



FINANCIERE DE L'ECHIQUIER

ECHIQUIER PATRIMOINE

PROSPECTUS ON 2015 FEBRUARY 6th

I. General characteristics:

I-1 Form of the fund

► **Name:**

ECHIQUIER PATRIMOINE

► **Legal form and member state in which the fund was created:**

Mutual fund (FCP) under French law.

► **Date of creation and planned duration of fund:**

The fund was created on 06.01.95 for a term of 99 years.

► **Overview of management offering:**

**Fund governed by European
Directive 2009/65/EC**

Echiquier Patrimoine	Characteristics				
	ISIN Code	Income distribution	Denomination currency	Investors concerned	Minimum subscription amount
	FR0010434019	Capitalisation	Euro	All investors	None

► **Address where you can obtain the latest annual and interim reports:**

The latest annual and interim documents are available from the website at www.fin-echiquier.fr or may be sent out within a eight weekdays of written request from the unitholder to:

FINANCIERE DE L'ECHIQUIER
53, avenue d'Iéna
75116 Paris

Further information can be obtained if necessary from the management company by telephone on +33 (0)1 47 23 90 90.

I-2 Parties involved

► **Management company:**

The management company was authorised on 17/01/1991 by the French Financial Markets Authority (AMF) under number GP 91004 (general licence).

FINANCIERE DE L'ECHIQUIER
53, avenue d'Iéna
75116 Paris

► **Depository and custodian:**

BNP PARIBAS SECURITIES SERVICES
S.C.A, with its registered office at 3, rue d'Antin, 75002 Paris
Postal address: Grands Moulins de Pantin, 9 rue du Débarcadère, 93500 Pantin
BNP PARIBAS SECURITIES SERVICES (BP2S) is a credit institution authorised by the French supervisory body Autorité de contrôle prudentiel et de résolution (ACPR). It is also the issuer-accounting office (the fund's liabilities) and clearing house by delegation on behalf of the fund.

► **Auditor:**

MAZARS
Represented by Gilles DUNAND-ROUX
Exaltis
61, rue Henri Regnault
92075 La Défense Cedex

► **Promoter:**

FINANCIERE DE L'ECHIQUEUR
53, avenue d'Iéna
75116 Paris

The list of promoters is not exhaustive as the fund is admitted for trading on Euroclear. This means that some promoters may not be mandated by or known to the management company.

► **Delegated activities:**

Only the administrative and accounting management has been delegated:

SOCIETE GENERALE SECURITIES SERVICES Net Asset Value
Public limited company under French law
Immeuble Colline Sud -10, passage de l'Arche
92034 Paris La Défense Cedex

► **Advisers:**

None.

► **Clearing house:**

BNP Paribas Securities Services is in charge of receiving subscription and redemption orders.

II. Operating and management procedures:

II-1 General characteristics

► **Characteristics of units or shares:**

ISIN Code: FR0010434019

Type of right attached to the unit class: Each unitholder has a co-ownership right in the fund's assets in proportion to the number of units held.

Liability accounting: Liability accounting is performed by the custodian BNP PARIBAS SECURITIES SERVICES. Units are administered under Euroclear France.

Voting rights: As the fund is an undertaking for collective investment in transferable securities, no voting rights are attached to the units held. Decisions concerning the fund are taken by the management company in the interest of the unitholders.

Type of units: Bearer units.

Decimalisation of units: Subscriptions and redemptions are admissible in thousandths of units.

► **Period-end date:**

Last trading day on the Paris stock market in December each year.

► **Information on the tax regime:**

This prospectus is not exhaustive of all possible tax consequences for each investor of subscribing, redeeming, holding and selling fund units. These consequences will vary in line with prevailing laws and practices in the country of residence, domicile or incorporation of the unitholder(s) as well as on the basis of his/her/its personal circumstances.

Depending on your tax regime, your country of residence, or the jurisdiction from which you invest in this fund, any capital gains and income from holding fund units may be subject to taxation. You should consult a tax adviser in order to understand the possible consequences of buying, holding, selling or redeeming fund units under the laws of your country of tax residence, ordinary residence or of your 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 buy, hold, sell or redeem fund units.

The fund offers one capitalisation unit; all unitholders are advised to consult a tax adviser regarding the regulations applicable in the unitholder's country of residence, having regard to the rules pertaining to his/her/its particular circumstances (individual, legal entity subject to corporation tax, other situations...). The rules applicable to French resident unitholders can be found in the French General Tax Code.

In general, fund unitholders should consult their tax adviser or their usual account manager to determine the tax rules applicable to their particular circumstances.

Pursuant to U.S. tax regulations, commonly referred to as FATCA (Foreign Account Tax Compliance Act), Unitholders might have to provide the Management Company or its agent with some information, including without limitation, identification information such as personal identify and places of residence (tax residence and domicile) in respect of each undertaking for collective investment, to ensure that the "US Person" are identified within the meaning of FATCA.

This information may be provided to the United States tax authorities by the French tax authorities. Failure by any Unitholder to comply with this requirement could result on a 30% withholding tax levied on US sourced cash flows. Notwithstanding any diligences carried out by the Management Company in respect of FATCA, Unitholders are encouraged to ensure that the broker they used to invest into this AIF qualifies as Participating FFI.

II-2 Specific clauses

► Classification:

DIVERSIFIED

► Investment objective:

A UCITS classified as "Diversified", Echiquier Patrimoine is a fund whose objective is to offer the most regular capital growth possible, by seeking exposure to trends within the fixed-income and equity markets.

► Benchmark index:

There is no index that precisely reflects the investment objective of the fund. The closest index, however, is the capitalised EONIA. As the fund is neither an index fund, nor does it have a benchmark index, the EONIA is used only as an indicator for an a posteriori performance comparison. The EONIA, used for information only, is calculated by the European Central Bank and is the benchmark value of money overnight on the interbank market in the euro zone.

► Investment strategy:

1. Strategies used

ECHQUIER PATRIMOINE has a discretionary management style, combining the use of financial instruments (equities, bonds, negotiable debt securities) and financial futures within limits corresponding exclusively to the 'Diversified' AMF fund classification.

In order to achieve the performance objective, the management team sets up:

- strategic and tactical positions, which involve decisions to buy or sell portfolio assets on the basis of economic, financial and stock market predictions;
- equity arbitrage, which involves taking advantage of an expected outperformance of one security or market over another.

This gives rise to:

- Short- and medium-term directional positions in equities, fixed-income products and currencies. This involves taking portfolio positions in financial instruments based on their potential future appreciation.

Equity management is based on a rigorous selection of securities known as stock-picking, with the stocks chosen as a result of implementing a process involving direct meetings with the companies in which the fund invests. This management method relies on a fundamental analysis of each stock, based on an internally developed rating.

- Equity security arbitrage (purchase of a stock against an index or of a stock against another stock). This involves buying a stock if it is believed that it will outperform its benchmark index.

- Equity index arbitrage (purchase of an index against another index). This involves taking positions in order to take advantage of the future outperformance of one index against another (e.g. Stoxx Europe 50 against Standard & Poor's 500 if the management team believes that Europe has greater potential than the USA).

2. Assets (excluding embedded derivatives)

A/Equities:

ECHQUIER PATRIMOINE may be exposed to stocks in any sector and of all market capitalisations. Equity investments will be in French and European stocks. A maximum of 10% of the fund's assets may, however, be invested in equities listed in a non-European OECD country.

ECHQUIER PATRIMOINE has exposure of no more than 50% to the equity markets.

B/Debt securities and money market instruments:

With a minimum exposure of 50 %:

- in negotiable debt securities exclusively in the OECD area. The longest maturity of these securities used in the fund's cash management shall be five years.

The majority of these securities will benefit from an investment grade rating. However, the fund may invest up to 30% of its net assets in speculative securities, or those unrated by ratings agencies, on the condition that the portion of "speculative" securities does not exceed 20% of net assets. These securities are issued by issuers belonging to groups monitored by the internal research team at Financière de l'Echiquier.

- in exclusively OECD-area bonds with a maximum maturity of twelve years. However, the fund may invest up to a maximum of 10% in bonds with maximum maturity of over twelve years.

Management sets no limits in the breakdown between sovereign and private issuers.

The majority of eligible securities are rated at least BBB (investment grade) by Standard & Poor's or equivalent or considered as such by the management team. The portion of securities with a rating below BBB (speculative securities) or unrated by a ratings agency shall not exceed 10% of net assets and each line held shall not exceed 2% of net assets.

When the securities are acquired or during monitoring the credit risk assessment is based on internal research and analysis of Financière de l'Echiquier and on the ratings provided by the rating agencies.

When securities are speculative or unrated, their issuers belong to groups followed by the internal research unit at Financière de l'Echiquier.

The aforementioned ratings are those used by the fund manager at the time of initial investment. Should the rating deteriorate during the investment period, the fund manager will analyse each situation on a case-by-case basis and decide on whether or not to retain the holding in question.

3. Investment in units or shares of other Undertakings for Collective Investment

Up to 10% of the fund assets may be invested in units or shares of French and/or European coordinated UCITS or non-coordinated UCITS. These will be funds of any AMF classification. The fund may invest in UCITS managed by the management society or by a linked society

4. Derivative instruments

ECHQUIER PATRIMOINE regularly trades in financial futures and takes positions on the foreign-exchange, fixed-income and equity derivatives markets with a view to:

- exposing the fund in order to fulfil the investment objective, ensure a better risk diversification and reduce the cost of transactions on the markets in which the fund invests. Exposure to currency risk will continue to be on an ancillary basis.

- or to hedge the portfolio in order to reduce the risk to which the fund is exposed.

The following instruments are used:

- on regulated markets:

- Index, equity, fixed-income and currency futures
- Index, equity, fixed-income and currency options.

- on over-the-counter markets, exclusively currency options and forwards with counterparties whose rating is equivalent to or higher than A (Standard & Poor's or equivalent).

These transactions are limited to 100% of the fund's assets. The fund is prohibited from making swaps. Financial instruments are entered into with intermediaries selected by the management company that have no say on the composition or management of the Fund's portfolio.

5. Securities with embedded derivatives

The manager can invest in securities with embedded derivatives (warrants, subscription certificates, convertible bonds, etc.) traded on regulated or OTC markets. No rating constraints apply to convertible bonds.

Under this framework, the manager can take positions with a view to covering and/or exposing the portfolio to business sectors, geographical regions, bonds, equities (all capitalisations), currencies, securities and assimilated marketable securities or indices with the aim of achieving the management objective.

The use of securities with embedded derivatives, rather than other derivative instruments mentioned above, is justified notably by the manager's aim to optimise hedging or, if necessary, to stimulate the portfolio by reducing the cost associated with the use of these financial instruments in order to achieve the management objective.

In all cases, investments with embedded derivatives must not exceed 10% of net assets.

The risk associated with the type of investment is limited to the amount invested for the purchase.

6. Deposits: None

7. Cash borrowing

The fund may borrow cash. Without aiming to be a structural cash borrower, the fund may find itself in debit temporarily due to transaction-related cash flows (ongoing investments and divestments, subscriptions/redemptions, etc.) up to a limit of 10%.

8. Temporary purchases and sales of securities: None

► **Risk profile:**

Your investment will be made primarily in financial instruments selected by the management company. These instruments are subject to market changes and risks.

Risk arising from discretionary management: Yes

The discretionary management style is based on anticipating trends on the different markets (equities, bonds, derivatives) and on the selection of securities. There is a risk that at any given point in time the fund will not be invested on the best-performing markets or stocks. The management of ECHIQUIER PATRIMOINE focuses mainly on equity index and equity security arbitrage, which means that the fund will not always be invested in the best-performing markets. The fund's performance can therefore fall below the investment objective. The net asset value of the fund can also show negative performance.

Interest rate risk: Yes

ECHIQUIER PATRIMOINE invests at least 50% of its assets in fixed-income products. The net asset value of the fund can fall if interest rates rise.

Credit risk: Yes

The fund has exposure of at least 50% to money market instruments and bonds. The credit risk corresponds to the risk of a private issuer's credit quality falling or the issuer defaulting. The value of the debt securities or bonds in which the fund is invested can fall, causing a drop in the fund's net asset value.

Equity risk: Yes

ECHIQUIER PATRIMOINE invests no more than 50% of its assets in equities. If the equities or indices to which the portfolio is exposed decline, the net asset value of the fund could fall.

On small- and medium-cap markets, the volume of securities listed on the stock exchange is relatively less, and therefore market downturns are more significant and rapid than on large-cap markets. The net asset value of the fund can therefore fall more rapidly and more sharply.

Capital risk: Yes

The loss of capital arises when a unit is sold at a lower price than its purchase value. Unitholders are informed that the capital initially invested may not be returned. The fund has no capital guarantee or protection.

Currency risk: Yes

This concerns the risk of a decline in investment currencies relative to the portfolio's benchmark currency, the euro. If a currency falls relative to the euro, the fund's net asset value could fall.

Risk associated with the low liquidity of some securities:

the fund specifically invests in "high yield speculative securities". Since the volume of trades negotiated on these types of instruments can be reduced, consequently market movements may be more pronounced, both upward and downward.

► **Investors concerned and typical investor profile:**

Investors concerned: All investors

Typical investor profile:

The fund is aimed at individuals or institutional investors who are aware of the inherent risk in holding units in such a fund, part of which is invested in the equity markets defined above.

ECHIQUIER PATRIMOINE can be used as an investment medium for unit-linked individual variable-capital life-insurance contracts.

ECHIQUIER PATRIMOINE may be used to back investments in funds managed by FINANCIERE DE L'ECHIQUIER.

The fund may invest in UCITS managed by FINANCIERE DE L'ECHIQUIER.

The amount that may reasonably be invested in ECHIQUIER PATRIMOINE depends on the unitholder's individual circumstances. Prospective investors are advised to take into consideration their personal and professional assets and wealth, their cash needs at present and over the next 2 years, as well as the degree to which they are willing to accept equity-market risks. They are also strongly advised to diversify their investments sufficiently so as not to expose them solely to the risks of this fund.

Recommended investment period: more than 2 years

► **Methods of determining and appropriating revenues:**

Capitalisation of all income. Accounting on the basis of coupons received.

► **Characteristics of units** (denomination currency, division etc.):

Units are denominated in EUR and are decimalised.

► **Subscription and redemption conditions:**

Subscriptions and redemptions are admissible in thousandths of units. The unit launch value is set at EUR 381,12.

Subscription and redemption applications are centralised each trading day in Paris before 12 noon with the custodian:

BNP PARIBAS SECURITIES SERVICES
Les Grands Moulins de Pantin
9, Rue du Débarcadère
93500 Pantin

and are executed on the basis of the next net asset value calculated on the closing price on the day that the applications are cleared. Subscription and redemption applications received after 12 noon are executed on the basis of the net asset value following that mentioned above.

In some countries different subscription terms may apply other than the single one-time option. For Italy, the subscription terms are indicated in the "subscription notice".

Net asset value is calculated on every Paris stock exchange trading day.

In application of article L.214-8-7 of the French Monetary and Financial Code, the redemption by the fund of its units, as well as the issue of new units, may be temporarily suspended by the management company where required by exceptional circumstances and in the interests of the unitholders.

The net asset value is reported on the management company's website (www.fin-echiquier.fr).

► **Fees and Commissions:**

Fees charged to the investor, deducted upon subscription and redemption		Basis	Rate
Subscription fee not retained by the fund		Net asset value × number of units	maximum 1%
Subscription fee retained by the fund		None	none
Redemption fee not retained by the fund		Net asset value × number of units	none
Redemption fee retained by the fund		None	none

Fees charged to the fund		Basis	Rate
1	Management fees	Net assets	maximum 1,196 % incl. taxes
	Management fees other than management company fees (auditors, custodian, distributors, lawyers)		
2	Maximum indirect fees (management and commissions)	Net assets	(*)
3	Transaction commissions paid to the management company	Levy on each transaction (equities only)	None
4	Outperformance commission	Net assets	None

(*) The fund may invest up to 10% in fund units or shares, whose maximum management fees are 2.392%. For further information, please contact the management society.

III. Commercial Information:

Requests for information and documents relating to the fund may be addressed directly to the management company:

FINANCIERE DE L'ECHIQUEUR
53, avenue d'Iéna
75116 Paris

The net asset value of the fund is available from the management company itself upon request or on the company's website.

Fund unitholders may obtain additional information from the company's website (www.fin-echiquier.fr) relating to consideration given in Financière de l'Echiquier's investment policy to environmental, social and quality of governance criteria.

Investment restrictions

The Units have not been, and will not be, registered under the U.S. Securities Act of 1933 or qualified under any applicable U.S. state statutes, and the Units may not be transferred, offered or sold in the United States of America (including its territories and possessions) or to or for the benefit of, directly or indirectly, any U.S. Person (as defined in Regulation S in the U.S. Securities Act of 1933), except pursuant to registration or an applicable exemption.

The fund is not, and will not be, registered under the 1940 Act, and investors will not be entitled to the benefit of registration under the 1940 Act. Any resales or transfers of the Units in the U.S. or to U.S. Persons may constitute a violation of U.S. law and requires the prior written consent of the Company. The Company, however, reserves the right to make a private placement of its Shares to a limited number or category of U.S. Persons. Any resales or transfers of the Shares in the U.S. or to U.S. Persons may constitute a violation of U.S. law and requires the prior written consent of the management company of the FCP.

Applicants for Units will be required to certify in writing that they are not U.S. Persons.

The management company of the fund have the power to impose restrictions on the unitholdings by and consequently to redeem Units held by, or the transfer of Shares / Units to, any U.S. Person. Such power covers any person who appears to be in breach of the laws or requirements of any country or government authority, or by any person or persons in circumstances (whether directly or indirectly affecting such person or persons, and whether taken alone or in conjunction with any other persons, connected or not, or any other circumstances appearing to the management company of the fund to be relevant) which, in the opinion of the management company of the fund might result in the fund suffering any disadvantage which the fund might not otherwise have incurred or suffered.

The Units have not been approved or disapproved by the SEC, any state securities commission or other U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of this offering or the accuracy or adequacy of these offering materials. Any representation to the contrary is unlawful.

Unitsholders are required to notify the fund immediately in the event that they become U.S. Persons. Unitholders who become U.S. Persons will be required to dispose of their Shares / Units at any time to non-U.S. Persons. The fund reserves the right to repurchase any Shares / Units which are or become owned, directly or indirectly, by a U.S. Person or if the holding of the Units by any person is unlawful or detrimental to the interests of the fund.

IV. Investment rules:

Regulatory ratios applicable to the fund: The legal investment rules applicable to the fund are those that govern UCITS-compliant funds investing less than 10% of their assets in other such funds, as well as those applicable to its AMF classification "DIVERSIFIED".

The fund has adopted the commitment method for the calculation of its overall risk.

V. Asset valuation and accounting rules:

V-1 - Asset valuation rules

A – Valuation method

- Financial instruments and securities traded on a regulated market are valued at market price.

Notwithstanding this, the instruments below are valued using specific methods:

- European equities and bonds are valued at the closing price, and foreign securities are valued at the last known price.
 - Debt securities and equivalent negotiable instruments which are not involved in significant transactions are valued using an actuarial method. The rate used is that applied for issues of equivalent securities plus or minus, where necessary, a differential representative of the intrinsic characteristics of the issuer.
However, negotiable debt securities with a residual maturity of 3 months or less, in the absence of a particular sensitivity, may be valued using the straight-line method.
 - Negotiable debt securities with a maturity of less than 3 months are valued at the purchase negotiating rate. The amortisation of the premium or the discount is applied on a straight-line basis over the term of the negotiable debt security.
 - Negotiable debt securities with a maturity of more than 3 months are valued at market rate.
 - Units or shares of funds are valued at the last known net asset value.
 - Securities coming under temporary purchase or sale agreements are valued in accordance with the regulations in force, based on the terms of the original agreement.
- Financial instruments not traded on a regulated market are valued by the management company at their probable trading value.
 - Warrants or subscription certificates obtained free of charge during private placements or capital increases are valued as of their admission to a regulated market or the organisation of an over-the-counter market.
 - Contracts:

- Futures are valued at the settlement price and options are valued on the basis of the vehicle used.
 - The market price for futures is equal to the price in EUR multiplied by the number of contracts.
 - The market price for options is equal to their conversion into the underlying equivalent.
 - Interest rate swaps are valued at market rate, in accordance with the contractual provisions.
 - Off-balance-sheet transactions are valued at market price.
- Financial instruments for which a price has not been recorded on the valuation date, or for which the price has been adjusted, are valued at their probable trading value by the Board of Directors of the management company. The auditor will be provided with these valuations and their justification when it carries out its audits.

B - Practical methods

- Shares and bonds are valued on the basis of prices taken from the Finalim and Bloomberg databases, depending on their listing market. The research options are completed by Télékurs' "Fin'xs" and Reuters' "Securities 3000":
 - Asia-Oceania: taken at 12 noon for a quotation at the closing price of that day.
 - America: taken at 9 a.m. for a quotation at the closing price of D-1.
taken at 4.45 p.m. for a quotation at the opening price of that day.
 - Europe excluding France: taken at 7.30 p.m. for a quotation at the closing price of that day.
taken at 2.30 p.m. for a quotation at the opening price of that day.
taken at 9 a.m. for a quotation at the price of D-1.
 - France: taken at 12 noon and 4 p.m. for a quotation at the opening price of that day.
taken at 5.40 p.m. for a quotation at the closing price of that day.
 - Contributors: taken at 2 p.m. for a quotation subject to the availability of prices.
- Positions on the futures markets at each net asset value are valued on the basis of the settlement prices of that day.

Positions on the options markets at each net asset value are valued according to the principles used for the underlying.

- Asia-Oceania: taken at 12 noon
- America: taken at 9 a.m. on D+1
- Europe excluding France: taken at 7.30 p.m.
- France: taken at 18 noon

V-2 - Accounting method

- The accounting method used for recording income from financial instruments is the 'coupons received' method.
- The accounting method for recording transaction fees is exclusive of expenses.



FINANCIERE DE L'ECHIQUEUR

REGLEMENT DU FCP ECHIQUIER PATRIMOINE

HEADING 1 – ASSETS AND UNITS

Article 1 – Co-ownership units

The rights of the co-owners are expressed in units, with each unit representing the same fraction of the fund's assets. Each unitholder has a right of co-ownership of the fund's assets in proportion to the number of units held.

The duration of the fund is 99 years from the date of its creation, except in the event of its early dissolution or extension as provided for in these rules.

The fund has scope to amalgamate or divide its units.

The fund management company's board of directors may decide to divide the units into tenths, hundredths, thousandths or ten thousandths, known as fractions of units.

The rules governing the issue and redemption of units are applicable to fractions of units whose value will remain proportional to the value of the unit that they represent. All other rules pertaining to units apply to fractions of units without it being necessary to specify this, except where stipulated otherwise.

Lastly, the fund management company's board of directors may decide to divide units by creating new units that are allocated to unitholders in exchange for old units.

Article 2 – Minimum amount of assets

No units may be redeemed if the assets of the fund (or a sub-fund) fall below EUR 300,000. If the assets remain below this threshold for thirty days, then the management company shall make the necessary provisions to wind up the fund in question, or to perform any of the operations referred to in Article 411-16 of the General Regulation of the AMF (fund transfers).

Article 3 – Issue and redemption of units

Units may be issued at any moment at the request of unitholders, based on their net asset value plus subscription fees, where applicable.

Redemptions and subscriptions are executed according to the terms and conditions defined in the prospectus.

The mutual fund units may be listed on an official stock exchange according to prevailing regulations.

Subscriptions must be fully paid up on net asset value calculation day. They may be paid in cash and/or by transfer of financial instruments. The fund management company has the right to refuse the proposed securities and, to this effect, has a period of seven days from their submission to communicate its decision. In the event of acceptance, the proposed securities are valued according to the rules set out in Article 4 and the subscription is executed on the basis of the first net asset value following said acceptance.

Redemptions are paid solely in cash, except in the event of the fund's liquidation and where unitholders have indicated that they agree to be reimbursed in securities. Redemptions are settled by the issuance account holder within five days of the unit valuation.

In exceptional circumstances, however, if reimbursement requires assets included in the fund to be realised beforehand, this period may be extended to up to 30 days.

Except in the event of inheritance or an *inter vivos* gift, the sale or transfer of units between unitholders, or from unitholders to third parties, is treated as a redemption followed by a subscription; in the case of a third party, the amount of the sale or transfer must, where appropriate, be topped up by the beneficiary so as to attain at least the minimum subscription required by prospectus.

In application of Article L. 214-8-7 of the French Monetary and Financial Code, the redemption by the fund of its units, as well as the issue of new units, may be temporarily suspended by the management company where required by exceptional circumstances and in the interests of the unitholders.

When the mutual fund's net assets are lower than the amount set out in the rules, the redemption of units is not permitted.

The fund may cease to issue shares, pursuant to paragraph two of Article L. 214-8-7 of the French Monetary and Financial Code, in objective situations entailing the closure of subscriptions, such as the issue of a maximum number of units or shares, a maximum amount of assets achieved or the expiry of a determined subscription period. Said objective situations are set out in the fund prospectus.

Article 4 – Calculation of net asset value

The net asset value of units is calculated by applying the valuation rules set out in the prospectus.

HEADING 2 – FUND OPERATION

Article 5 – The fund management company

The fund is managed by the fund management company in accordance with its defined orientation.

The management company acts solely in the interest of the unit-holders at all times and is solely entitled to exercise the voting rights attaching to the securities held by the fund.

Article 5b – Operating rules

The instruments and deposits eligible for the fund's assets, together with the investment rules, are described in the prospectus.

Article 6 – The depository

The custodian carries out the missions entrusted to it, pursuant to the legal and regulatory provisions in force, as well as those contractually assigned to it. It must notably satisfy itself as to the legality of all the decisions taken by the portfolio management company. Where necessary, it must take whatever precautionary measures are required. In the event of a dispute with the management company, it shall inform the AMF.

Article 7 – The auditor

Subject to approval by the AMF, the fund management company's board of directors appoints an auditor for six financial years.

The auditor carries out the controls and preparatory work provided for by law. Upon each audit, it certifies the true and fair nature of the accounts and of the accounting material contained in the management report.

The auditor may have its mandate renewed.

The auditor must promptly notify the AMF of any information or decision relating to the undertaking for collective investment in transferable securities of which it became aware in the course of its duties, and which could:

- 1) Constitute a breach of the laws or regulations governing this undertaking, and which may significantly affect its financial position, results or assets and liabilities;
- 2) Adversely affect the operations or its ability to continue as a going concern;
- 3) Give rise to qualifications or a refusal to certify accounts.

The auditor shall supervise the valuation of assets and the calculation of exchange ratios for conversions, mergers or spin-offs.

The auditor shall assess all contributions in kind as part of its responsibilities.

It shall check the asset allocation and other items prior to publication.

The auditor's fees are agreed jointly with the board of directors or management board of the management company on the basis of an audit plan detailing the work deemed necessary.

The auditor shall certify the financial statements used to calculate interim dividends.

The auditor's fees are included in the management charges

Article 8 – The accounts and management report

At the end of each financial year, the fund management company prepares the summary accounting documents and a report on the management of the fund during that financial year.

The inventory is certified by the depository and all of the above documents are audited by the auditor.

The fund management company keeps these documents available to unitholders in the four months following the end of the financial year and informs them of the amount of revenues to which they are entitled. The documents are either sent by mail at the express demand of unitholders or made available at the fund management company's premises.

HEADING 3 – METHODS FOR APPROPRIATING INCOME

Article 9 – Procedures for allocating income and distributions

Net income for the financial year is equal to the amount of interest, arrears, dividends, premiums and bonuses, directors' fees and all proceeds relating to securities in the fund's portfolio, plus the proceeds of sums temporarily available and less management fees and borrowing costs.

The sums distributable are equal to the net income for the financial year, plus retained earnings and plus or minus the balance of revenue accrual accounts relating to said financial year.

The fund management company decides the appropriation of income.

The sums distributable are fully capitalised, with the exception of those for which distribution is mandatory by virtue of law.

HEADING 4 - MERGER - DE-MERGER - DISSOLUTION - LIQUIDATION

Article 10 - Merger - De-merger

The fund management company may either transfer all or some of the assets included in the fund to another fund, or divide the fund into two or more mutual funds.

These merger or de-merger transactions may take place no earlier than one month after the unitholders have been notified. They occasion the delivery of a new certification specifying the number of units held by each unitholder.

Article 11 - Dissolution - Extension

If the fund's assets remain below the amount set out in Article 2 above for a period of 30 days, the fund management company informs the AMF and proceeds with the dissolution of the fund, except in the event of a merger with another mutual fund.

The fund management company may dissolve the fund early. In this case, it informs the unitholders of its decision, and subscription and redemption requests are no longer accepted as of this date.

The fund management company also dissolves the fund in the event of a redemption request concerning all the units, the cessation by the depository of its functions – providing that no other depository has been appointed – or the expiry of the fund's duration, providing said duration has not been extended.

The fund management company informs the AMF by mail of the date and method of dissolution. It then sends the auditor's report to the AMF.

The fund management company may decide to extend the duration of the fund in agreement with the depository. This decision must be taken at least three months before the expiry of the fund's planned duration and communicated to unitholders and the AMF.

Article 12 - Liquidation

In the event of dissolution, the depository or the fund management company is responsible for undertaking liquidation operations ; failing this, the liquidator shall be appointed by the court at the request of any interested party. To this effect, they are invested with the broadest powers for the purposes of realising assets, paying any creditors and allocating the available balance between unitholders in the form of cash or securities.

The auditor and the depository continue to exercise their functions until liquidation operations have been completed.

HEADING 5 - DISPUTES

Article 13 - Jurisdiction – Choice of domicile

All disputes relating to the fund and arising during the duration of the fund's operations or during its liquidation, whether between unitholders or between unitholders and the management company or the depository, are subject to the jurisdiction of the competent courts.