations are described in the Fund's prospectus.

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 shall be carried out using the last known net asset value, increased if applicable by the applicable charges, fees and commissions, which shall 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 Fund's 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 in the exclusive interests 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 which are eligible to form part of the Fund's assets as well as the investment rules are described in the Fund's 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 FCP 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 Portfolio Management Company, it shall inform the *Autorité des marchés financiers*.

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

A statutory auditor is appointed by the CEO of the 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 shall 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 CEO of the 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 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 to them at the office of the Management Company.

## **TITLE 3 - APPROPRIATION OF 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 categories of income referenced in points 1° and 2° respectively may be distributed, in full or in part, independently of each other.

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 shall 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 funds 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 under its management.

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 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.

**Condições Particulares de comercialização em Portugal, praticadas pela  
Entidade Comercializadora Best – Banco Electrónico de Serviço Total, S.A.**

**01.06.2017**

**I. Colocação e Comercialização em Portugal**

O BEST- Banco Electrónico de Serviço Total, S.A., é uma entidade comercializadora do FCP Oddo BHF Total Return, nomeadamente para efeitos de recepção de ordens de subscrição, resgate e os pagamentos e recebimentos inerentes.

O BEST- Banco Electrónico de Serviço Total, S.A facultará de forma gratuita o documento de Informação Fundamental ao Investidor aos subscritores antes da celebração do contrato. Além disso, o prospecto completo e os últimos relatórios anual e semestral publicados serão facultados gratuitamente aos subscritores que o solicitarem.

O FCP é comercializada pelo BEST- Banco Electrónico de Serviço Total, S.A, nos Centros de Investimento BEST que são agências do Banco BEST e através dos canais de comercialização à distância: Internet [www.BancoBest.pt](http://www.BancoBest.pt) e telefone 707 246 707.

A comercialização em Portugal da FCP foi precedida da respectiva autorização proferida em 21.04.2015 pela Comissão do Mercado de Valores Mobiliários (**CMVM**), entidade cuja sede se situa em Lisboa, Rua Laura Alves, nº4.

**II. Denominação dos Fundos e classes disponíveis na Entidade Comercializadora**

Denominação	ISIN	Categoria	Moeda Comerc.	Início Comerc.
Oddo BHF Total Return	FR0011540525	CR-EUR	Euro	
Oddo BHF Total Return	FR0011540533	CI-EUR	Euro	
Oddo BHF Total Return	FR0012250488	DR-EUR	Euro	
Oddo BHF Total Return	FR0011540541	DI-EUR	Euro	
Oddo BHF Total Return	FR0011605674	GC-EUR	Euro	
Oddo BHF Total Return	FR0013282522	CN-EUR	Euro	

**III. Encargos**

<b>Comissões cobradas pelo BEST- Banco Electrónico de Serviço Total, S.A., enquanto Entidade Comercializadora</b>	
<i>Comissões de subscrição</i>	0%
<i>Comissões de resgate</i>	0%
<i>Comissões de conversão</i>	Operação não disponível para a Entidade Comercializadora

**IV. Fiscalidade**

	<b>Titular do rendimento</b>	<b>Rendimentos, incluindo os obtidos com o resgate</b>
IRS	Pessoas singulares residentes	Retenção na fonte, a título definitivo, à taxa de 28%. Englobamento opcional.
IRS	Pessoas singulares não residentes	Não sujeitos a imposto em território português.
IRC	Pessoas colectivas residentes	Levados a proveito do exercício e tributados à taxa de IRC aplicável à pessoa colectiva, acrescida da Derrama.
IRC	Pessoas colectivas não residentes	Não sujeitos a imposto em território português.

**V. Data das operações**

Considera-se que o pedido de subscrição, conversão, resgate ou venda é recebido pela entidade comercializadora:

- a) no próprio dia, se efectuado até às 08:00 horas de cada dia útil;
- b) no dia útil seguinte, se efectuado depois das 08:00 horas de cada dia útil.

**VI. Datas-Valor a considerar na liquidação financeira das ordens**

D	D+1	D+3
Dia de recolha da ordem de subscrição ou de resgate	Data da Cotação para subscrição e resgate	Data valor do debito para subscrição e crédito para resgate