

UCITS under Directive 2009/65/EC

Prospectus

ODDO BHF ACTIVE SMALL CAP

1. GENERAL CHARACTERISTICS

Name ODDO BHF Active Small Cap (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 5 November 2013. It was created on 26 November 2013 for a term of 99 years.

FUND OVERVIEW:

| Units | Characteristics | | | | | |
|--------|-----------------|----------------|---------------------------------------|----------------------------|-------------------------------|--|
| | ISIN | Base currency: | Appropriation of distributable income | Minimum initial investment | Minimum subsequent investment | Target investors |
| CR-EUR | FR0011606268 | EUR | Accumulation | EUR 100 | 1 thousandth of a unit | All subscribers, and particularly natural persons. |
| CI-EUR | FR0011606276 | 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”). |
| GC-EUR | FR0011606284 | 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 | FR0013106739 | EUR | Accumulation | EUR 100 | 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. |

* 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.

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

These documents are also available:

On the website 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, 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, 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 the Custodian and information on the conflicts of interest liable to result from such delegation are available on the Management Company’s website: 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: am.oddo-bhf.com.

STATUTORY AUDITOR MAZARS
 61 rue Henri REGNAULT 92075 Paris - La Défense Cedex
 Represented by Mr Gilles Dunand-Roux

PROMOTER 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

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

ASSIGNEES

None

ADVISERS

None

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

ODDO BHF SCA, 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

OTHER 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 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:

1° The net income for the financial year plus or minus the balance of the income equalisation accounts for the financial year under review.

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 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 March.

End of first financial year: 31 March 2015.

Tax regime

General provisions

The Fund is eligible for the PEA and PEA-PME French equity savings plans as well as 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.

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 the 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.

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 of the Prospectus set forth the instruments and deposits which are eligible to form part of the Fund's assets. It is confirmed in the "Investment strategy" 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:

| | |
|-----------------------------|--|
| ISIN | CR-EUR units: FR0011606268 CI-EUR units: FR0011606276 GC-EUR units: FR0011606284 CN-EUR units: FR0013106739 |
| Classification | International equities. |
| Fund of funds | Less than 10% of the net assets. |
| Investment objective | The Fund's investment objective is to outperform the MSCI Europe Small Cap index, hedged in EUR, over a minimum investment horizon of five years. |
| Benchmark index | The benchmark is the "MSCI Europe Small Cap" index hedged in euro. MSCI Limited is the administrator of this benchmark The MSCI Europe Small Cap hedged in euro is an index representing European equity markets. It is denominated in euro and calculated on the basis of the closing prices of the shares that make up the index (weighted by their market capitalisation), with net dividends reinvested. |

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, please visit the MSCI [website \(www.msci.com\)](http://www.msci.com). The performance of the index takes into account the dividends paid in respect of the shares comprising the index.

The benchmark administrator for the "MSCI Europe Small Cap" index hedged in euro 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 Fund meets the PEA and PEA-PME eligibility criteria. The Fund shall invest between 75% and 100% of net assets in shares of companies of all market capitalisations, and from all sectors, with at least 75% in small and mid caps issued by SMEs (small and medium-sized enterprises) or intermediate-sized enterprises (ETI) headquartered in the European Union or in the European Economic Area. |
|----------------------------|--|

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.

These companies will meet PEA-PME (French equity savings plan) eligibility criteria.

Initially, the management team takes into account non-financial criteria, thanks to a two-stage approach:

- I. First stage: exclusions:

It consists in applying the common exclusion framework as detailed in the Management Company's exclusion policy, which is available at am.oddo-bhf.com. This framework

covers coal, oil and non-conventional weapons, in particular. The Fund also applies specific exclusions relating to conventional weapons.

II. Second stage: ESG rating:

Issuers are awarded an ESG score using an internal model based on the ESG research of the external data provider MSCI. This model combines a best-in-universe approach that favours companies with the highest scores irrespective of sector, and a best-effort approach by developing a system of shareholder dialogue. Close attention is paid to the analysis of human capital and corporate governance. Finally, companies rated 1 out of 5 on our internal rating scale are also systematically excluded from this universe.

This internal ESG analysis results in an internal scoring system on a scale of 1 (worst) to 5 (best): High ESG Opportunity (5), ESG Opportunity (4), ESG Neutral (3), Moderate ESG Risk (2) and High ESG Risk (1).

The Fund adheres to the AFG Eurosif Code of Transparency for SRI funds open to the public, which is available from the website www.am.oddo-bhf.com. This Code describes in detail the non-financial analysis method, exclusions, exclusion thresholds and the SRI selection process applied.

There is a risk that the model for internal ESG scoring may not fully meet the purposes for which it has been developed.

The average portfolio score will therefore be equal to or higher than that of the benchmark on the basis of this internal scoring system. The management team takes into account the weighting of securities held in the portfolio when calculating the portfolio average. At least 90% of issuers in which the Fund invests have an ESG rating.

The management team takes into account environmental, social and governance (ESG) criteria in its investment decisions but they are not the dominant factor. The investment decisions taken may therefore not be consistent with ESG criteria.

Secondly, the management strategy implemented is a discretionary investment strategy based on stock-picking and a rigorous procedure for selecting European growth stocks. It favours companies whose income growth is above the market average and is careful not to pay too much for these growth stocks (Growth at a Reasonable Price).

The strategy consists in adopting two types of positions:

- The Fund favours medium and long-term positions, depending on the manager's macroeconomic forecasts and convictions on fundamental trends relating to the main national macroeconomic indicators. These indicators may be growth, inflation or unemployment rates as well as intervention levels of different banks. The medium and long-term positions rely on convictions based on company management, business visibility and financial solidity as well as the potential for growth and, where applicable, for capital gains through a delisting of the stock (takeover bid, public exchange offer, etc.).
- Depending on market conditions, the manager may supplement medium and long-term positions with tactical short-term positions, set up on the basis of information obtained through technical analysis, flow analysis and financial publications.

Depending on the market situation, assessed on a discretionary basis by the manager, the proportion of positions resulting from the implementation of strategies based on short-term, medium-term or long-term expectations varies (no pre-established range).

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

The Fund shall be hedged against foreign exchange risk, with no more than 10% of the

portfolio remaining unhedged.

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 of 18 June 2020 (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 embedded derivatives)

- **Equities:**

The Fund shall invest between 75% and 100% in shares of companies of all market capitalisations with at least 75% in small and mid caps issued by small and medium-sized enterprises (SME) or intermediate-sized enterprises (ETI) headquartered in the European Union or in the European Economic Area. No business sector will be targeted in particular.

These companies will meet PEA-PME (French equity savings plan) eligibility criteria.

25% of the Fund's net assets may be exposed:

- to shares of companies headquartered outside of the European Union, including emerging countries (up to 10% of assets), and
- to the currencies of countries that are not members of the European Union, in connection with investments in the securities of companies headquartered outside of the European Union, including emerging countries (up to a maximum of 10%).

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

Between 0% and 25% in money market instruments as part of cash management. This portfolio component shall consist of debt securities such as transferable debt

securities, money market instruments and short-term bonds rated Investment Grade, i.e. between AAA and BBB- (by Standard & Poor's or deemed equivalent by the Management Company or using the Management Company's internal rating), which are denominated in euro and from issuers headquartered in the European Union or United Kingdom. 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 of a downgrade, the Management Company will take the interests of unitholders, market conditions and its own analysis of these fixed income products into account when respecting rating limits.

- **UCI shares or units:**

The Fund may invest up to 10% of its assets in units or shares of UCITS or in French or foreign AIFs and investment funds mentioned in article R.214-25 of the French Monetary and Financial Code and meeting the four criteria under article R.214-13 of the French Monetary and Financial Code, namely: (i) that the foreign AIFs or investment funds are subject to regulations equivalent to those applicable to UCITS; (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 presenting their assets and liabilities, profits and transactions for the year; and (iv) that they must not themselves invest over 10% of their assets in units or shares of other UCITS, AIFs or investment funds. The Fund may invest in UCIs in order to generate income on the portfolio's cash.

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

2 - Financial futures and options

The Fund may invest in futures or options, traded on regulated or organised markets or over-the-counter in France and other countries to hedge the portfolio against or expose the portfolio to equity risks and hedge currency risks (futures, options on equities or indices, swaps and forward exchange contracts).

These instruments shall be held subject to the limit of 100% of the Fund's net assets.

The Fund will not use total return swaps.

3 - Securities with embedded derivatives

The Fund may invest up to 10% of its net assets in warrants or subscription certificates.

4 - 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.

5 - Cash borrowing

The Fund may borrow the equivalent of up to 5% 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

The Fund may, for cash management purposes, investment of the guarantees obtained in the context of securities lending or to maximise Fund income, use:

- reverse repurchase agreements
- securities lending.

Any temporary sales or purchases of securities shall all be conducted under market

conditions and within the following limits:

- up to 20% of the Fund's net assets for securities lending, and
- up to 20% of the Fund's net assets for reverse repurchase agreements.

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

The targeted proportion of AUM to be used for securities lending will be 20%.
The targeted proportion of AUM to be used for reverse repurchase agreements will be 10%.

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

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

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

7 - 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 mainly 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 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 shall also, in accordance with regulations, comply with the following:

- criteria for liquidity, valuation (at least daily, and assets that are not highly volatile, except for obtaining adequate discounts), issuer creditworthiness, correlation (independence vis-à-vis the counterparty) and diversification with maximum exposure to a given issuer of 20% of the net assets;
- 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 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 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 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. 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.

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

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

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 small and mid caps

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 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.

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 small and mid-cap stocks. In such cases, the net asset value of the Fund may therefore fall sharply.

A significant proportion of assets are invested in financial instruments that are sufficiently liquid but nevertheless liable, under certain circumstances, to have relatively weak liquidity, to the extent that this impacts on the liquidity of the Fund as a whole.

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.

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 (in particular futures, options, etc.), which may present a downside risk to its net asset value.

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.

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.

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 risks:

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.

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 market risk.

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 CEO of the Fund's management company). 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 Fund's 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 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 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 from the following address: <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.

CI-EUR units are reserved for eligible counterparties and professional investors as per Directive 2014/65/EU ("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 units are available solely at the discretion of the Management Company and will not pay any distribution fees or rebates. CN-EUR 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.

Typical investor profile

The Fund is intended for investors seeking exposure to the small and mid-cap equity markets in the European Union and the European Economic Area 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

5 years

Allocation of distributable income (income and capital gains)

Distributable income: None

CR-EUR//CI-EUR/GC-EUR/CN-EUR units: Accumulation

Base currency

CR-EUR/CI-EUR/GC-EUR/CN-EUR units: Euro (€)

Form of units

CR-EUR/ CI-EUR/GC-EUR/CN-EUR units: Bearer

Fractions of units

CR-EUR/CI-EUR/GC-EUR/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. The resulting settlements shall be carried out on the second 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 | |
|-----------------------------------|--|------------------------------------|---------------------|---|
| Initial value of the unit | 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 |
| Minimum initial investment | | | | |

Minimum subsequent investment
 CR-EUR units: EUR 100
 CI-EUR* units: EUR 1,000
 GC-EUR units: EUR 100
 CN-EUR units: EUR 100

CR-EUR units: EUR 100
 CI-EUR* units: EUR 250,000
 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 UCIs and mandates managed by the Management Company, from which no minimum subscription is required.*

CR-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

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 am.oddo-bhf.com

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).

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. It 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 CR-EUR, CI-EUR, GC-EUR and CN-EUR units |
|---|--------------------------------|---|
| Subscription fee not payable to the Fund | NAV per unit x number of units | 4% maximum |
| 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 | Rate CR-EUR, CI-EUR, GC-EUR and CN-EUR units |
|---|-----------------------------|---|
| Financial management fees and administrative fees not payable to the Management Company (statutory auditor, custodian, distributors, lawyers) | Net assets | CR-EUR units: Maximum 2.10%, inclusive of tax |
| | | CI-EUR units: Maximum 1.05%, inclusive of tax |
| | | GC-EUR units: Maximum of 1.10%, inclusive of tax |
| | | CN-EUR units: Maximum of 1.30%, inclusive of tax |
| Performance fees | Net assets | CR-EUR, GC-EUR and CN-EUR units: up to 20% of the Fund's outperformance relative to the benchmark index, MSCI Europe Small Cap Hedge in EUR, once past underperformance over the previous five years has been fully offset and provided that the Fund's absolute return is positive.(*) |
| | | CI-EUR units: Up to 20% of the Fund's outperformance relative to the benchmark index, MSCI Europe Small Cap Hedge in EUR, once past underperformance over the previous five years has been fully offset.(*) |
| Transaction fees charged by different parties: - Management Company: 100% | Payable on each transaction | Equities: 0.10% inclusive of tax with a minimum of EUR 7.50 exclusive of tax |
| | | Bonds: 0.3% inclusive of tax with a minimum of EUR 7.50 exclusive of tax |
| | | Money market instruments and derivatives: None |

* 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 that of 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 CR-EUR, GC-EUR and CN-EUR units, no performance fee is payable if the absolute return of the unit class 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:

| 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, GC-EUR and CN-EUR units work

| 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 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:

In the case of temporary sales of securities (securities lending and repurchase agreements), the remuneration received from these operations, net of fees, is repaid to the Fund in full. Fees, which may represent 25% of the gross margin, are transferred to the counterparty. No other direct fees are charged to the Fund. The Management Company does not receive any remuneration in respect of these transactions. The Fund's sole counterparty is ODDO BHF SCA, which acts as its principal agent.

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.

Funding financial research:

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 has decided to assume responsibility for paying for all financial research on debt securities. As a result, the payment will be made using the Management Company's resources only.

4. COMMERCIAL INFORMATION

PROCEDURES FOR CLOSING AND REOPENING THE FUND:

The Fund will cease to issue units when the equivalent of the maximum number of 3,000,000 (three million) units in CR units has been reached, based on the NAV recorded on 13 October 2017. The Fund will be reopened for subscription when the equivalent of the lower limit of 2,800,000 (two million eight hundred thousand) units in CR units is breached, based on the NAV recorded on 13 October 2017.

The Fund must be closed to new subscriptions, after centralisation, the day after the "upper limit" is exceeded. It shall be automatically reopened at the earliest two days after centralisation, after passing the lower limit, so that all investors can be notified.

Investors in the Fund will be informed of any closure or opening to subscriptions in a manner in accordance with the regulatory requirements.

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 |

Information is also available:

| | |
|-----------------------|--|
| On the website | am.oddo-bhf.com |
| By contacting | Customer Services |
| By telephoning | 01 44 51 80 28 |

The AMF website 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: am.oddo-bhf.com.

| | |
|---|------------|
| Publication date of the prospectus | 05/05/2023 |
|---|------------|

5. INVESTMENT RULES

Regulatory ratios applicable to the Fund:

The legal investment rules applicable to the Fund are those that govern UCITS under Directive 2009/65/EC investing no more than 10% of their assets in other UCI, as well as those applicable to the AMF's "International Equities UCITS" classification.

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

6. 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.

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 according to the terms and conditions determined by the Management Company.
- Collateral: 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.

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.

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

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 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.

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 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.

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). Investors may also request a hard copy of this information from the Management Company.

INFORMATION FOR INVESTORS IN GERMANY

ODDO BHF Asset Management GmbH, Herzogstraße 15, 40217 Düsseldorf acts as German information agent for the Fund in the Federal Republic of Germany (the “German Information Agent”).

Applications for the redemptions and conversion of units may be sent to ODDO BHF SCA, 12, Bd de la Madeleine – 75009 Paris (hereinafter the “Depository”).

All payments to investors, including redemption proceeds and potential distributions may, upon request, be paid through the Depository.

The prospectus the Key Investor Information Documents, the Regulations and the annual and semi-annual reports, each in paper form, as well as the issue and redemption prices of the units registered in Germany are available and may be obtained free of charge from the German Information Agent.

The issue and redemption prices of the units will be published on www.fundinfo.com.

Any notices to German unitholders will be published on www.am.oddo-bhf.com and may also be obtained free of charge from the German Information Agent. Moreover, registered investors will be notified by way of durable media, and notices to German unitholders will be published on www.fundinfo.com, in the following instances: suspension of the redemption of units; liquidation of the Fund; changes to the Regulations that are inconsistent with the existing investment principles, affect significant investor rights, or relate to remuneration or compensation of expenses (stating the background and the investors' rights), the merger of the Fund or the possible conversion of the Fund into a feeder fund.

Special risks resulting from tax publication requirements in Germany:

The Management Company must provide documentation to the German fiscal authorities upon request in order for such authorities to, e.g. verify the accuracy of the published tax information. The basis on which such figures are calculated is subject to interpretation and it cannot be guaranteed that the German fiscal authorities will accept or agree with the Management Company's calculation methodology in every material aspect. In addition, investors should be aware that, if it transpires that the published tax information is incorrect, any subsequent correction will, as a general rule, not have retrospective effect, but will only take effect during the current financial year. Consequently, the correction may positively or negatively affect the investors who receive a distribution or an attribution of deemed income distributions in the current financial year.

ADDITIONAL INFORMATION FOR INVESTORS IN AUSTRIA

The management company has notified the Austrian Financial Market Authority ("FMA") of its intention to market shares of ODDO BHF Active Small Cap (the "Fund") in Austria according to Sec 140 of the Austrian Investment Fund Act and is entitled to publicly market the shares of the Fund in Austria since completion of the notification procedure.

Facility in Austria

Facility in Austria according to EU directive 2019/1160 article 92:

Erste Bank der oesterreichischen Sparkassen AG

Am Belvedere 1,

A-1100 Vienna/Austria

E-Mail: foreignfunds0540@erstebank.at

Tax situation in Austria

The Fund is a foreign investment fund in the meaning of Sec 188 of the Austrian Investment Fund Act. The shares of the Fund may be offered for public marketing in Austria and the dividend equivalent amounts are being calculated and provided by Erste Bank Oesterreichischen Sparkassen AG as Austrian tax representative appointed vis-à-vis the Austrian tax authorities pursuant to Sec 186 (2) (2) of the Austrian Investment Fund Act.

Private investors

Distributions and dividend equivalent amounts of the Fund are subject to Austrian income tax. Insofar as an effective distribution does not take place, the total income from the investment of capital in the meaning of Sec 27 (2) of the Austrian Income Tax Act (dividends, interest) plus 60% of the positive difference from the income pursuant to Sec 27 (3) and (4) of the Austrian Income Tax Act (capital gains, income from derivatives) less expenses related thereto are deemed as distributed pursuant to Sec 186 (2) of the Austrian Investment Fund Act upon payment of the withholding tax (dividend equivalent amounts). In case the payment of the withholding tax does not occur within four months upon the end of the financial year, the dividend equivalent amounts are deemed as distributed as of the end of this period. In case the dividend equivalent amounts are in fact distributed at any time later, they are tax exempt. As of 1 April 2012, capital gains derived from the sale of shares of the Fund which are held as private assets are subject to income tax.

Investors holding shares of the Fund as private assets are obliged to disclose distributions, dividend equivalent amounts and capital gains in its income tax returns. The income is subject to 25 % income tax.

Business investors

Distributions, dividend equivalent amounts and capital gains of Investors holding the shares of the Fund as business assets, are also subject to income tax whereby in such case the total difference (and not only 60%) of the income pursuant to Sec 27 (3) and (4) of the Austrian Income Tax Act (capital gains, income from derivatives) less expenses related thereto is subject to taxation. Capital gains derived from the sale of shares of the Fund are also subject to taxation.

Distributions, dividend equivalent amounts and capital gains of investors holding the shares of the Fund as business assets, are also subject to 25% income tax (in case of individuals) or 25% corporate income tax (in case of legal entities).

Withholding tax

In case the shares of the Fund are kept on an Austrian deposit, distributions are subject to 25 % withholding tax. Upon deduction of the withholding tax, the income tax of private investors is settled.

By Amendment on the Tax Amendment Act 2004 (*Abgabenänderungsgesetz 2004*, Federal Law Gazette I 2004/180), the option has been introduced to opt for withholding tax also regarding dividend equivalent amounts, provided that (i) the withholding tax on interest directly or indirectly realised by the investment fund including any income adjustments pursuant to Sec 93 (2) (3) and Sec 93 (3) (1) to (3) of the Austrian Income Tax Act are published on a daily basis and (ii) the withholding tax on the distributions and the deemed distributions are published on a yearly basis via Oesterreichische Kontrollbank (Sec 93 (1) in conjunction with (3)(5) of the Austrian Income Tax Act, Sec 95 (2) of the Austrian Income Tax Act in conjunction with Sec 186 (2)(2) of the Austrian Investment Fund Act). This voluntary deduction of withholding tax is however only possible in case the shares of the Fund are deposited with a bank in Austria.

Tax representative pursuant to Sec 186 (2) (2) InvFG

"Erste Bank der oesterreichischen Sparkassen AG"

Am Belvedere 1, 1100 Wien, Austria.

Austiantax0991@erstebank.at

ADDITIONAL INFORMATION FOR INVESTORS IN LUXEMBOURG

This addendum for investors in Luxembourg is dated 19.11.2021 and should be read in conjunction with and forms part of the prospectus dated 19.11.2021 of the Fund, which can change at any time.

The paying and information Agent in Luxembourg is:

CACEIS BANK, LUXEMBOURG BRANCH
5, allée Scheffer
L-2520 Luxembourg
Grand-Duché de Luxembourg

Such Agent may make dividend payments and payments in relation to subscription and redemption of units of the Fund in Luxembourg.

The full prospectus, the Key Investor Information Documents, the management regulations and the annual and semi-annual reports, may be obtained, without charge, with the paying and information agent.

Luxembourg investors may obtain the net asset values, issue and redemption prices, the last prospectus and the last financial reports:

- www.fundsquare.net
- www.am.oddo-bhf.com

Notices to the unit-holders will be published on the following website: www.fundinfo.com"

ADDITIONAL INFORMATION FOR INVESTORS IN DENMARK

The management company has appointed as its Danish representative:

Skandinaviska Enskilda Banken, Denmark,
Branch of Skandinaviska Enskilda Banken AB (PUBL), Sweden,
acting through its entity Investor Services, Large Corporates & Financial Institutions,
Bernstorffsgade 50,
1577 Copenhagen V,
Denmark.



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 (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;
- be reserved for one or several distribution networks.

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 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.

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, 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 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 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 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 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 net 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 (or sub-fund, where applicable) 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.