



Mandarine Active

Prospectus



SRI Labelled Fund

UCITS governed by French law covered by Directive 2009/65/EU – UCITS

February 2020

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I. Main Features

I.1 Name

Mandarine Active (hereinafter referred to as the **Fund**)

I.2 Legal form and Member State in which the UCITS was established

Mutual fund (Fonds Commun de Placement) under French law.

I.3 Creation date and intended duration

This Fund was created on 17 December 2012 for a period of 99 years.

I.4 Overview of the management offer

	R units	S units	F units	I units	G units	M units
ISIN code	FR0011351626	FR0011352152	FR0013272515	FR0011352160	FR0011352178	FR0011352186
Allocation of the distributable sums	Capitalisation					
Currency denomination	EUR					
Target investors	All subscribers	Spanish and Italian subscribers (3)	All subscribers	All subscribers and more particularly institutional and similar	investors governed by German and Austrian law (1) and similar investors	All subscribers and more particularly institutional and similar investors
Minimum initial subscription	EUR 50	EUR 300,000 (*)	EUR 50	EUR 1,000,000 (*)	EUR 1,000,000 (*)	EUR 40,000,000 (*)
Minimum subsequent subscription	Ten thousandth of a unit					
Initial net asset value	EUR 500	EUR 5,000	EUR 500	EUR 5,000	EUR 5,000	EUR 50,000
Decimalisation	Yes, ten thousandth					

* except the Management Company, which may only subscribe to one unit. Similarly, any investor investing on the launch/creation date of the Fund may only subscribe to one unit.

The OPCVM is:

- all subscribers: R units;
- all institutional and equivalent investors: I and M units
- reserved for legal persons subject to German legal and tax rules, especially those relating to the provisions of § 5 Investmentsteuergesetz and also legal persons governed by Austrian law: G units;
- reserved for institutional and equivalent investors whose registered office or place of residence is located in Italy or Spain: (S) units;
- for F units: units reserved for investors, and, solely as part of subscription or distribution within the European Union, who are:
 - o - financial intermediaries who, owing to regulations applicable to their situation, are not authorised to receive or hold any non-monetary fees or benefits; or
 - o Subscribers subscribing to portfolio management services on behalf of third-parties (management by mandate) and/or independently provided investment consulting, within the meaning of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments, within the European Union (the MIF2 Directive);
 - o distributors subscribing to investment consulting services which can be considered non-independent within the meaning of the MIF2 Directive on a contractual basis with their client and where such a distributor neither receives nor keeps fees or other

non-monetary benefits within the meaning of the MIF2 Directive.

I.5 Indication of the place where the latest annual report and the latest interim report are available

The Fund's prospectus, the annual and interim reports and the breakdown of assets are sent, within one week, free of charge upon written request to:

MANDARINE GESTION - 40, Avenue George V - 75008 Paris; email: serviceclient@mandarine-gestion.com

The full prospectus of the Fund, the annual and interim documents are available at: www.mandarine-gestion.com.

Dissemination of the portfolios.

The Management Company may be required to transmit all or part of the information concerning the composition of the portfolio of the UCITS to enable some of its investors, in particular institutional investors, to comply with their obligations derived notably from Directive 2009/138/EC ("Solvency II") with respect to transparency (*SCR - Solvency Capital Requirement*).

The Management Company will ensure that each investor who is a recipient of this information has established procedures for managing sensitive information prior to the transmission of the composition of the portfolio so that such information is only used for calculating prudential requirements. These procedures must also prevent the practices of *market timing* or *late trading*.

II. Participants

II.1 Management Company

MANDARINE GESTION

Société Anonyme - 40, Avenue George V - 75008 PARIS
Portfolio management company approved by the Autorité des marchés financiers (AMF – Financial Markets Authority) on 28 February 2008 under GP No 0800 0008.

II.2 Depositary and Custodian

BNP PARIBAS SECURITIES SERVICES

Partnership limited by shares registered with the Registre du Commerce et des Sociétés (Trade and Companies Register) in Paris under No 552 108 011. Credit institution approved by the Autorité de Contrôle Prudentiel.

Registered office: 3, Rue d'Antin, 75002 PARIS

Postal address: 9, Rue du Débarcadère, 93500 PANTIN

BNP PARIBAS SECURITIES SERVICES, a partnership limited by shares (société en commandite par actions), registered in the Trade and Companies Register under number 552 108 011, is an establishment approved by the Autorité de Contrôle Prudentiel et de Résolution (ACPR) and subject to the supervision of the Autorité des Marchés Financiers (AMF), whose registered office is at 3, rue d'Antin, 75002 Paris.

As part of the Fund's liabilities management, the subscription, redemption and issuer account holding centralisation functions are carried out by the Depositary in connection with Euroclear France, through which the units are registered.

Description of the responsibilities of the Depositary and potential conflicts of interest

Directive 2009/65/EC, as amended by Directive 2014/91/EU, referred to as "UCITS 5", specifies the responsibilities of UCITS depositaries. It entered into force on 18 March 2016.

The Depositary has three types of responsibilities: monitoring the compliance of the decisions of the Management Company (as defined in Article 22.3 of the Directive), monitoring of cash flows of the UCITS (as defined in Article 22.4), and custody of the UCITS' assets (as defined in Article 22.5). All of these responsibilities are set out in a written contract between the Management Company, MANDARINE GESTION, and the depositary, BNP Paribas Securities Services.

The primary objective of the Depositary is to protect the interests of unitholders/investors in the UCITS, which always prevail over commercial interests.

Potential conflicts of interest may be identified, in particular if the Management Company also maintains commercial relations with BNP Paribas Securities Services SCA in parallel to its appointment as Depositary (which may be the case if

BNP Paribas Securities Services calculates, by delegation of the Management Company, the NAV of the UCITS for which BNP Paribas Securities Services is the Depositary, or when a group relationship exists between the Management Company and the Depositary).

To manage these situations, the Depositary has implemented and maintains a management policy for conflicts of interest with the following objectives:

- Identifying and analysing situations involving potential conflicts of interest
- Recording, managing and monitoring situations involving potential conflicts of interest:
 - o based on permanent measures in place to manage conflicts of interest, such as segregation of duties, separation of hierarchical and functional lines, monitoring of internal insider lists, and dedicated IT environments;
 - o by implementing on a case-by-case basis:
 - ✓ preventive and appropriate measures such as the creation of ad hoc watchlists, new Chinese walls, or verifying that transactions are properly processed and/or informing affected customers
 - ✓ or by refusing to manage activities that may give rise to conflicts of interest.

Description of any custodial functions delegated by the Depositary, list of delegates and sub-delegates and identifying conflicts of interest likely to arise from such delegation

The UCITS Depositary, BNP Paribas Securities Services SCA, is responsible for the custody of the assets (as defined in Article 22.5 of Directive 2009/65/EC, as amended by Directive 2014/91/EU). In order to provide services related to the safekeeping of assets in a large number of countries, enabling the UCITS to achieve their investment objectives, BNP Paribas Securities Services SCA has appointed sub-custodians in countries where BNP Paribas Securities SCA services would have no local presence. These entities are listed on the following website:

<http://securities.bnpparibas.com/solutions/asset-fund-services/depositary-bank-and-trustee-serv.html>

The process of appointment and supervision of the sub-custodians is carried out in accordance with the highest quality standards, including the management of potential conflicts of interest that may arise in connection with these appointments.

Up-to-date information on the above-mentioned points will be sent to the investor upon request.

Establishment in charge of holding the issue account: BNP Paribas Securities Services.

II.3 Statutory auditor

PIERRE-HENRI SCACCHI & ASSOCIÉS

Represented by Olivier Galienne
8-10 Rue Pierre Brossolette
92309 Levallois-Perret

II.4 Marketer

MANDARINE GESTION

40, Avenue George V - 75008 PARIS

The Fund is registered with Euroclear France and its units may be subscribed or redeemed through financial intermediaries who are not known to the Management Company.

II.5 Centralising agent

Centralising agent for subscription and redemption orders by delegation of the management company:

BNP PARIBAS SECURITIES SERVICES

Partnership limited by shares registered with the Registre du Commerce et des Sociétés (Trade and Companies Register) in Paris under No 552 108 011.

Registered office: 3, Rue d'Antin, 75002 PARIS

Postal address: Grands Moulins de Pantin, 9, rue du Débarcadère, 93500 PANTIN

II.6 Appointed representatives

Administrative management and accounting:

BNP PARIBAS SECURITIES SERVICES

Partnership limited by shares registered with the Registre du Commerce et des Sociétés (Trade and Companies Register) in Paris under No 552 108 011.

Registered office: 3, Rue d'Antin, 75002 PARIS

Postal address: Grands Moulins de Pantin 9, Rue du Débarcadère – 93761 PANTIN CEDEX

The delegation agreement covers the accounting management, including accounting updates, the net asset value calculation, the preparation and presentation of the file required for the audit carried out by the statutory auditor, and the keeping of accounting records.

III. Operating and management procedures

III.1 General characteristics

III.1.1 Features of the units or shares

ISIN codes:

R units	: FR0011351626
S units	: FR0011352152
I units	: FR0011352160
G units	: FR0011352178
M units	: FR0011352186
F units	: FR0013272515

Nature of the right attached to the category of unit: Each unitholder has a right of co-ownership to Fund assets in proportion to the number of units held.

Entry in a register or specification of the methods for managing liabilities by delegation of the management company: liabilities are managed by BNP PARIBAS SECURITIES SERVICES.

The Fund is registered with Euroclear France.

Voting rights: no voting rights are attached to units, as decisions are taken by the Management Company. However, information on changes in the operation of the Fund is provided to the unitholders either personally, through the press or by any other means in accordance with the regulations.

Form of units: all units are in bearer form.

Decimalisation of the units: YES NO

Number of decimal places:

tenths hundredths thousandths ten thousandths

III.1.2 Closing date

Last trading day of December. The first financial year will end on 31 December 2013.

III.1.3 Information on the tax system

The Fund itself is not subject to taxation. However, unitholders may incur taxation on any revenue distributed by the Fund, where paid, or when selling the securities.

The tax system applicable to the amounts distributed by the Fund or any realised or unrealised capital gains or losses of

the Fund depend on the tax provisions applicable to the investor's particular situation and their tax residency. Thus, certain revenue distributed in France by the Fund to non-residents is liable to withholding tax in this state.

Abroad (in the Fund's investment countries), capital gains realised on the sale of foreign transferable securities and income from foreign sources earned by the Fund as part of its management may, where applicable, be subject to taxation (usually in the form of a withholding tax). Taxation abroad may, in certain limited cases, be reduced or nullified in the event of applicable tax agreements.

With regards to unitholders of the Fund:

- Unitholders resident in France: Capital gains or losses realised by the Fund, revenue distributed by the Fund and capital gains or losses recorded by the unitholder are subject to current tax legislation.
- Unitholders residing outside of France: Subject to tax agreements, the taxation provided for in Article 150-0 A of the CGI is not applicable to capital gains earned on the redemption or sale of units of the Fund by persons not fiscally resident in France under Article 4 B of the CGI or whose registered office is located outside of France, on condition that such persons have not held, directly or indirectly, more than 25% of the units at any time during the five years preceding the redemption or sale of their units (CGI Article 244a C).

Unitholders residing outside France shall be subject to the provisions of tax legislation in effect in their own country of residence.

Investors benefiting from the Fund as part of a life insurance contract shall be subject to taxation applicable to life insurance contracts.

Tax system in Germany:

The Fund is classed as an "Aktienfonds" under German tax law; Kapitalbeteiligungen greater than 51%.

NB: depending on your tax system, any capital gains and income associated with holding units in the Fund could be subject to taxation. We recommend that you consult your tax adviser for information on this matter.

- Eligible for PEA/ESP (equity savings) DSK contract Madelin law PERP plan)

III.2 Special provisions

III.2.1 ISIN codes

R units	: FR0011351626
S units	: FR0011352152
I units	: FR0011352160
G units	: FR0011352178
M units	: FR0011352186
F units	: FR0013272515

AMF classification: "Equities of eurozone countries"

Up to 60% of the Fund is permanently exposed to at least one or more markets for equities issued in one or more eurozone countries.

UCITS of UCITS and AIF (meeting the criteria of Article R214-13 of the Monetary and Financial Code):
less than 10% of the net assets.

III.2.2 Management objective

The Fund aims to achieve a performance that is higher than the **EURO STOXX® EUR Net Return** index over the recommended investment period of 5 years, via an active stock-picking strategy and by selecting companies in the eurozone that meet the **ESG criteria** (*Best in Universe approach*) and have an above-average growth profile according to the analysis of the Management Company.

Benchmark index

The performances are compared to the performance of the **EURO STOXX® Net Return EUR index** (hereinafter referred to as the "**Index**").

This Index is one of the benchmarks for large, medium and small capitalisation issuers on eurozone markets.

Codes: SXXT; ISIN: EU0009658194; Reuters: STOXXER; Bloomberg ID: BBG000P5MZD4.

The Index is denominated in euros. The performance of the index includes the dividends generated by the equities that comprise the benchmark.

For further information on the characteristics and composition of this Index, please consult the website of the Index Producer (www.stoxx.com) by clicking on the following link: <https://www.stoxx.com/index-details?symbol=SXXGT>.

Information according to Q&A ESMA 34-43-362 "Actively managed Fund"

The Fund is actively managed.

However, the Fund's objective is not to reproduce the performance of this index in any manner. It makes its investments based on criteria that could result in significant

variations compared to the performance and composition of this Index. Investments in companies are made on the basis of weightings that are not based on the relative weighting of each company in the Index.

Information concerning the benchmark indicator used by the Fund carried out in accordance with the provisions of EU Regulation 2016/1011.

In accordance with Article 52 of Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds and amending Directives 2008/45/EU and 2014/17/EU and Regulation (EU) No 596/2014 (hereinafter referred to as the "**Benchmark Regulation**" or "**BMR**"). Since the Management Company uses benchmarks within the meaning of BMR regulations, it is required, in its capacity as a "User" of benchmarks:

- to ensure that the benchmark indices it uses within the European Union are supplied by administrators that are legally authorised or registered with the European Union as benchmark index Administrators (Art. 29); or to ensure that those originating from third countries respect the principle of equivalence and the regulatory requirements (Article 30-33);
- to establish a suitable monitoring procedure for benchmark indices allowing it to substitute a new index in the event that one or more of the benchmark indices it uses should be substantially modified or ceases to be published (Art 28).

On the date of the latest update to this Prospectus, which is the date appearing on the first page, the Administrator has obtained a registration under Article 32 and is therefore listed in the publication of administrators and publication of benchmarks maintained by ESMA (hereinafter referred to as "**Benchmark Register - List of EU benchmark administrators and third country benchmarks**").

For informational purposes, "Benchmark Administrators" on the ESMA website (<https://www.esma.europa.eu/databases-library/registers-and-data>) contains, on the one hand, the list of "EU & EEA benchmark administrators"; in other words, and more specifically, the list of administrators located in the European Union who have been authorised or registered (Art. 34), the administrators meeting the conditions set out in Art. 30(1) of the same regulation, and on the other hand, the list of "third country benchmarks"; in other words, the list of administrators located outside the European Union (Article 30(1)(c)).

III.2.3 Investment strategy

The investment strategy is based on the selection of growth securities of all types of capitalisation selected within the eurozone.

To reconcile the quest for performance with the development of socially responsible practices, the ESG criteria are

considered according to a **Best in Universe approach**.

The **Best in Universe approach** is a type of **ESG selection** consisting of favouring, within the investment universe, the issuers with the highest scores from an **extra-financial perspective**, regardless of their **field of activity**.

The ESG process for the selection of securities is based on the collection of extra-financial information about the securities in the Fund's investment universe.

Mandarine Gestion's ESG expertise unit attributes extra-financial scores to the securities. The extra-financial analysis results in a 5-step ESG score from A (best score) to E (worst score). The Fund's investment universe excludes issuers with the worst ESG score ("E" score), which thus makes it possible to establish a list of securities in which the Manager may invest.

The use of this selection process results in a 20% reduction in the ESG investable universe.

Extra-financial scores may go up or down over time. They are reviewed at most every 12 months. They may lead to investment or divestment decisions.

Under the law, companies involved in the production or distribution of anti-personnel mines and cluster munitions prohibited by the Ottawa and Oslo Conventions are also excluded.

The fund may invest up to a maximum of 10% in assets that have not been subject to ESG analysis.

Using a stock-picking strategy (securities selected based on the opinions of the management team), the management team selects eurozone growth companies of all capitalisations which are delivering above-average growth in terms of their results and margins, and which have the potential to increase in value. Investment in small cap securities will be less than 25 % of the net assets.

The share of issuers with a ESG rating in the Fund's portfolio (*excluding public debt and cash*) will be sustainably higher than 90%.

To select the securities eligible for the Fund, the management team uses financial analysis combined with extra-financial screening based on ESG **criteria** performed upstream.

Extra-financial ESG selection process

In order to select the fund's eligible securities within the investment universe and thus reconcile the quest for performance with the development of socially responsible practices, the management team uses financial analysis combined with restrictive extra-financial screening based on **ESG criteria** performed upstream by the Management Company's independent extra-financial analysis unit, via its

"proprietary" extra financial analysis tool **Mandarin-ESG view®**.

In order to enable ESG integration, ESG analysis is based on the collection, cross-referencing and appropriation of qualitative and quantitative extra-financial information from multiple sources to allow for original hedging:

- reporting and CSR reports of issuers, companies in fact have an obligation to publish an Extra-Financial Performance Statement (DPEF). The DPEF is an authentic lever of strategic management of companies and is subject to verification by an independent third party;
- meetings with issuers, management and stakeholders (NGOs, unions, study reports, etc.);
- the reports and analyses of brokers and extra-financial score agencies.

To reconcile the quest for performance with the development of socially responsible practices, the ESG criteria are used in the management process according to a **Best in Universe approach**. The **Best in Universe approach** is a type of **ESG selection** consisting of favouring, within the investment universe, the issuers with the highest scores from an **extra-financial perspective**, regardless of their **field of activity**.

Through a "proprietary" extra-financial filter, European companies are rated according to their impact on the Company. That is to say both individually, on the stakeholders essential to the economic development of the company (*consumers/customers, employees, suppliers, etc.*) and collectively on general welfare (*local communities, environment, public interest, etc.*).

To achieve this objective, Mandarine Gestion's ESG expertise unit attributes extra-financial scores to the issuers, known as **Active® scores**, through a proprietary filter in order to identify companies with a positive impact on society within the investment universe .

The **Active® score** is the average of two major extra-financial components: an "individual" or "social" score and a "community" or "societal" score.

- The **individual score** is made up of the aggregated advanced criteria (*health & well-being, employment, training, diversity, human rights, security, collective agreements, controversial issues, etc.*) taking into account the stakeholders who participate in the economic and social sphere of the company. This score is based on a number of indicators (*corporate governance, employees, customers or consumers, suppliers and subcontractors, shareholders, competitors and partners, etc.*).
- The **"Community" score** is made up of the aggregated advanced criteria (*natural resources, business ethics, green mobility, whistle-blowers, circular economy, reduction of emissions, controversies, etc.*) on the company's ecosystem and the way the company interacts with its

external stakeholders. This essentially covers the public and social sphere in terms of its social responsibility (*public authorities: local and regional communities, general welfare, environment and civil society: associations, NGOs, experts, citizens, etc.*)

The result of the extra-financial analysis results in a five point Active® score (*quintiles*) ranging from A (*best score*) to E (*worst score*). Companies that are not in the "E" quintile but have a negative Active® score are still likely to be subject to further quantitative analysis, particularly through shareholder engagement.

To pass the ESG filter, companies must have an Active® score greater than 50 on a scale from 0 to 100.

Issuers with the worst Active® score are excluded from the investment universe ("*E*" score) which enables the Fund to establish a list of securities in which the manager can invest. The use of this selection process results in a 20% reduction in issuers in the investment universe with an Active® score.

Active® scores may go up or down over time. They are reviewed *at least* every 12 months.

In addition to the **Best in Universe filter**, a further filter is applied for issuers with an Active® score of less than 50 on a scale from 0 to 100. Any business in the first four quintiles of the **Best in Universe filter**, but with an Active® score of less than 50 on a scale of 0 to 100, will not be eligible for the portfolio. This is in order to select companies with a positive societal impact from the eligible investment universe.

Under the law, companies involved in the production or distribution of anti-personnel mines and cluster munitions prohibited by the Ottawa and Oslo Conventions are also excluded.

Financial Management Strategy

The investment strategy consists of applying active management based on an essentially *bottom-up* approach, enriched with *top-down adjustments*, by selecting companies with an above average profit forecast, on a discretionary basis, from among companies having a positive social impact.

The *bottom-up approach* consists in studying the company's fundamentals.

Therefore, the security selection process will use qualitative criteria:

- identification of growth engines or catalysts (*geographic, regulatory, innovation, acquisition, cycle, etc.*);
- quality of management and teams, competitive advantages, alignment of interests with those of minority shareholders, etc.;

- position of the company in its sector (*leader, challenger, etc.*) and in particular vis-à-vis its comparable issuers listed in other geographic areas (*cross-border reading*);
- sustainability of growth (*competitive advantage, underlying growth trend, entry barrier*);
- identification of future value creation (*extension of the addressable market, replicability of the model in new regions*), etc.

and quantitative aspects based on financial criteria used to analyse the companies:

- organic growth of sales revenue and operating profits;
- size of the addressable market and trend in market shares;
- quality of the financial structure (ability to fund its own growth, debt ratios and ability to repay this debt);
- visibility of the earnings growth (*historical volatility of earnings and cash flows*);
- sustainability of value creation (*ROE/ROCE*); outlook (*organic growth, growth by acquisitions, restructuring, etc.*); ability of the company to achieve earnings exceeding the consensus (*earnings surprise*); absolute and relative valuation of the company according to a growth criteria rating.

Top-down *analysis* is used to supplement the active selection of securities to adjust the geographical and sectoral allocation of the fund.

The Fund Manager will analyse:

- the political and macro-economic environment;
- the sectoral environment (cyclical effects, competition, leadership, etc.).

Based on these analyses, the manager may diversify into other asset classes (as described below) if he anticipates that the main performance driver (equity markets) will not allow him to achieve the investment objective. He may therefore decide to invest in debt securities or money-market instruments (directly or indirectly through UCITS, AIFs or ETFs up to a limit of 10% of their assets).

Exposure to foreign exchange risk of currencies other than those of the eurozone will be secondary (less than 10%).

Furthermore, the Fund shall be exposed in accordance with the following ranges:

- the Fund's exposure range to equity markets of 60% to 100% can be accomplished directly (via live securities) or indirectly (via UCITS or AIFs).
- the Fund's exposure range to interest rate markets: 0% to 25% can be achieved directly (via live securities) or indirectly (by UCITS or AIFs).

In addition to the financial criteria, extra-financial criteria are taken into account by managers even in the context of financial management (ESG Integration).

Beyond the 2 previously predefined filters (**Active** score of absolute level filter and Best In Universe relative filter), ESG integration enables the manager to better qualify and evaluate the continuation, relevance and sustainability of growth and the competitive position of companies.

The indicators selected as part of the Active filter are leading indicators of future growth. They help to qualify the sustainability of future growth and therefore the visibility and quality of the *business model* of the company.

The set of ESG indicators analysed in the Best In Universe relative filter also enable the manager to better understand and qualify the company's risk profile. They are discretionary and restrict management of the fund.

Dynamic and comparative analysis of the selected indicators is an additional qualitative element that feeds the bottom-up thinking of the manager and their management choices.

This type of management is discretionary and conviction-driven, allowing a high degree of autonomy in selecting investments. This type of management can be qualified as active (*versus passive or indexed-linked*) in view of the concentration of its investments and its low level of correspondence with the benchmark index of the portfolio (*high active share*).

Concerning the categories of assets and financial contracts in which the Fund intends to invest

Assets (excluding integrated derivatives)

The Fund's portfolio consists of the following categories of assets and financial instruments:

Shares

At least 60% of the Fund's assets are exposed to markets in eurozone countries. Additionally, the Fund may invest in other markets than those in the eurozone.

The overall equity exposure will be between 60% and 100 % of the Fund's net assets.

Due to its eligibility for the PEA tax system, the Fund invests at least 75% of its net assets in PEA-eligible securities.

Investments will be made opportunistically at the discretion of the Fund Manager, without any geographical, sector or market capitalisation constraints. Only the potential for appreciation determines the selection and weighting of investments in the portfolio. Investment in small cap securities will be less than 25% of the assets. Investment in equities of emerging countries shall be made on an ancillary basis (less than 10%).

Besides the shares that constitute at least 75% of the Fund's assets, the following assets are also likely to be included in the portfolio, up to a maximum of 25%:

Debt securities and money market instruments

As part of the cash management of the Fund, or according to Fund's equity market predictions, the Fund Manager may also use bonds, convertible bonds, debt securities, deposits and money market instruments.

The distribution of private/public debt is not determined in advance, as it will be based on the market opportunities. Similarly, the Fund Manager determines the duration and the sensitivity of bonds held in the portfolio based on the management objectives and market opportunities. These will be bonds and medium-term negotiable securities (*NEU MTN Negotiable European Medium Term Note*) and short-term marketable securities (*NEU CP Negotiable European Commercial Paper*) issued by a eurozone government, eurozone non-government bonds and marketable debt securities (private debt). The rating of the bonds by Standard & Poor's agencies and equivalent rating agencies shall be at least equal to "BBB-" - *Investment Grade* - on the day of the investment or their credit rating estimated by the management company must correspond to this level

UCITS, AIFs, investment funds or Exchange Traded Funds (ETFs)

In order to manage the cash or access to markets or specific management styles (sectoral or geographical etc.), the Fund may invest up to 10% of its net assets in UCITS, AIFs or ETFs, possibly managed by Mandarine Gestion.

Investments are made within the regulatory limits in:

- French or foreign UCITS (UCITS);
- alternative investment funds (AIF).

Classification of target UCITS and AIFs governed by French law: in the case of investment in UCITS and AIFs, for those which are governed by French law, the AMF classifications described in the AMF Instructions specify the operating rules of UCITS and AIFs.

The Fund may invest in listed index-linked vehicles and Exchange Traded Funds.

Derivative instruments

The Fund may invest in financial futures (traded on regulated and organised markets, in France and abroad and/or OTC) within the limits laid down by the regulations.

In this context, the Fund Manager may take positions to offset fluctuations in the market: Fund transactions may therefore consist of:

- either hedging the portfolio "shares", while respecting the permanent exposure constraint of at least 60% on the eurozone equities market;

Furthermore, transactions may be entered into on the OTC markets as part of treasury management or currency transactions.

Total return swaps

The Fund will not use Total Return Swaps (TRS).

For securities with embedded derivatives (securities subscription warrants, securities with a subscription or exchange or transfer rights, etc.)

Nature of instruments used: Essentially, subscription warrants, and any type of bonds to which a conversion or subscription right is attached. In particular, the Fund may invest in securities with exposure to shares (convertible bonds, exchangeable bonds or equity notes).

Strategy for using embedded derivatives to achieve the management objective: Transactions in embedded derivatives are of the same nature as those on financial instruments. The Fund may use up to a limit of 100% of the net assets on embedded derivatives.

Deposits

The Fund may make deposits with a maximum term of 12 months with one or more credit institutions. The aim of these deposits is to contribute to the cash holdings. Deposits denominated in euros or other currencies which adhere to the four conditions of the Monetary and Financial Code can account for up to 100% of assets.

Cash loans

As part of its normal operation, the Fund may temporarily find itself in debt and may make use of cash loans in this case, up to a limit of 10% of its assets.

Temporary purchases and sales of securities

Not applicable.

For contracts constituting financial guarantees

Not applicable

III.2.4 Risk profile

Your money will primarily be invested in financial instruments selected by the Management Company. These instruments will be exposed to market trends and risks. The list of risk factors set out below is not exhaustive.

The Fund is classified as a "eurozone equities" UCITS. As such, investors are primarily exposed to the following risks:

Risk of capital loss:

Investors should be aware that the performance of the Fund may not be in line with its objectives and, because the Fund is not capital protected or guaranteed, investors may not recover the full amount of their invested capital.

Equity market risk:

More than 60% of the Fund is exposed to one or more equity markets that could experience substantial fluctuations. The equity risk involved corresponds to downturns in the equity markets. The Fund is exposed to equities, which means the

net asset value may drop significantly. If the equity markets fall, the value of the portfolio may decline.

Risks linked to investments in small and mid-cap securities:

Given its management orientation, the Fund may be exposed to small and mid-cap securities, which may carry liquidity risk owing to their specific characteristics. Due to the restricted nature of the market, the performance of such securities is more pronounced and may rise or fall sharply. This may result in an increase in the volatility of the net asset value.

Convertible bond risk: Convertible bonds, which may be included in the composition of the Fund, may fluctuate depending on the evolution of the share price attached to them via the value of the conversion / exchange option. Investors are therefore reminded that this equity risk may result in a decrease in the Fund's net asset value.

Interest rate risk:

Given its management orientation, the Fund may be exposed to interest rate risk. Interest rate risk is represented by fluctuations in the yield curve. The interest rate markets move in the opposite direction of interest rates. This risk arises from the fact that, in general, the price of debt securities and bonds falls when interest rates rise.

Credit risk:

Credit risk is the risk that the issuer cannot meet its commitments. Credit risk is limited to debt securities and money-market instruments, which may not make up more than a maximum of 25% of net assets. Investors are reminded that this risk may result in a decrease in the Fund's net asset value.

Risks associated with discretionary management:

The discretionary management style applied by the Fund is based on the selection of securities and on the expectations of the different markets. There is a risk that the Fund may not be invested in the best-performing securities at all times. As a result, the Fund's performance may be lower than the investment objective. Furthermore, the net asset value of the Fund may decline. Performance largely depends on the Fund Manager's ability to anticipate market movements.

Political risk:

This is any risk associated with a political or geopolitical situation, a decision or a lack of decision by the political authorities or national, transnational or supranational administrative authorities: nationalisation without sufficient compensation, embargoes, protectionist measures, exclusion of certain markets, discriminatory taxation, resulting in lasting damage to public order and economic stability: revolution, civil war, etc. When such intrinsically unpredictable events occur, there can be very significant financial consequences.

To a lesser extent, they are also exposed to the following risks:

Emerging markets risk:

Market practices and monitoring measures in emerging markets may deviate from the standards prevailing on the large international markets: information on certain securities may be incomplete and liquidity may be lower. The performance of these securities may therefore be volatile. If the securities of the emerging markets fall, the net asset value of the Fund may fall.

Counterparty risk:

The Fund is exposed to the counterparty risk that results from the use of financial futures. Contracts for these financial instruments may be concluded with one or more credit institution(s) that is/are not able to honour their commitments under these instruments. Investors are reminded that this risk may decrease the Fund's NAV.

Exchange risk:

This is the risk that fluctuations in foreign currencies could affect the value of securities held in the portfolio. The Fund may hold, either directly or through UCITS or AIFs, securities denominated in currencies other than those of the eurozone. Therefore, fluctuations in exchange rates could result in a lower net asset value. The exchange risk may be hedged through derivatives.

Guarantee and protection:

The Fund does not offer any guarantee or capital protection of any kind or type whatsoever. The Fund will thus monitor both upward and downward movements in the markets for the financial instruments used in the portfolio, which may result in it not returning the capital initially invested.

Target investors and typical investor profile

The OPCVM is:

- all subscribers: R units;
- all institutional and equivalent investors: I and M units;
- reserved for legal persons subject to German legal and tax rules, especially those relating to the provisions of § 5 Investmentsteuergesetz and also legal persons governed by Austrian law: G units;
- reserved for institutional and equivalent investors whose registered office or place of residence is located in Italy or Spain: S units;
- for F units: units reserved for investors, and, solely as part of subscription or distribution within the European Union, who are:
 - financial intermediaries who, owing to regulations applicable to their situation, are not authorised to receive or hold any non-monetary fees or benefits; or
 - subscribers subscribing to portfolio management services on behalf of third-parties (management by mandate) and/or independently provided investment consulting, within the meaning of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments, within the European Union (the MIF2 Directive);

- distributors subscribing to investment consulting services which can be considered non-independent within the meaning of the MIF2 Directive on a contractual basis with their client and where such a distributor neither receives nor keeps fees or other non-monetary benefits within the meaning of the MIF2 Directive.

The Fund is open to any investor seeking a dynamic return who agrees to be exposed to significant equity risk. The appropriate amount to be invested in the Fund depends on each investor's personal situation. To determine this, investors must take into account their personal assets, their current and future needs, investment horizon, and also their willingness to take risks or opt instead for a more cautious investment. Investors are also strongly advised to diversify their investments in order to avoid exclusive exposure to the risks of this Fund.

Recommended investment period: over 5 years

Special warning "US Person" U.S. SEC Regulation S (Part 230 – 17 CFR 2330.903)/US Investors:

These Fund units have not been registered under the US Securities Act of 1933. Consequently, they may not be offered or sold, directly or indirectly, in the United States or on behalf of or to the benefit of a "US person" as defined by the US "Regulation S". Furthermore, the units of this fund also cannot be offered or sold, directly or indirectly, to "US persons" and/or to any entities held by one or more "US persons" as defined by the US "Foreign Account Tax Compliance Act (FATCA)" regulation. (The definitions of a "US Person" or an "effective beneficiary" are available at the following address: <http://www.sec.gov/about/laws/secrulesregs.htm> and <http://www.irs.gov/Businesses/Corporations/Foreign-Account-Tax-Compliance-Act-FATCA>).

Any resale or transfer of units to the United States of America or to a "US Person" can constitute a violation of US law and requires prior written consent from the mutual fund's management company. Any persons wishing to acquire or subscribe to the Units will have to certify in writing that they are not "US Persons".

The mutual fund's management company has the authority to impose restrictions (i) on the ownership of Units for a "US Person" and thus proceed with the compulsory redemption of the Units held, or (ii) on the transfer of Units to a "US Person". This authority also extends to any person (a) who appears, directly or indirectly, to be in violation of the laws and regulations of any country or any government authority, or (b) who could, in the mutual fund's management company's opinion, cause the mutual fund to suffer damages that it would not otherwise have endured or suffered.

The offer of Units has not been authorised or rejected by the SEC, the specialised commission of a U.S. State or any other U.S. regulatory body, no more than the aforementioned authorities have delivered a verdict or sanctioned the merits of

this offer, or the accuracy or adequate nature of the documents relating to this offer. Any assertion to this effect is against the law. Any unitholder must inform the mutual fund immediately in the event that they become a "U.S. Person". Any unitholder who becomes a U.S. Person will no longer be authorised to acquire new Units and they may be requested to give up their Units at any time to the benefit of persons who

do not have "U.S. Person" status. The mutual fund's management company reserves the right to proceed with the compulsory redemption of any Unit held, directly or indirectly, by a "U.S. Person", or, if the ownership of Units by any person whatsoever is against the law or the interests of the mutual fund.

III.2.5 Methods of determining and allocating amounts available for distribution

Capitalisation.

- Net result: capitalisation;
- Net capital gains: capitalisation

Accounting based on the coupons received method.

III.2.6 Characteristics of the units or shares (currency denomination, division, etc.)

	R units	S units	F units	I units	G units	M units
ISIN code	FR0011351626	FR0011352152	FR0013272515	FR0011352160	FR0011352178	FR0011352186
Allocation of the distributable sums	Capitalisation					
Currency denomination	EUR					
Target investors	All subscribers	Spanish and Italian subscribers (3)	All subscribers	All subscribers including institutional and similar investors	Institutional and similar investors governed by German and Austrian law (1)	All subscribers and more particularly institutional and similar investors
Minimum initial subscription	EUR 50	EUR 300,000 (*)	EUR 50	EUR 1,000,000 (*)	EUR 1,000,000 (*)	EUR 40,000,000 (*)
Minimum subsequent subscription	Ten thousandth of a unit					
Initial net asset value	EUR 500	EUR 5,000	EUR 500	EUR 5,000	EUR 5,000	EUR 50,000
Decimalisation	Yes, ten thousandth					

*except the Management Company, which can only subscribe to one unit, and for all subscriptions on the creation/launch date of the Fund. Similarly, any investor investing on the launch/creation date of the Fund may only subscribe to one unit.

The OPCVM is:

- all subscribers: R units;
- all subscribers, notably institutional and equivalent: I and M units;
- reserved for legal persons subject to German legal and tax rules, especially those relating to the provisions of § 5 Investmentsteuergesetz and also legal persons governed by Austrian law: G units;
- reserved for institutional and equivalent investors whose registered office or place of residence is located in Italy or Spain: (S) units;
- for F units: units reserved for investors, and, solely as part of subscription or distribution within the European Union, who are:
 - o financial intermediaries who, owing to regulations applicable to their situation, are not authorised to receive or hold any non-monetary fees or benefits; or
 - o subscribers subscribing to portfolio management services on behalf of third-parties (management by mandate) and/or independently provided investment consulting, within the meaning of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments, within the European Union (the MIF2 Directive);
 - o distributors subscribing to investment consulting services which can be considered non-independent within the meaning of the MIF2 Directive on a contractual basis with their client and where such a distributor neither receives

- o nor keeps fees or other non-monetary benefits within the meaning of the MIF2 Directive.

III.2.7 Subscription and redemption methods

Subscription and redemption requests are centralised each valuation day until 1 p.m. Paris time (*hereinafter referred to as "cut-off time"*) with the centralising agent and made on the basis of the next net asset value, i.e. at an unknown price. Payments relating thereto are made on the second trading day following the net asset value date.

Option of subscribing to or redeeming units of the Fund by amount and/or fractions of units (ten thousandths).

Fund unit subscriptions and repurchases can be addressed to:

The centralising agent:

BNP PARIBAS SECURITIES SERVICES

Registered office: 3, Rue d'Antin – 75002 PARIS.

Postal address: 9, Rue du Débarcadère – 93500 PANTIN Cedex.

Subscriptions and redemptions are processed at 1 p.m., Paris time (*cut-off time*).

Pre-centralisation: To the regional transfer agent in Luxembourg (hereinafter referred to as the "Regional Transfer Agent") :

BNP PARIBAS SECURITIES SERVICES - Luxembourg branch

Registered office: 60, Avenue J-F Kennedy L-1855 Luxembourg – Grand Duchy of Luxembourg.

Subscription requests sent to the *Regional Transfer Agent* must be pre-centralised two hours before the centralisation time (*cut-off time*) stipulated above.

Date and frequency of calculation of the net asset value: daily, for all units. The net asset value is calculated every business trading day of the French financial markets (Euronext Paris S.A. Official Calendar).

The net asset value of the Fund is available on request from:

- MANDARINE GESTION – 40, Avenue George V – 75008 Paris;
- or at the following email address: serviceclient@mandarine-gestion.com.

The net asset value is also available on the website: www.mandarine-gestion.com.

Investors wishing to subscribe to units and unitholders wishing to redeem units should contact their account holding institution regarding the cut-off time for processing their subscription or redemption request. The latter may be before the processing cut-off time mentioned above.

Investment and buy back transactions resulting from a request transmitted after the time mentioned in the prospectus (*late trading*) are prohibited.

Pursuant to Article L. 214-8-7 of the Monetary and Financial Code, both the redemption by the Fund of its units and the issue of new units may be suspended temporarily by the Management Company if required by exceptional circumstances and if this is in the interests of the unitholders.

Orders are executed in accordance with the table below:

<i>D-1 (trading) Paris</i>	<i>D-1 (trading) Paris</i>	<i>D: day on which the NAV is established</i>	<i>Trading Ds</i>	<i>D+1 trading</i>	<i>D+1 trading</i>
<i>Centralisation (cut-off time) before 1 p.m. for subscription orders¹</i>	<i>Centralisation (cut-off time) before 1 p.m. for redemption orders¹</i>	<i>Execution of the order on D-1 at the latest</i>	<i>Publication of the net asset value</i>	<i>Payment of subscriptions</i>	<i>Payment of redemptions</i>

¹Excluding any specific period agreed with your financial institution.

Pre-centralisation with the *Regional Transfer Agent* before [11 a.m.] for subscription and redemption orders on trading days in Luxembourg and Paris, which is 2 hours before the Cut-off Time (Cut-off Time - 2 hours).

Time zone: CET (Central European Time) Standardised time UTC/GMT + 1 hour – CEST (Central European Summer Time) UTC/GMT +2.

Terms of switching from one unit to another:

The Fund offers several categories of units. However, switching from one unit category to another takes place by redeeming units held before subscribing to the new units desired. This operation results in the remunerated sale of equities that may generate taxable capital gains depending on the tax residency of the unitholder.

Period between the processing date of a subscription or redemption order and the date on which payment is made:

Where the cut-off time is respected, the delay between the processing date of the subscription or redemption order and the date of payment of this order by the depositary to the unitholder is 2 days.

When orders are transmitted after the centralisation deadline (*cut-off time*), for example at 2 p.m., they will be considered to have been centralised on the following day. If, during the aforementioned period, this process is broken up by one or more national holidays, the period shall be delayed by as many days.

III.2.8 Fees and commissions

The subscription and redemption fees are added to the subscription price paid by the investor or are deducted from the redemption price. The fees paid to the Fund are used to offset the costs incurred by the Fund for investing or divesting assets. Unallocated fees are paid to the Management Company or market makers.

Fees charged to the investor levied on subscriptions and redemptions	Base	All Units		
	Maximum subscription fee not paid to the Fund	Net asset value X Number of units	2% maximum	
Subscription fee paid to the Fund	None			
Redemption fee not paid to the Fund	None		2% maximum	None
Redemption fee paid to the Fund	None			

Operating and management fees

These fees cover all costs charged directly to the Fund, apart from transaction fees.

Transaction fees include intermediation fees (brokerage, stock market tax, etc.) and any turnover fees (see table below "fees charged to the Fund").

In addition to operating and management fees, there may also be:

- outperformance fees. These are paid to the Management Company when the Fund exceeds its objectives. They are therefore invoiced to the Fund.
- turnover fees charged to the Fund.

	Fees invoiced to the Fund	Base	Rate/	Rate/	Rate/	Rate/	Rate/
			Scale	Scale	Scale	Scale	Scale
			I & G units	S units	R units	M units	F units
1	Maximum financial management fees External administrative costs to the Management Company maximum	Net assets	0.90% including all taxes	1.40% including all taxes	2.20% including all taxes	0.60% including all taxes	1.10%
2	Maximum indirect fees (Commissions and management fees)	Net assets			- (*)		
3	Maximum turnover fees paid to the Management Company Maximum turnover fees paid to the depositary/custodian (2)	Transaction amount Fixed fee per transaction	0 to 0.18% inclusive of all taxes on the gross amount of the trade €0 to €115 including all taxes				
4	Outperformance fee (1)	Net assets	15% of the outperformance over the EURO STOXX® Net Return EUR				

(*) UCITS of UCITS or AIF: less than 10%

(1) The outperformance fee is variable. The period for calculating the outperformance fee is the financial year of the Fund. For each calculation of the net asset value, the Fund's outperformance is defined as the positive difference between the Fund's net assets before taking into account any provisions for outperformance fees, and the net assets of a notional UCITS generating the benchmark performance and recording the same subscription and redemption pattern as the actual Fund.

For each calculation of the net asset value, the outperformance fee, set at 15% including all taxes of any performance higher than the **EURO STOXX® Net Return EUR index** - dividends reinvested (ISIN code: EU0009658194), is subject to a provision or a write-back limited to the existing provision. Such a provision can only be implemented if, after taking into account any provisions for outperformance fees, the net asset value is higher than the net asset value at the beginning of the financial year. In the case of redemptions, the share of the outperformance fee corresponding to the redeemed units is set by the Management Company. With the exception of redemptions, the outperformance fee is set by the Management Company at the closing date of each calculation period. Investors may

obtain a description of the method used for calculating the outperformance fee from the Management Company.

(2) In exercising its duties, the Depositary acting in its capacity as custodian of the Fund uses a fixed or flat fee per transaction depending on the nature of the securities, markets and financial instruments traded. Any additional charges paid to an intermediary are passed on completely to the Fund and are recognised as turnover fees in addition to the fees charged by the Depositary and the Custodian.

The operating and management fees are charged directly to the Fund's profit and loss account when calculating each net asset value.

The fees stated below are outside the scope of the fees set out above:

the contributions due for the Fund management in application of point d, paragraph 3, Section II of Article L621-5-3 of the Monetary and Financial Code;
exceptional and non-recurring taxes, duties, charges and government rights (in relation with the Fund);
exceptional and non-recurring costs for debt recovery (*ex: Lehman, Aberdeen tax, etc.*) or a procedure for asserting a

right (e.g. *class action proceedings*).

The information relating to these costs is described in further detail *ex post* in the annual report of the Fund.

Practice regarding the selection of entities that provide investment decision support services: Mandarin Gestion has opted for a method for selecting intermediaries that provide support services for investment decisions, based on several criteria: Independent research must provide added value to the manager's investment decisions, consist of original ideas based on tested hypotheses demonstrate the intellectual rigour necessary to reach meaningful and coherent conclusions.

Practice regarding fees in kind/soft commission: No intermediary or counterparty charges fees in kind/soft commission to the Fund Management Company.

Methods for calculating and distributing payments on temporary purchases and sales of securities: Not applicable.

Short description of the procedure for choosing intermediaries:

Mandarine Gestion employs a multi-criteria approach to select intermediaries that guarantees the very best execution of stock market orders. The criteria are both quantitative and qualitative and depend on the markets in which the intermediaries provide services, both in terms of geographical area and instruments.

The analysis criteria include, in particular, the availability and proactivity of the intermediaries, as well as timeliness, processing and execution quality, and brokerage costs.

IV. Commercial information

Fund unit subscriptions and repurchases can be addressed to:

The centralising agent:

BNP PARIBAS SECURITIES SERVICES

Registered office: 3, Rue d'Antin, 75002 Paris.

Postal address: Grands Moulins de Pantin, 9, Rue du Débarcadère, 93500 Pantin.

Subscriptions and redemptions are processed at 1 p.m., Paris time (*cut-off time*).

To the regional transfer agent in Luxembourg (hereinafter referred to as the "Regional Transfer Agent") :

BNP PARIBAS SECURITIES SERVICES - Luxembourg branch

Registered office: 60, Avenue J-F Kennedy L-1855 Luxembourg – Grand Duchy of Luxembourg.

Subscription requests sent to the *Regional Transfer Agent* must be pre-centralised two hours before the centralisation time (*cut-off time*) stipulated above.

Unitholders are informed of changes affecting the Fund in the manner defined by the Financial Markets Authority: specific information or any other means (financial advice, periodic documents etc.).

The prospectus of the Fund, the KIID, the net asset value, the latest annual and interim reports and the report on the policy on the voting rights of the Management Company and the report on the conditions for exercising those voting rights are available and sent free of charge within one week, upon written request from the investor sent to:

MANDARINE GESTION, 40, Avenue George V, 75008 Paris or at the following email address: serviceclient@mandarine-gestion.com

Information on the inclusion of ESG criteria in the investment strategy is available on the Management Company's website at www.mandarine-gestion.com, as well as in the Fund's annual report.

Information concerning the personal data protection policy

Regulation^{No.} 2016/679, known as general data protection regulation (*hereinafter referred to as "RGPD" or "GDPR" General Data Protection Regulation*), is a regulation of the European Union which is the reference text for the protection of personal data. It strengthens and unifies the protection of data for individuals within the European Union.

The regulation has been transposed into French law by Law no. 2018-493 of 20 June 2018.

In this context, it should be noted that the Management Company may collect and process personal data in order to comply with its regulatory obligations with regard to the identification of its customers, in particular for the fight against fraud, money laundering, the financing of terrorism, and for compliance with regulations regarding international sanctions.

Any transfer of personal data to a third party shall only take place upon written instruction from the Management Company if required by French or other European law, or upon written consent from the unitholder in question. Unitholders are informed that they have a right to access this personal data and may request its correction in case of error.

V. Investment rules

The Fund is subject to all investment rules and regulatory ratios applicable to UCITS investing less than 10% of their assets in units or shares of French and European UCITS/AIF. The main financial instruments and management techniques used by the Fund are listed in the special provisions of the Prospectus. The Fund complies with the investment rules of European Directive 2009/65/EC (the "UCITS IV Directive") as amended.

Investors will be able to find information on the criteria relating to the respect of environmental, social and quality of governance (ESG) objectives taken into account by the Management Company on their website: www.mandarine-gestion.com, as well as the annual reports of the Fund.

VI. Global risk

The global risk is determined using the *commitment approach*, see: *CESR Guidelines (CESR/10-788)*

VII. Rules for asset accounting and valuation

The asset valuation rules are based, in part, on the valuation methods used, and also on the practices specified in the notes of the financial statements and in the Prospectus. The Fund Management Company is responsible for establishing the valuation rules. The net asset value is calculated for each trading day in Paris and is dated the same day.

VII.1 Asset valuation rules

The Fund has complied with the accounting rules set down by the Accounting Regulatory Committee in regulation No 2003-02 of 2 October 2003 on the UCITS accounting plan, as amended by Regulation No 2004-09 of 23 November 2004 and No 2005-07 of 3 November 2005, No 2011-05 of 10 November 2011, 2014-01 of 10 November 2011 and No 2014-01 of 14 January 2014.

The accounts relating to the securities portfolio are kept on an historical cost basis: incomings (purchases or subscriptions) and outgoings (sales or redemptions) are recognised on the basis of the purchase price, excluding any fees. Any outgoings generate a capital gain or a capital loss on the sale or redemption and also possibly a redemption premium.

Accrued coupons on negotiable debt securities are calculated on the net asset value date.

The Fund values its securities portfolio at the current value, based on the market value or, if there is no market, using financial methods. The incoming value - current value difference generates a capital gain or capital loss which is recorded under "portfolio valuation difference".

Description of the methods used for valuing balance sheet items:

Transferable securities

Stocks, bonds and similar securities are valued based on the closing price or, failing that, on the basis of the last known

prices, converted into the accounting currency according to the exchange rate in Paris on the valuation date.

UCITS/AIF units or shares

Target UCITS/AIF units or shares are valued at the last known net asset value on the actual date of calculation of the Fund's net asset value. Monthly valuation of the net asset value of target UCITS/AIFs will be based on the last known net asset value (official or estimated) published on the actual date of calculation of the Fund's net asset value.

Negotiable debt securities (NDS)

NDS with a residual maturity of more than three months are valued at the market rates identified by managers at the time of publication of the interbank market rates by the EBF (*European Banking Federation*). The rate used in the absence of significant transactions is the Euribor for securities of less than one year, and the BTAN rate (published by the Primary Dealers (SVT) selected by the French Treasury) for securities over one year, plus (where applicable), a representative margin of the intrinsic characteristics of the issuer.

Any NDS with a maturity at issue or purchase (or residual maturity) of less than three months are valued using a linear method to maturity at the issue or purchase rate or the last rate used for valuation at market rates.

Notwithstanding the above rules, any securities whose listed prices do not reflect their probable trading value (insignificant transaction volumes, etc.) can be valued by the Management Company based on information provided by the market.

In the case of transferable securities for which the price has not been determined on the valuation day, the Management Company corrects their valuation based on any likely event-driven fluctuations.

Deposits

Deposits are valued at their inventory value.

Foreign currency

Reference currency of the Fund: Euro

Currencies are valued at the rates published by the ECB at 3 p.m. (Paris time) on the net asset value date.

Description of off-balance sheet commitments:

Transactions on regulated markets

Futures: these transactions are valued according to the markets on the basis of the settlement price. The commitment is calculated as follows: price of futures contract x nominal value of contract x quantities.

Options: these transactions are valued according to the markets on the basis of the initial price or settlement price. The commitment is equal to the conversion of the option into the underlying equivalent. It is calculated as follows: delta x quantity x amount or nominal value of the contract x underlying price.

OTC market transactions

Interest rate transactions: valued at market prices based on feeds sourced from a financial information platform (Bloomberg, Reuters, etc.) and, if necessary, by applying an actuarial method.

Exchange rate transactions: Transactions whose residual maturity is greater than three months are valued at market prices based on feeds sourced from a financial information vendor (Bloomberg, Reuters, etc.) and by applying an actuarial method.

Backed or non-backed transactions:

Fixed rate/Variable rate: nominal value of the contract

Variable rate/Fixed rate: nominal value of the contract

Transactions with a residual maturity below or equal to 3 months are valued on a linear basis.

In the case of an exchange rate transaction valued at market price with a maximum residual maturity below or equal to 3 months, the last rate used shall be frozen until the final repayment date, except in the case of special sensitivity requiring valuation at market prices (see previous paragraph).

The commitment is calculated as follows:

Backed transactions: nominal value of the contract

Non-backed transactions: nominal value of the contract

Other transactions on OTC markets

Interest rate, currency or credit transactions are valued at market prices based on feeds sourced from a financial information vendor (Bloomberg, Reuters, etc.) and, if necessary, by applying an actuarial method.

The commitment is shown as follows: nominal value of the contract.

Securities not traded on a regulated market

Securities that are not traded on a regulated market are valued by the Management Company at their probable trading value.

VII.2 Accounting method

Description of the accounting method for income from fixed income securities:

Accrued coupons method.

Description of the method for calculating fixed management fees:

Management fees are charged directly to the Fund's profit and loss account when calculating each net asset value.

Allocation of the distributable sums:

In accordance with the provisions set out in the Prospectus approved by the Autorité des marchés financiers, no distribution is made in the case of a capitalisation fund.

VIII. Remuneration

The Management Company's remuneration policy complies with the provisions of European Directive 2014/91/ EU ("UCITS V Directive") and related articles of the AMF General Regulation that apply to UCITS.

The remuneration policy promotes sound and efficient risk management and does not encourage risk taking that is incompatible with the risk profiles of the UCITS which it manages. The Management Company has implemented adequate measures able to prevent any conflict of interests.

The remuneration policy applies to all Management Company employees considered to have a material impact on the risk profile of the UCITS and identified each year as such via a

process involving the General Management as well as the risk and compliance teams.

The Management Company staff hereby identified shall receive remuneration comprised equally of a fixed component and a variable component. This is subject to annual review and is based on individual and collective performance. The principles of the remuneration policy are reviewed on a regular basis and adapted according to regulatory changes. The remuneration policy is approved by the administrators of the Management Company.

Full details of the Management Company's remuneration policy are available on the Company's website:

www.mandarine-gestion.com. A written copy of the policy is available free of charge on request from the Management Company.

IX. Regulations

SECTION I - Assets and units

Article 1 – Co-ownership units

Co-ownership rights are expressed in units, with each unit corresponding to the same fraction of Fund assets (or, where applicable, of sub-fund assets). Each unitholder has a right of co-ownership to Fund assets in proportion to the number of units held.

The term of the Fund is 99 years beginning on 26/09/2008, except in the event of early dissolution or extension provided for in these Regulations.

Categories of units: the features of the different unit categories and their access conditions are specified in the mutual fund's Prospectus.

The different categories of shares may:

- benefit from different methods of distribution of distributable sums; (distribution or capitalisation);
- be denominated in different currencies;
- have different management fees;
- have different subscription and redemption fees;
- have a different nominal value;
- be systematically hedged against risk, in part or in full, as defined in the Prospectus. This hedging is achieved by means of financial instruments minimising the impact of hedging transactions on other categories of units of the UCITS;
- be confined to one or more marketing channels.

The Board of Directors of the Management Company may decide to split the units into tenths, hundredths, thousandths or ten thousandths, known as fractional units.

The provisions of the Regulations governing the issue and redemption of units shall also apply to fractional units, the value of which is always proportional to that of the unit they represent. Unless otherwise stipulated, all other provisions of these Regulations relating to units shall also apply to fractional units, without it being necessary to state this explicitly.

Finally, the Board of Directors of the Management Company may, at its sole discretion, split the units by creating new units that are allocated to unitholders in exchange for old units.

Article 2 – Minimum assets

Units may not be redeemed if the assets of the mutual fund (or the sub-fund) fall below 300,000 euros. If the assets remain below this amount for a period of thirty days, the Management Company shall take the necessary steps to liquidate the UCITS 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 may be issued at any time at the request of the unitholders, based on their net asset value plus any subscription fees, where applicable.

Redemptions and subscriptions are carried out according to the terms and conditions set out in the Prospectus.

Units of the Fund may be admitted for listing in accordance with the regulations in force.

Investments must be fully paid up on the date on which the net asset value is calculated. They may be paid for in cash and/or financial instruments. The Management Company shall be entitled to reject securities offered to it, and shall therefore have a period of seven days from the date of receipt of the securities to announce its decision. If the securities are accepted, they are valued in accordance with the rules set out in Article 4 and the subscription is carried out on the basis of the net asset value immediately following acceptance of the securities in question.

Redemptions may be made in cash and / or in kind. If the redemption in kind corresponds to a representative share of the assets in the portfolio, then only the written agreement signed by the outgoing holder need be obtained by the UCITS or the management company. Where the redemption in kind does not correspond to a representative share of the assets in the portfolio, all holders must serve their written agreement authorising the outgoing holder to redeem their shares for certain particular assets, as explicitly defined in the agreement.

By way of an exception to the above, where the fund is an ETF, redemptions on the primary market may, with the agreement of the asset management company and to uphold the interests of unitholders, be performed under the conditions set out in the prospectus or the fund rules. The assets are then delivered by the issuing account holder under the conditions set out in the fund prospectus.

Generally, redeemed assets are valued in accordance with the rules set out in Article 4 and the redemption in kind is performed on the basis of the first net asset value immediately following acceptance of the securities in question.

Redemptions are paid by the issuing account holder within five days of valuation of the unit.

Under exceptional circumstances, however, where reimbursement requires the prior disposal of assets held in the Fund, this period may be extended up to a maximum of 30 days.

Except in the case of inheritance or inter vivos distribution, the transfer of units from one unitholder to another, or to a third party, is treated as a redemption followed by a subscription. In the case of a third party, the amount of the sale or transfer must, if necessary, be made up by the beneficiary to the minimum subscription amount specified in the Prospectus.

Pursuant to Article L. 214-8-7 of the Monetary and Financial Code, both the redemption by the mutual fund of its units and the issue of new units may be suspended temporarily by the Management Company if required by exceptional circumstances and if this is in the interests of the unitholders.

When the Fund's net assets (or, where applicable, those of a sub-fund) are less than the amount fixed by the regulations, no units may be redeemed (on the relevant sub-fund, if applicable). Minimum subscription conditions may be set out in the Prospectus.

The Fund may cease issuing units in application of the third paragraph of Article L. 214-8-7 of the Monetary and Financial Code, temporarily or permanently, partially or totally, in objective situations resulting in the closure of subscriptions, such as a maximum number of units having been issued, a maximum amount of securities having been attained or the expiry of a pre-determined subscription period. The enactment of this device shall be subject to notification by all appropriate means to existing unitholders regarding its activation, as well as the threshold and objective situation that led to the decision of the partial or total closure. In the case of a partial closure, this notification by all appropriate means shall explicitly state the terms according to which existing unitholders may continue to subscribe for the duration of this partial closure. Unitholders shall also be notified by all appropriate means of the decision, by the Fund or by the Management Company, either to put an end to the total or partial closure of subscriptions (when dropping below the enactment threshold) or its continuance (in the event of a change of threshold or changes to the objective situation that led to the enactment of this device). A change to the aforementioned objective situation or the device enactment threshold must always be made in the interests of the unitholders. The notification by all appropriate means shall state the exact reasons for such changes.

The Management Company of the mutual fund may restrict or prevent (i) the ownership of units by any investor, physical or legal person who is forbidden from owning units in accordance with the Prospectus, in the section "subscribers concerned" (hereinafter "Ineligible Person") and/or (ii) the recording in the register of the Fund's unitholders or in the transfer agent's register (the "Registers") of any intermediary who does not belong to one of the following categories ("Ineligible Intermediary"): active Non-Financial Foreign Entities (active NFFEs), US Persons who are not determined US Persons and financial institutions who are not non-participating financial institutions*, and passive Non-Financial Foreign Entities* (passive NFFEs).

The terms followed by an asterisk * are defined by the Agreement between the government of the French Republic and the government of the United States of America with a view to improving compliance with tax obligations at international level and to implement the law on compliance with tax obligations for foreign accounts signed on 14 November 2013. The text of this Agreement is available (in French), at the date of writing these Regulations, at the following link: http://www.economie.gouv.fr/files/usa_accord_fatca_14nov13.pdf

To this end, the Management Company can:

- (i) refuse to issue any unit once it appears that such an issuance would or could have resulted in the units being held by an Ineligible Person or that an Ineligible Intermediary be recorded in the Registers;
- (ii) at any time request that an intermediary whose name appears in the Registers of unitholders provide them with all information, accompanied by a sworn statement, that it considers necessary in order to determine if the beneficial owner of the units in question is an Ineligible Person or not;
- (iii) when it appears to them that beneficial owner of the units is an Ineligible Person or an Ineligible Intermediary is recorded in the Registers of Fund unitholders, proceed with the compulsory redemption of all units held by the Ineligible Person or all units held through the Ineligible Intermediary, after a period of 10 business days. The compulsory redemption will occur at the last known asset value, plus, if necessary, the applicable fees, duties and commissions, which will remain at the expense of 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 set out in the Prospectus.

Contributions in kind may only consist of securities, stocks or contracts in which UCITS are authorised to invest; such contributions shall be valued pursuant to the valuation rules used to calculate the net asset value.

SECTION II – Fund operation

Article 5 – The Management Company

The Fund is managed by the Management Company in accordance with the strategy defined for the Fund.

The management company shall act in all circumstances in the exclusive interest of the unitholders and can only exercise the voting rights attached to the securities in the fund.

Article 5a- Rules of operation

The instruments and deposits in which the UCITS may invest and the investment rules are specified in the Prospectus.

Article 5b Admission to trading on a regulated market and/or a multilateral trading facility.

Units may be admitted for trading on a regulated market and / or multilateral trading facility in accordance with the regulations in force. In the event that the mutual fund whose shares are admitted to trading on a regulated market has an index-based management objective, the fund must have a mechanism in place to ensure that the price of its shares does not differ appreciably from its net asset value.

Article 6 – The Depositary

The Depositary shall undertake the tasks entrusted to it by the laws and regulations in force and those that were contractually assigned to it. It must notably ensure the regularity of decisions made by the portfolio's management company. In the event of any dispute with the Management Company, it shall inform the Financial Markets Authority.

Article 7 – The Statutory Auditor

An auditor is appointed for a period of six years, following approval by the Financial Markets Authority, the management company's governance body.

They certify the regularity and the sincerity of the accounts. The statutory auditor's term of office may be renewed.

The auditor is responsible for reporting, as soon as possible, any fact or decision of which they are made aware as part of their role, concerning the collective investment undertaking for transferable securities, to the Financial Market Authority, of a nature:

- 1 To constitute a violation of legal or regulatory provisions applicable to this organism and likely to have significant effects on the financial situation, the results or the holdings;
- 2 To undermine the conditions or the continuity of its use;
- 3 To lead to the issuance of reserves or the refusal of account certification.

The valuations of the assets and the calculation of the exchange parities in conversion, merger or demerger transactions shall be supervised by the statutory auditor.

They shall assess any contribution or redemption in kind under their responsibility, except in the context of redemptions in kind for an ETF on the primary market.

They shall check the composition of the assets and other elements prior to publication.

The statutory auditor's fees are determined by mutual agreement between the statutory auditor and the Board of Directors or the Executive Board of the Management Company on the basis of a work schedule specifying the duties considered necessary.

He shall certify the situations on the basis of which interim distributions are made.

His fees shall be covered by the management fees.

Article 8 – Financial statements and management report

At the close of each financial year, the Management Company shall draw up summary documents and a report on the

management of the fund (and, where applicable, on each sub-fund) for the past financial year.

The Management Company shall draw up the inventory of assets of the UCI at least twice a year and under the supervision of the Depositary.

The Management Company shall make these documents available to the unitholders within four months of the end of the financial year and shall inform them of the amount of income to which they are entitled: these documents are either sent by post at the express request of the unitholders, or made available at the Management Company.

SECTION III - Procedures for allocation of amounts available for distribution

Article 9 – Procedures for allocation of amounts available for distribution

Net income for the financial year is equal to the total interest payments, arrears, dividends, bonuses and lots, fees and all earnings from securities held in the Fund (and/or each sub-fund) portfolio, plus earnings from sums held as liquid assets, minus management fees and borrowing costs.

Distributable income is equal to net income for the financial year plus the amount carried forward, plus or minus the balance of prepayments and accrued income for the financial year ended.

The Management Company decides on the distribution of distributable amounts. It may opt for capitalisation and/or distribution.

For each category of unit, if any, the mutual fund may opt for one of the following formulas:

For all units:

- ✓ full capitalisation: the amounts available for distribution are fully capitalised, except those subject to mandatory distribution by law;
- ✗ full distribution: the amounts are fully distributed, rounded to the nearest number; possibility of making interim distributions;
- ✗ for mutual funds that wish to retain the freedom to capitalise and/or to distribute, The Management Company decides on the allocation of distributable sums each year. It provides for the possibility of making interim distributions.

The Management Company may decide, during the financial year, to make one or more interim distributions within the limit of the net revenues accounted at the date of the decision.

SECTION IV - Mergers - Demergers - Dissolution - Liquidation

Article 10 – Mergers - Demergers

The Management Company may transfer all or part of the assets held in the Fund to another UCITS that it manages, or it may split the Fund into two or more other mutual funds.

Unitholders must be given notice before any such merger or demerger takes place. A new statement will then be issued showing the number of units held by each unitholder.

Article 11 – Dissolution - Extension

If the Fund's assets (or, where applicable, those of a sub-fund) remain below the amount laid down in Article 2 above for a period of thirty days, the Management Company shall inform the Financial Markets Authority and dissolve the Fund (or, where applicable, the sub-fund), unless there is a merger operation with another mutual fund.

The Management Company may dissolve the Fund (or, where applicable, the sub-fund) early. It shall inform the unitholders of its decision, and subscription and redemption requests will not be accepted after this date.

The Management Company shall also dissolve the Fund (or, where applicable, the sub-fund) in the event of a redemption request for all of the units, or where the Depositary is relieved of its responsibilities and no other Depositary has been appointed, or on expiry of the term of the Fund, if not extended.

The Management Company shall inform the Financial Markets Authority by post of the date and of the procedure adopted for the dissolution. Subsequently, the Management Company shall send the auditor's report to the Financial Markets Authority.

The Management Company may decide to extend a fund in agreement with the Depositary. Its decision must be taken at least three months prior to expiry of the Fund's term and must be notified to the unitholders and the Financial Markets Authority.

Article 12 – Liquidation

In the event of dissolution, the Management Company or Depositary shall act as liquidator, failing which a liquidator shall be appointed by the court at the request of any interested party. To this end, they are vested with the most extensive powers for liquidating assets, paying creditors and distributing the available balance to unitholders in cash or securities.

The statutory auditor and the Depositary shall continue to perform their duties until the liquidation operations have been completed.

SECTION V - Disputes

Article 13 – Jurisdiction - Choice of domicile

Any disputes concerning the Fund that may arise during the operation thereof, or upon its liquidation, whether between unitholders or between unitholders and the Management Company or Depositary, shall be subject to the jurisdiction of the competent courts.