

## **ODDO CREDIT OPPORTUNITIES**

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

## **PROSPECTUS**

# ODDO CREDIT OPPORTUNITIES

## PROSPECTUS

### GENERAL CHARACTERISTICS

#### LEGAL STRUCTURE:

**Name** ODDO CREDIT OPPORTUNITIES (hereinafter the “Fund”).

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

**Inception date** This Fund was approved by the **AMF** on 29 November 2013. It was created on 13 December 2013 for a period of 99 years.

#### FUND OVERVIEW:

Unit classes	Characteristics					
	ISIN code	Base currency	Appropriation of distributable income	Minimum initial investment	Minimum subsequent investment	Target investors
CR-EUR	FR0011630599	EUR	Accumulation	EUR 100	1 thousandth of a unit	All subscribers, and particularly natural persons.
CI-EUR*	FR0011630607	EUR	Accumulation	EUR 250,000	1 thousandth of a unit	All subscribers, and particularly institutional investors
DR-EUR	FR0011630615	EUR	Income: Distribution Capital gains or losses: distribution and/or accumulation	EUR 100	1 thousandth of a unit	All subscribers, and particularly natural persons.
DI-EUR*	FR0011630623	EUR	Income: Distribution Capital gains or losses: distribution and/or accumulation	EUR 250,000	1 thousandth of a unit	All subscribers, and particularly institutional investors
CP-EUR*	FR0012580140	EUR	Accumulation	EUR 250,000	1 thousandth of a unit	All subscribers, and particularly intended for the CAVEC ( <i>Caisse d'Allocation Vieillesse des Experts Comptables</i> ).
GC-EUR	FR0011630672	EUR	Accumulation	EUR 100	1 thousandth of a unit	Units specifically intended 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	FR0013269891	EUR	Accumulation	EUR 100	1 thousandth of a unit	Units reserved to: (i) investors subscribing via an intermediary providing the service of investment advice on an independent basis pursuant to MIFID 2 Directive; (ii) investors subscribing via a financial intermediary on the basis of a fee agreement concluded between the

						investor and the intermediary; (iii) companies providing the service of portfolio management pursuant to MIFID 2 Directive; (iv) UCIs managed by ODDO BHF Asset Management SAS, and (v) Italian and Swiss Institutional investors.
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\* With the exception of the Management Company, companies in the Management Company's group, UCIs and mandates managed by the Management Company, from which no minimum subscription is required.

**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@oddomeriten.eu](mailto:information_oam@oddomeriten.eu)

These documents are also available:

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

Any further information required can be obtained from the Client Department, Tel: 01 44 51 80 28.

**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 ODDO BHF SCA and information on the conflicts of interest liable to result from such delegation are available on the ODDO BHF ASSET MANAGEMENT SAS website: [am.oddo-bhf.com](http://am.oddo-bhf.com)  
Investors may also request up-to-date information on this from ODDO BHF ASSET MANAGEMENT SAS.

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

**Administration and accounting delegated to** EUROPEAN FUND ADMINISTRATION FRANCE SAS (EFA France)  
17, rue de la Banque  
75002 Paris

**Statutory auditor** MAZARS  
61 rue Henri REGNAULT 92075 Paris - La Défense Cedex  
Represented by Mr Gilles Dunand-Roux

<b>Promoter</b>	ODDO BHF ASSET MANAGEMENT SAS, <i>société par actions simplifiée</i> (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.
<b>Financial management delegated to</b>	ODDO BHF ASSET MANAGEMENT GmbH Herzogstr, 15 D – 40217 Düsseldorf, Germany
<b>Financial investment consultants for the bond segments</b>	ODDO BHF ASSET MANAGEMENT SAS 12, Boulevard de la Madeleine – 75009 Paris
<b>Agent for receiving subscription and redemption orders</b>	ODDO BHF SCA, <i>Société en Commandite par Actions</i> (general partnership limited by shares) Bank approved by the French Prudential Control and Resolution Authority 12, Bd de la Madeleine – 75009 Paris
<b>Other agent for receiving subscription and redemption orders</b>	CACEIS BANK LUXEMBOURG (prior to centralising) 5, allée Scheffer L-2520 Luxembourg

## OPERATING AND MANAGEMENT PROCEDURES

### I. GENERAL CHARACTERISTICS OF THE UNITS:

<b>Rights attached to the units</b>	The rights of the Fund's co-owners are represented by units, with each unit corresponding to the same fraction of the Fund's assets. Each unitholder has a co-ownership right in the assets of the Fund proportional to the number of units they hold.  The distributable income consists of: 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 (for financial years beginning after 1 January 2013). The categories of income referenced in points 1° and 2° respectively may be distributed, in full or in part, independently of each other.
<b>Inclusion in a register</b>	The Management Company delegates the management of liabilities to the Custodian.
<b>Voting rights</b>	No voting rights are attributed to the ownership of units. Decisions concerning the Fund are taken by the Management Company. The voting rights attached to the securities held by the Fund are exercised by the Management Company, which has the sole power to take decisions, pursuant to regulations in force. The Management Company's voting policy may be consulted at its registered office or online at <a href="http://am.oddo-bhf.com">am.oddo-bhf.com</a> , 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.
<b>Form of units</b>	Listed on Euroclear France Bearer
<b>Fractions of units</b>	Subscriptions and redemptions in thousandths of units.
<b>Financial year-end</b>	Last stock market trading day in March End of first financial year: Last trading day in March 2015

**Tax regime**

The Fund may be used for life insurance policies.

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

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

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.

**II. SPECIFIC PROVISIONS:****ISIN codes**

CR-EUR: FR0011630599  
DR-EUR: FR0011630615  
CI-EUR: FR0011630607  
DI-EUR: FR0011630623  
CP-EUR: FR0012580140  
GC-EUR: FR0011630672  
CN-EUR: FR0013269891

**Classification**

"Diversified" Fund.

**Fund of funds**

Less than 10% of the net assets.

**Investment objective**

The investment objective is to achieve a performance, net of fees, higher than that of the EONIA index + 2% (capitalised) on an annual basis with an ex-post volatility target of 5% maximum.

**Benchmark index**

The Fund does not have a benchmark index. Given the discretionary nature of the strategy implemented, the management is not benchmarked to any index.

**Investment strategy**

The Fund's investment strategy is to manage, on an active and discretionary basis, a diversified portfolio of debt securities in the form of bonds and money market instruments.

A minimum of 70% of these securities will be issued by issuers headquartered in an OECD member state and denominated in the currency of an OECD member state. A minimum of 80% of the securities in the portfolio will be denominated in EUR and/or USD.

These instruments will be rated CCC- or above: "Investment grade", i.e. equal to or above BBB-

or “high yield” (strictly below BBB-). Up to a maximum of 15% of net assets may be invested in securities rated between CCC- and CCC+ (S&P or Moody’s, or deemed equivalent by the Management Company or through an internal rating system at the Management Company).

The Fund will not invest in “securitisation” instruments such as asset-backed securities and mortgage-backed securities.

The fund may also use forward exchange transactions and exchange rate futures for hedging purposes; however, ancillary risk will be limited to a maximum of 10% of net assets. The Fund’s credit and interest rate risk will be subject to active management through the use of derivatives for hedging and exposure.

The Fund’s overall exposure will be limited to 100% of the net assets, via direct investments in securities, derivatives and, to a lesser extent, investment funds.

The Fund is managed within a modified duration range of -5 to +5. Modified duration measures the impact of a change in interest rate on the price of a bond to which it relates. Example: for a bond with modified duration of 3, if the benchmark interest rate falls by 1%, the bond price will rise by 3% (1% x 3) and vice versa. The longer the maturity of the bond, the higher the modified duration.

The investment process comprises two stages:

**First stage:** Macroeconomic analysis (top-down approach) of the overall risk profile and determination of the allocation per segment.

1 – Analysis of the overall risk profile:

- a quantitative approach using “CreST”, a proprietary quantitative signal system. This model comprises five warning signals (such as changes in credit spreads, equity market volatility and market correlation) that allow the market risk level to be analysed and an informed decision to be made regarding the portfolio’s overall risk level;
- this model is coupled with a qualitative approach tracking various market parameters and accounting for various specific exceptional situations.

2 – Determination of the allocation per segment:

- identifying the main bond segments;
  - securities rated “high yield”, i.e. rated between BB+ and CCC-. Up to a maximum of 15% of net assets may be invested in securities rated between CCC- and CCC+ (S&P, Moody’s or deemed equivalent by the Management Company or through an internal rating system at the Management Company);
  - securities rated “investment grade” i.e. equal to or higher than BBB- (S&P, Moody’s or deemed equivalent by the Management Company or through an internal rating system at the Management Company);
  - securities issued by entities whose activities are primarily conducted in a country that is not a member of the OECD and might result in economic exposure to emerging markets; and
  - covered bonds.
- a scoring approach designed to identify the most attractive segments (quantitative and qualitative signals)
- risk allocation by segment based on their fundamental criteria.

**Second stage:** Fixed income securities selection through a bottom-up analysis of credit issuers.

## 1 - Assets

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

Up to a maximum of 100% of the Fund's net assets shall be invested in debt securities:

- any type of bonds with the exception of convertible bonds
- money market instruments

A minimum of 70% of these securities will be issued by issuers headquartered in an OECD member state and denominated in the currency of an OECD member state. However, up to 100% of net assets may be invested in entities whose activities are primarily conducted in a country that is not a member of the OECD, resulting in economic exposure to emerging markets.

A minimum of 80% of the securities in the portfolio will be denominated in EUR and/or USD.

The Fund may invest in instruments issued by entities rated at least CCC-: "Investment grade" (rated at least BBB-) and "high yield" (rated between BB+ and CCC-). Up to a maximum of 15% of net assets may be invested in securities rated between CCC- and CCC+ (S&P, Moody's or deemed equivalent by the Management Company or through an internal rating system at the Management Company). The Management Company does not use the ratings issued by ratings agencies automatically or in isolation, as it also applies its own internal analysis. In the event 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.

The portfolio's modified duration will range from -5 to +5.

- **UCI shares or units:**

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

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

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

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

## 2 - Derivatives

The Fund may use futures or options, traded on French or foreign organised, regulated or OTC markets in order to expose the portfolio to and hedge it against credit and interest rate risk, or to hedge the portfolio against currency risk.

- Credit risk:

Index credit default swaps will be used to hedge against credit risk up to a maximum of 10% of the Fund's net assets.

The Fund may invest up to a maximum of 100% of the Fund's net assets in index-linked Total Return Swaps (TRS), for hedging or exposure purposes. TRS are expected to account for 30% of the Fund's net assets.

Total Return Swaps (TRS) are bilateral financial agreements in which the aim is to swap specific periodic payments over a given period. One party makes payments based on the total returns on a specific underlying (a benchmark bond index). The other party makes periodic

fixed or variable payments. The payments made by the two parties are based on the same notional amount and the transactions are settled in cash.

The Fund may conclude these agreements with any credit institution headquartered in the European Union and rated BBB- or higher by Standard & Poor's or equivalent. The counterparty has no other discretionary management power in respect of the composition of the Fund.

The use of TRS may have a significant positive or negative effect on the net asset value of the Fund.

- Interest rate risk:

This particularly concerns interest rate futures and options.

- Currency risk:

The fund may also use forward exchange transactions and exchange rate futures for hedging purposes; however, ancillary risk will be limited to a maximum of 10% of net assets.

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

None

### **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 10 % of its net assets in cash in order to cover a temporary delay between incoming and outgoing funds relating to purchases and sales of securities issued on the market, or to cover large redemptions;

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

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

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

These operations shall be performed on the debt securities referred to in the "Assets (excluding embedded derivatives)" section.

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

The expected proportion of AUM to be used for repurchase agreements will be 50%.

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

Temporary purchases of securities may be carried out with ODDO BHF SCA or with EU banks that have a minimum credit rating of A- issued by Standard & Poor's or equivalent.

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 consist solely of cash.

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

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

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

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

## Risk profile

Your money will 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.

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

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

### **Risk of capital loss**

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

### **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.

### **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.

**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.

**Modelling risk**

The Fund's management process is based on the development of a systematic model that identifies signals using previous statistical results. There is a risk that the model will not be efficient, as there is no guarantee that previous market situations will repeat themselves in the future.

**Liquidity risk of underlying assets**

Weak liquidity on a market makes it sensitive to significant purchase/sale transaction volumes. This increases the volatility of the Fund, the assets of which are traded or listed on this market, and may impact the valuation of these assets and, where applicable, the prices at which the Fund may be obliged to liquidate its positions. The lack of liquidity is particularly associated with certain geographic (emerging countries) characteristics and with certain classes of securities in which the Fund may invest, such as speculative bonds (high yield securities). In such cases, the net asset value of the Fund may therefore fall sharply.

**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 traded over-the-counter, contracts for the temporary purchase or sale of securities, or total return swaps agreed with credit institutions. 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.

**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.

**Risks associated with securities financing transactions and collateral management**

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

**Risk associated with high yield bonds**

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

**Risks associated with portfolio concentration**

This risk is linked to portfolio investments being concentrated in financial instruments issued by a limited number of issuers.

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

Without seeking overexposure, the Fund may invest up to 100% of its net assets in forward financial instruments (in particular futures, options, etc.) which may present a downside risk to its net asset value.

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.

### **Guarantee or protection**

None (neither the capital nor the performance are guaranteed).

## **INVESTORS AND SHARES**

### **Target investors**

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

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

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

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

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

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

- CR-EUR and DR-EUR units are primarily aimed at retail investors.
- CI-EUR and DI-EUR are primarily aimed at institutional investors.
- CP-EUR units are particularly intended for the CAVEC (*Caisse d'Allocation Vieillesse des Experts Comptables*).
- GC-EUR units are specifically intended for (i) insurance companies approved by ODDO BHF Asset Management SAS, to represent unit-linked products subscribed as part of "advisory management" contracts in their range and for (ii) ODDO BHF SCA clients also having signed an advisory agreement with an ODDO BHF SCA financial investment advisory partner.

- CN-EUR units are reserved to: (i) investors subscribing via an intermediary providing the service of investment advice on an independent basis pursuant to MIFID 2 Directive, (ii) investors subscribing via a financial intermediary on the basis of a fee agreement concluded between the investor and the intermediary; (iii) companies providing the service of portfolio management pursuant to MIFID 2 Directive; (iv) UCIs managed by ODDO BHF Asset Management SAS, and (v) Italian and Swiss Institutional investors.

**Recommended investment horizon** 3 years

**Typical investor profile** The Fund is mainly intended for investors seeking exposure to bond markets over a period of three 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 three 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.

**Allocation of distributable income (income and capital gains)** **Distributable income:**

Distributable income	CR-EUR, CI-EUR, CP-EUR, GC-EUR, CN-EUR Accumulation units	DR-EUR, DI-EUR Distribution units
Net income allocation	Accumulation	Distributed in full, or partly carried forward by decision of the management company
Allocation of net realised capital gains or losses	Accumulation	Distributed in full, or partly carried forward by decision of the management company and/or accumulated

CR-EUR/ CI-EUR/ CP-EUR/ GC-EUR/ CN-EUR units: accumulation  
DR-EUR/ DI-EUR units: distribution.

**Distribution schedule**

Accumulation units: no distribution

Distribution units: the portion of distributable income paid out annually is decided by the Management Company. Distributable income is paid out within five months of the financial year end.

**Base currency** Euro (€)

**Form of shares** CR-EUR/ CI-EUR/ CI-EUR/ GC-EUR/ CP-EUR/ CN-EUR units: Bearer  
DR-EUR/ DI-EUR units: Bearer

**Fractions of shares** 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 trading day until 11:15 (Paris time, CET/CEST) and executed on the basis of the net asset value of that day. The resulting settlements shall be carried out on the second trading day following the NAV date.

**Initial value of the share** CR-EUR units: EUR 100  
CI-EUR units: EUR 1,000  
DR-EUR units: EUR 100  
DI-EUR units: EUR 1,000  
CP-EUR units: EUR 1,000

GC-EUR units: EUR 100  
CN-EUR units: EUR 100

**Minimum initial investment**  
CR-EUR units: EUR 100  
CI-EUR\* units: EUR 250,000  
DR-EUR units: EUR 100  
DI-EUR\* units: EUR 250,000  
CP-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, UCIs and mandates managed by the Management Company, from which no minimum subscription is required.*

**Minimum subsequent investment**  
CR-EUR units: 1 thousandth of a unit  
DR-EUR units: 1 thousandth of a unit  
DI-EUR units: 1 thousandth of a unit  
CI-EUR units: 1 thousandth of a unit  
CP-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](http://am.oddo-bhf.com).

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

## INFORMATION ON FEES, EXPENSES AND TAXATION

### Fees and expenses

#### Subscription and redemption fees:

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

Fees payable by the investor on subscriptions and redemptions	Basis	Rate CR-EUR/CI-EUR/DR-EUR/DI-EUR/CP-EUR/GC-EUR/CN-EUR units: Euro (€)
Subscription fee not payable to the Fund	NAV per share x number of shares	4% maximum
Subscription fee payable to the Fund	NAV per share x number of shares	None
Redemption fee not payable to the Fund	NAV per share x number of shares	None
Redemption fee payable to the Fund	NAV per share x number of shares	None

#### Management and administration fees

Fees charged to the Fund	Basis	Rate CR-EUR/CI-EUR/DR-EUR/DI-EUR/CP-EUR/GC-EUR/CN-EUR units
Financial management fees and administrative fees not payable to the Management Company	Net assets	CR-EUR/DR-EUR units: Maximum of 1%, inclusive of tax CI-EUR, DI-EUR, CP-EUR, GC-EUR, CN-EUR: 0.50% inclusive of tax
Performance fees	Net assets	CR-EUR/ DR-EUR/ CI-EUR/ DI-EUR/ GC-EUR/ CN-EUR units: A maximum of 10% of the Fund's outperformance relative to the EONIA index +2% (capitalised). CP-EUR units: None
Transaction fees charged by service providers: - Custodian: 100%	Payable on each transaction	None

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

- The performance fee calculation method seeks to determine the "value created by the manager" in absolute terms: this means comparing sums received (i.e. subscriptions) with sums returned (i.e. redemptions) + assets under management (i.e. the total net asset value).
- Sums received are represented by the "indexed NAV" (or fictitious fund), which is the point of comparison. The indexed NAV is calculated in the same manner as a meter: each time the net asset value is calculated, subscriptions from T-1 are indexed using the performance of the comparison index from T-1 to T. This gives us a theoretical NAV, on the basis of which each subscription is immediately invested in the comparison index. The performance fee provision amount is not linked to the amount of subscriptions: for example, if the book NAV rises by EUR 1 million (following a subscription), the indexed NAV will rise by the same amount, meaning the performance fee provision amount is unaltered.
- In the event of redemption, the outperformance linked with redemptions shall be subject to a specific provision, separate from the provision for outperformance on assets under management. The outperformance linked to redemptions is defined as a proportion (i.e. the number of units redeemed divided by the total number of units) of the outperformance on assets under management. This is calculated in the same manner as a meter and allows for the "crystallization" of the provision for the outperformance corresponding to the redeemed shares. The indexed NAV is also adjusted by the redemption ratio. Hence, in the case of redemptions, the provision corresponding to the outperformance of the total NAV is transferred to the provision corresponding to the outperformance of the redeemed shares. However, the total provision is not linked to the amount of redemptions. The outperformance provision linked to redemptions is definitively allocated to the management company and deducted at the end of the financial year.

The Fund's performance is determined on the basis of its book value after taking into account fixed management fees and before deduction of the performance fee.

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

In the event that the units underperform the comparison index between two net asset values, any previously accumulated provision shall be reduced accordingly. The amounts deducted from the provision cannot exceed the amount previously accumulated.

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

Performance fees will be deducted for the first time on 30 December 2017.

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

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

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

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

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

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

All of these charges are quoted inclusive of tax.

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

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

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

## **COMMERCIAL INFORMATION**

**Subscription and redemption of units** Subscription and redemption procedures are presented in the section "Subscription and redemption procedures".

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

<b>Company</b>	ODDO BHF Asset Management SAS
<b>Address</b>	12, Bd de la Madeleine – 75009 Paris
<b>Email</b>	<a href="mailto:information_oam@oddomeriten.eu">information_oam@oddomeriten.eu</a>

Information is also available:

<b>On the website</b>	<a href="http://am.oddo-bhf.com">am.oddo-bhf.com</a>
<b>By contacting</b>	Client Department
<b>By telephoning</b>	01 44 51 80 28

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

#### **Information on environmental, social and governance (ESG) criteria:**

Additional information on the application of ESG criteria by the Management Company shall be available in the Fund's annual report and on the Management Company's website: [am.oddo-bhf.com](http://am.oddo-bhf.com).

**Publication date of the prospectus** 02/08/2017

## INVESTMENT RULES

### Regulatory ratios applicable to the Fund:

The legal investment rules applicable to the Fund are those that govern UCITS investing no more than 10% of their assets in other UCIs, as well as those applicable to the AMF's "Diversified UCITS" classification.

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

## ASSET VALUATION AND ACCOUNTING RULES

### Asset valuation rules:

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

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

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

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

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

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

- financial instruments that are not traded on a regulated market are valued under the Management Company's responsibility at their foreseeable sale prices.  
In particular, transferable debt securities and similar securities that are not traded in large volumes are valued by means of an actuarial method; the reference rate used is that applied to issues of equivalent securities plus or minus, where applicable, a differential reflecting the issuer's specific characteristics. Nevertheless, transferable debt securities with low sensitivity and a residual maturity of less than or equal to three months may be valued using the straight-line method.
- contracts (futures, options or swap transactions concluded on over-the-counter markets) are valued at their market value or at a value estimated according to the terms and conditions determined by the Management Company. The method for valuing off-balance sheet commitments consists in valuing futures contracts at their market price and in converting options into the equivalent value of the underlying.

Deposits are recorded based on their nominal value plus the interest calculated daily using the Eonia +2% (capitalised).

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

European markets:	Settlement price on the net asset value calculation day if different from last price
Asian markets:	Last market price on the net asset value calculation day if different from last price
North and South American markets:	Last market price on the net asset value calculation day if different from 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. Payables on securities transferred under repurchase agreements are recorded under the heading "Payables on securities transferred under a repurchase agreement (pension)" by the counterparty of the liquidity account concerned. It is maintained at the value determined in the contract plus any accrued interest on the debt.



- Other instruments: Units or shares of UCITS are valued at their last known net asset value.
- Financial instruments whose prices have not been determined on the valuation day or whose prices have been adjusted are valued under the Management Company's responsibility at their foreseeable sale prices. These valuations and their justification are communicated to the statutory auditor at the time of the audit.
- Financial guarantees: In order to limit counterparty risk as much as possible while also factoring in operational constraints, the management company applies a daily margin call system, per fund and per counterparty, with an activation threshold set at a maximum of EUR 100,000 based on an evaluation of the mark-to-market price.

#### **Accounting methods:**

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

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

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

Transactions are recorded excluding fees.

## **REMUNERATION**

The management body in charge of the Management Company's remuneration policy 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 EUR 100,000 as the proportionality threshold triggering payment of a deferred variable remuneration amount. In this way, an employee designated as being a risk taker and entitled to variable remuneration exceeding EUR 100,000 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 and subject to no application limits or exemptions. In the event of very high remuneration amounts being paid by the Management Company, the percentage of variable remuneration subject to deferred payment shall be increased to 60%. Detailed information on the remuneration policy is available on the Management Company's website. Investors may also request a hard copy of this information from the Management Company.

## REGULATIONS

# ODDO CREDIT OPPORTUNITIES

### TITLE 1 - ASSETS AND UNITS

#### **Article 1 - Co-ownership units**

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

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

Following the decision of the governing body of the Management Company, 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 governing body of the Management Company 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.

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

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

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

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

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

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

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

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

In application of article L.214-8-7 of the French Monetary and Financial Code, 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 portfolio management company**

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

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

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

The instruments and deposits 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 portfolio management company. In particular, it must ensure that decisions taken by the Portfolio Management Company are lawful. Where applicable, it must take all protective measures that it deems necessary. In the event of a dispute with the portfolio management company, it shall inform the *Autorité des marchés financiers*.

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

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

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

The statutory auditor may be re-appointed.

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

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

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

The statutory auditor 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 governing body 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 by the portfolio 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 (for financial years beginning after 1 January 2013).

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

The management company decides on the allocation of distributable income.

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

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

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

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

##### **Article 10 - Merger - Split**

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

Such mergers or splits may only be carried out after unitholders have been notified.

They give rise to the issue of a new certificate indicating the number of units held by each unitholder.

##### **Article 11 - Dissolution - Extension**

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

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

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

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

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

##### **Article 12 - Liquidation**

In the event of dissolution, the 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.