

SYCOMORE SELECTION RESPONSABLE



Prospectus
01/04/2021

UCITS under European Directive 2009/65/EC

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1. GENERAL CHARACTERISTICS

1.1 UCITS features

French Fonds Commun de Placement (FCP)

1.2 Name

Sycamore Sélection Responsable.

1.3 Legal form and Member State in which the UCITS was created

Investment fund in the form of a French Fonds Commun de Placement, governed by French law.

1.4 Inception date and expected term

The Fund was created on 24 January 2011, for a term of 99 years as of that date.

1.5 Fund overview

Unit Class	ISIN Code	Allocation of distributable sums	Base Currency	Target investors	Minimum subscription
I	FR0010971705	Accumulation	EUR	'Eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary or non-monetary benefits paid or provided by the management company or by the marketing agent of the Fund ('clean share' units).	None
ID	FR0012719524	Accumulation and/or Distribution	EUR	'Eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary or non-monetary benefits paid or provided by the management company or by the marketing agent of the Fund ('clean share' units).	€100
ID2	FR0013277175	Accumulation and/or Distribution	EUR	'Eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary or non-monetary benefits paid or provided by the management company or by the marketing agent of the Fund ('clean share' units).	€100
I USD H	FR0013320314	Accumulation	USD (hedged)	'Eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary or non-monetary benefits paid or provided by the management company or by the marketing agent of the Fund ('clean share' units).	€100
I CHF H	FR0050000993	Accumulation	CHF (hedged)	'Eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary or non-monetary benefits paid or provided by the management company or by the marketing agent of the Fund ('clean share' units).	€100

I GBP H	FR0050000985	Accumulation	GBP (hedged)	'Eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary or non-monetary benefits paid or provided by the management company or by the marketing agent of the Fund ('clean share' units).	€100
A	FR0013076452	Accumulation	EUR	All investors	€100
R	FR0011169341	Accumulation	EUR	All investors	None
RP	FR0010971721	Accumulation	EUR	All investors	€100
R USD H	FR0013320306	Accumulation	USD (hedged)	All investors	€100

Units labelled with "H" or "hedged" are hedged against currency risk between the denomination currency of the unit and the Fund's reference currency (euro).

1.6 The latest annual report and interim statement can be obtained as follows:

The latest annual and interim reports will be sent within eight working days upon written request by a unit holder to:

Sycomore Asset Management, SA
14, Avenue Hoche
75008 Paris, France
Tel: +33 (0)1 44 40 16 00
Email: info@sycomore-am.com

Additional information may be obtained if necessary from the investor relations department.

2. STAKEHOLDERS

2.1 Management Company

Sycamore Asset Management, SA Approved by the AMF as a French Portfolio Management Company (Société de Gestion de Portefeuille) under no. GP 01-30 with registered office located at 14, Avenue Hoche, 75008 Paris, France.

2.2 Depositary and custodian

BNP Paribas Securities Services, SA, a credit institution authorised by the French Prudential Control and Resolution Authority (Autorité de Contrôle Prudentiel et de Résolution, ACPR), whose registered office is located at 3, Rue d'Antin, 75002 Paris, France. Mailing address: 9 rue du Débarcadère, 93500 Pantin, France.

Description of the Custodian's responsibilities and of the potential conflicts of interest:

The custodian exercises three types of responsibilities, respectively the control of the regularisation of decisions taken by the management company (as defined in article 22.3 of the UCITS V Directive), the monitoring of cash flow for the UCITS (as defined in article 22.4 of said Directive) and the safekeeping of assets of the UCITS (as defined in article 22.5 of said Directive).

The main responsibility of the Custodian is to always protect the interests of unit-holders / investors in the UCITS above their own commercial interests.

Potential conflicts of interest may be identified, particularly in the case where the management company has business relationships with BNP Paribas Securities Services in addition to its role as Custodian (which may be the case when BNP Paribas Securities Services is in charge, by delegation of the management company, of the net asset value calculation for the UCITS whose custodian is also BNP Paribas Securities Services).

In order to manage such situations, the Custodian has set up and maintains a policy for the management of conflicts of interest. The objectives of such a policy are:

- Identifying and analysing potential situations of conflicts of interest;
- Recording, managing and monitoring the conflict of interest situations either by:
 - using the permanent measures implemented in order to manage conflicts of interest, such as the segregation of duties, the split between the functional and hierarchical reporting lines, the monitoring of internal insider lists, and dedicated IT environments
 - Implementing on a case-by-case basis:

- Appropriate preventive measures, such as the creation of ad hoc monitoring, new "Chinese walls", or checking that transactions are processed in an appropriate way and/or informing the relevant clients
- Or refusing to manage the activities that could give rise to conflicts of interest.

Description of potential duties delegated by the Custodian, list of delegates and sub-delegates and identification of the conflicts of interest that may result from such delegation.

The Custodian of the UCITS, BNP Paribas Securities Services SA, is responsible for the safekeeping of the assets (as defined in article 22.5 of the above-mentioned Directive). In order to provide the services related to the custody of the assets in a large number of countries, enabling the UCITS to achieve their investment objectives, BNP Paribas Securities Services SA has appointed sub-custodians in the countries where BNP Paribas Securities Services SA does not have a 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 appointing and supervising the sub-custodians follows the highest standards of quality, including managing potential conflicts of interest that may arise in the context of such appointments.

The most recent information regarding the previous points is available to investors upon request.

2.3 Delegated institution in charge of the centralisation of subscription and redemption orders

BNP Paribas Securities Services, SA, a credit institution authorised by the French Prudential Control and Resolution Authority (Autorité de Contrôle Prudentiel et de Résolution, ACPR), whose registered office is located at 3, Rue d'Antin, 75002 Paris, France. Mailing address: 9 rue du Débarcadère, 93500 Pantin, France.

2.4 Fund unit registrar

BNP Paribas Securities Services, SA, a credit institution authorised by the French Prudential Control and Resolution Authority (Autorité de Contrôle Prudentiel et de Résolution, ACPR), whose registered office is located at 3, Rue d'Antin, 75002 Paris, France. Mailing address: 9 rue du Débarcadère, 93500 Pantin, France.

2.5 Statutory Auditor

PricewaterhouseCoopers Audit, represented by Frédéric Sellam, 63 rue de Villiers, 92200 Neuilly-sur-Seine, France.

2.6 Marketing Agents

Sycomore Asset Management and its subsidiaries. The list of marketing agents is not comprehensive insofar as the investment fund is listed on Euroclear. Therefore some marketing agents may not be mandated by, or known to the management company.

2.7 Delegated fund accountant

BNP Paribas Securities Services, SA, a credit institution authorised by the French Prudential Control and Resolution Authority (Autorité de Contrôle Prudentiel et de Résolution, ACPR), whose registered office is located at 3, Rue d'Antin, 75002 Paris, France. Mailing address: 9 rue du Débarcadère, 93500 Pantin, France.

2.8 Institution responsible for receiving and transmitting orders from the management company

Sycomore Market Solutions, SA. An investment company authorised by the French Prudential Control and Resolution Authority (Autorité de Contrôle Prudentiel et de Résolution, ACPR), whose registered office is located at 14, Avenue Hoche, 75008 Paris, France. Sycomore Market Solutions may receive orders initiated by the management company on behalf of the Fund to ensure the transmission of such orders to market intermediaries and counterparties with the primary mission of seeking the best possible execution of such orders.

3. OPERATING AND MANAGEMENT PROCEDURES

3.1 General features

3.1.1. Unit Class characteristics

Nature of the rights attached to the units: the various units represent rights in ownership, i.e. each unit holder has a joint ownership right over the Fund's assets in proportion to the number of units held.

Securities administration: the various units are listed on Euroclear France. Securities administration is provided by BNP Paribas Securities Services SA, whose registered office is located at 3 Rue d'Antin, 75002 Paris, France.

Mailing address: 9 rue du Débarcadère, 93500 Pantin, France.

Voting rights: no voting rights are attached to the units as decisions are made by the management company.

Form of units: bearer.

Subdivision of units: Fund units are decimalised in hundred-thousandths (e.g. 100.00000). Subscription orders may be expressed in cash value, in number of units (whole numbers or fractions). Redemption orders may be expressed in number of units (whole number or fraction).

3.1.2. Accounting year-end

Last trading day in March. The closing date of the first financial year was the last trading day in March 2012.

3.1.3. Tax regime

The Fund is not taxable per se. Unit holders may however be liable to tax upon the sale of their units. The tax regime governing capital gains or losses by the Fund, whether unrealised or realised, depends on the tax provisions applying to the specific case of each investor and his/her tax domicile and/or the Fund's investment jurisdiction. Investors who are unsure of their tax situation should seek advice from an advisor or a financial professional.

French personal equity savings plan eligibility (PEA): This fund is eligible for the PEA.

3.1.4. Information on SRI certification

The Fund has a French SRI label and/or a foreign equivalent.

3.2 Specific provisions

3.2.1. ISIN Codes

Unit Class	ISIN Code
I	FR0010971705
ID	FR0012719524
ID2	FR0013277175
I USD H	FR0013320314
I CHF H	FR0050000993
I GBP H	FR0050000985
A	FR0013076452
R	FR0011169341
RP	FR0010971721
R USD H	FR0013320306

3.2.2. Classification

Euro zone Equities.

3.2.3. Investment objective

The Fund aims to outperform the Euro Stoxx Total Return index over a minimum investment period of five years, using a socially responsible multi-thematic process to invest in euro zone equities, in line with the UN Sustainable Development Goals.

3.2.4. Benchmark

The benchmark is the Euro Stoxx Total Return index (with dividends reinvested). This index measures the growth of shares listed on Eurozone equity markets. The index consists of approximately 300 stocks. The free-float of each stock is used as a reference to determine its weight in the index. The administrator of the Euro Stoxx Total Return benchmark index is Stoxx. The administrator of the Euro Stoxx Total Return benchmark index is Stoxx, and is entered in the register of administrators and benchmark indices maintained by the ESMA. Additional information about this index is available at <https://www.stoxx.com/indices>.

In accordance with Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June, Sycamore Asset Management has a procedure for monitoring the reference indices used describing the measures to be implemented in case of substantial changes made to an index or the cessation of the provision of that index.

3.2.5. Investment strategy

Description of strategies used:

The Fund's investment strategy is based on a net asset exposure of 60% to 100% to Eurozone equities. These shares are selected based on a thorough fundamental analysis of

companies, without sector or capitalisation restrictions. The net assets may therefore be exposed up to 100% to shares in small cap companies, i.e. with market capitalisation of less than 7 billion euros. It aims to identify quality companies whose market valuation is not representative of their intrinsic value as determined by the management team.

ESG analysis is a fully integrated component of the fundamental analysis of companies in our investment universe and carried out according to our proprietary 'SPICE' methodology.

'SPICE' stands for our global analysis methodology for financial and non-financial criteria (Supplier & Society, People, Investors, Clients, Environment) as per the diagram below. It aims in particular to understand the distribution of the value created by a company among all its stakeholders (investors, environment, clients, employees, suppliers and civil society), as our conviction is that fair sharing of value among stakeholders is an important factor in the growth of a company.



As an example, the following criteria are used for non-financial analysis:

- * Society & Suppliers: Societal contribution of products and services, citizen behaviour (respect for human rights, responsible taxation, etc.), control of the subcontracting chain and balance of supplier relations, etc.
- * People: development at work, training, health and safety, absenteeism, turnover, corporate culture and values, management of restructuring, evaluation of social climate, work/life balance, etc.
- * Investors: solidity of the business model, competitive positioning, growth levers, governance, taking into account the interests of the various stakeholders in the company, quality of financial communication, etc.
- * Clients: market positioning, distribution methods, diversification, system to serve customers and their satisfaction, etc.

- * Environment: involvement and ambition of management on environmental issues, level of integration into the corporate strategy and culture, environmental performance of sites and operations, impacts of the activity in upstream (supply chain) and downstream life cycle analysis (use of products and services), exposure to medium- and long-term environmental risks, etc.

The assessment of the transition risk is based on a specific proprietary metric called 'NEC,' the acronym for 'Net Environment Contribution.' A company's NEC calculation aims to determine the contribution of its activities to ecological transition, according to a rating scale of -100% to +100% determined by the more or less negative or positive impact of the activities on the environment. It follows an integrated upstream (supply chain) and downstream (product and service usage) life cycle analysis approach.

Our SPICE methodology also contributes to the UN Sustainable Development Goals (SDGs). Within the People pillar, our approach for assessing human capital in the company refers explicitly to SDGs 3, 4, 5, 8 and 10 on social issues such as health, lifelong learning, gender equality, full employment, decent work and reducing inequality. Within the Society & Suppliers pillar, the assessment of societal contribution is based on the analysis of the positive and negative contributions of business activities according to 4 pillars (access and inclusion, health and safety, economic and human progress and employment) as defined by societal SDGs. Within the Environment pillar, the assessment of the net environmental contribution ('NEC') analyses the positive and negative impacts of companies and their products and services on 5 issues (climate, biodiversity, water, waste/resources and air quality) directly related to environmental SDGs 2, 6, 7, 9, 11, 12, 13, 14 and 15. The fund also undertakes to report annually on the exposure of the portfolio companies to SDGs.

The application of this methodology leads to the award of a SPICE rating between 1 and 5 (5 being the highest rating). This rating impacts the risk premium of the companies and therefore their target prices which result from the valuations calculated by our analyst manager. In addition, the Fund's investment universe is constructed using criteria specific to SPICE. Issuers must therefore successfully pass two successive filters (as shown in the chart below) to integrate the Fund's eligible investment universe:

◆ A filter excluding the main ESG risks: its objective is to exclude any company that presents sustainable development risks. The risks identified include insufficient non-financial practices and performance that could call into question the competitiveness of companies. A company is thus excluded if (i) it is involved in activities identified in our SRI exclusion policy for their controversial social or environmental impacts, or (ii) it has a SPICE rating below 3/5, or (iii) the company is affected by a Level 3/3 controversy.

◆ A filter for selecting the main ESG opportunities: Its objective is to promote businesses offering sustainable development opportunities divided into four sub sets:

1. Social contribution: Companies with a social contribution rating equal to or above 3.5/5 within the Society & Suppliers pillar of our SPICE methodology.
2. Environmental contribution: Companies with a Net Environmental Contribution (NEC) rating equal to or above +10% within the Environment pillar of our SPICE methodology.
3. SPICE leadership: Companies with a SPICE rating above 3.5/5, reflecting our analysis of best practices in sustainable development.
4. SPICE transformation: Within the limit of 10% of the net assets, companies have cumulative justification for (i) a SPICE rating between 3 and 3.5/5, (ii) a stated strategy of deep transformation in terms of sustainable development (product or service offering, or changes in its practices). The Fund is therefore tasked with supporting the environmental, social, societal and governance transformation of these companies. The areas for improvement identified by the management company must be met within a maximum period of two years. The limit indicated of 10% of the net assets aims to keep the rate of selectivity high (> 20% at all times).

The fund's eligible investment universe is thus reduced by at least 20% compared to the initial universe, i.e. equities listed on European Union markets.



This methodology combines the following socially responsible investment approaches on a systematic basis:

✓ **Systematic ESG integration**

ESG analysis is systematically included in the analysis and management process.

✓ **Exclusion**

As part of our socially responsible investment approach, the SRI exclusion policy is a complementary tool that ensures that no investments are made in activities with a proven negative impact on society or the environment. For example, companies in the coal (energy extraction and production), tobacco, weapons, and companies whose activities violate one of the principles of the United Nations Global Compact are excluded. More detailed information is available in our ESG Integration Policy available on our website www.sycomore-am.com.

✓ **Themes:**

The Fund focuses on themes such as energy transition, circular economy, health, nutrition and well-being, digital and communications.

✓ **Shareholder commitment**

The commitment is to encourage companies to improve their environmental, social and governance (ESG) practices over time through constructive and structured dialogue and long-term monitoring. This commitment is based on the belief that good ESG practices can foster sustainable corporate performance and value creation for our clients. This commitment is reflected in the vote at the general meeting, where appropriate, the tabling of draft resolutions, and more generally by dialogue with the issuers. As in the 'Best effort' approach, the issuers chosen are not necessarily the best with respect to ESG. More detailed information is available in our Commitment Policy available on our website www.sycomore-am.com.

✓ **Best in universe**

This approach seeks to select and weight the best issuers within the investment universe and may lead to the exclusion of certain sectors where their contribution to sustainable development is insufficient, as compared to issuers from the other sectors represented within the investment universe.

✓ **Best effort**

This approach allows investment in companies that make visible efforts in terms of sustainable development, even though they may not yet be among the best in the ESG investment universe. These companies undergo the same analysis and monitoring process as the 'Best in universe' approach and comply with the same ESG selection criteria as the 'Best in universe' approach, but while the companies in the 'Best in universe' approach belong to the first and second quartile of the investment universe, those in the 'Best effort' approach will be in the third quartile of the investment universe. The management company seeks to closely monitor and dialogue with the management of these companies to monitor companies' efforts, areas for improvement and progress over time.

Equities eligible for the French personal equity savings plan (Plan d'épargne en actions, PEA) represent at least 75% of the net assets at all times, which may, where applicable, focus on a limited number of stocks.

The net assets may be exposed up to 10% to equities listed on stock markets outside the Euro zone such as Switzerland, Great Britain, Norway or the United States, following the same selection criteria. Investments in equities of companies listed on emerging markets are prohibited. The currency risk exposure is limited to 10% of the fund assets.

The Fund is actively managed and the portfolio structure does not reflect the composition of the benchmark. The weighting of each company in the portfolio is therefore entirely independent from the weight of the same company in the benchmark, and it may well be that a company whose securities are held in the portfolio is not a benchmark component, or equally, that a company which is well represented in the benchmark is not included in the Fund portfolio.

In addition to these equity investments, which represent the Fund's core investment strategy, the management team may expose the net assets to the following financial instruments:

1. Bonds, including convertible bonds and other euro-denominated debt securities, without sector or regional restrictions (other than the prohibition of emerging market securities), with a minimum rating of BBB-; exposure to these financial instruments may not exceed 25% of the Fund's net assets. They are selected based on credit ratings and proposed yield without reference to a modified duration target for the portfolio. It also includes non-financial criteria, which

lead to the selection of issuers with ESG criteria that are relevant to the overall analysis of issuer risk.

2. Money market instruments, to hedge the portfolio against expected downside in the above-mentioned equity markets. The management team may thus expose up to 25% of the Fund's net assets to French treasury bonds (BTFs) and to negotiable certificates of deposit (henceforth referred to as NCDs) from private issuers having their registered office in an OECD member state and rated at least AA or equivalent by the rating agencies (Standard & Poors or the equivalent, Moody's and Fitch Ratings), these NCDs must have a residual life of less than three months.

3. French or European UCITS-compliant funds, up to 10% of the Fund's net assets. These investments may be made in line with the investment strategy (equity, fixed income or diversified UCITS) or in order to manage the Fund's cash flow (money market UCITS). These UCIs benefit from, or are committed to, benefiting within one year from, the French SRI (Socially Responsible Investment) and/or Greenfin and/or Finansol labels, or equivalent foreign labels, codes or charters. The proportion of UCIs that do not yet have one of the above-mentioned labels is limited to 1% of the Fund's net assets. The selection of these UCIs will take place without any constraints regarding the SRI methodologies used by their respective management companies.

4. Financial futures and embedded derivative instruments, used either to hedge the net assets against an expected downside in the above-mentioned equity markets or to expose it to a potential upside in these same markets. In these circumstances, the Fund may enter into over-the-counter contracts in the form of Contracts for Difference (henceforth referred to as CFDs). The underlying components of CFDs are shares or equity indices. The portfolio's off-balance sheet commitments shall not exceed the total value of the Fund's assets at any time. Total exposure to equity risk relating to off-balance sheet commitments and equity positions cannot exceed the total value of the Fund's assets. The portfolio's total exposure to equities therefore cannot exceed 100%.

The policy for using derivatives whose underlyings are subject to the SPICE analysis process is compatible with the Fund's objectives and consistent with its commitment to a long term perspective. It does not undermine the ESG selection policy in a significant or lasting manner. The use of financial derivatives is limited to techniques for efficient management of the portfolio of securities in which the Fund is invested. The Fund may not hold short positions in an asset selected as ESG according to its own ESG asset selection method.

The ESG analysis process concerns at all times at least 90% of the Fund's net assets (excluding liquidities).

Asset classes and financial futures in the portfolio:

The following assets are likely to be included in the Fund's portfolio.

Equities

The exposure to Eurozone equities (excluding Slovenia and Slovakia) varies between 60% and 100% of the Fund's net assets, with the portfolio remaining at least 75% invested, at all times, in equities eligible for the French personal equity savings plan (Plan d'épargne en actions, PEA).

Stock-picking is carried out without any sector or capitalisation restrictions. The net assets can therefore be exposed up to 100% to small-cap equities.

The net assets may be exposed up to 10% to equities listed on stock markets outside the Eurozone such as Switzerland, Great Britain, Norway or the United States, following the same selection criteria. Investments in equities of companies listed on emerging markets are prohibited.

Debt securities and money-market instruments.

Net assets may include between 0% and 25% bonds and other euro-denominated debt securities, without any sector restrictions and with a minimum rating of BBB-. Their issuers must have their registered office in an OECD member state. They are selected based on credit ratings and proposed yield without reference to a modified duration target for the portfolio. The credit quality of the issuers is assessed by the investment team whose credit analysis takes into account, among other criteria, the ratings issued by the credit rating agencies (Standard & Poors, Moody's, Fitch Ratings). A minimum rating of BBB or equivalent is required for an investment to pass the selection filter and be eligible to the portfolio.

To manage the fund's cash, the portfolio may include negotiable debt securities. No investments pertaining to this asset category may exceed 25% of the fund's net assets.

Such securities may come from public issuers (up to 25% of fund net assets in fixed-rate French treasury bonds) or corporate issuers (negotiable CDs up to 10% of fund net assets) with no pre-set restriction on the breakdown between these two categories.

Only those securities with residual lives of less than three months may be added to the portfolio. The credit quality of the issuers is assessed by the investment team whose credit analysis takes into account, among other criteria, the ratings issued by the credit rating agencies (Standard & Poors, Moody's, Fitch Ratings). A minimum rating of AA or equivalent is required for an investment to pass the selection filter and be

eligible to the portfolio. The management team performs its own credit analysis and does not rely solely on rating agencies to assess issuers' credit risk.

Units or shares of UCIs

The net assets of the Fund may include up to 10% units or shares of European UCITS or French UCIs which invest less than 10% of their assets in UCITS or other mutual funds.

The Fund may also invest in money market funds in order to manage the Fund's cash flow, or equity, fixed income or diversified UCIs with a management strategy which complements that of the Fund and which contributes towards achieving the performance target.

These funds are selected by the management team following meetings with the fund managers. The main investment criteria applied, apart from ensuring the strategies are complementary, is the sustainability of the target fund's investment process.

The Fund may invest in UCIs marketed or managed by Sycomore Asset Management or one of its subsidiaries, within the aforementioned limits.

Derivatives

The Fund operates in all regulated and organised markets in France or in other countries.

The fund uses futures and option strategies.

Futures and options strategies are intended either to hedge the portfolio against the downside risk in an underlying equity asset, or to increase portfolio exposure in order to capitalise on the upside in an underlying equity asset.

These strategies are however only contributing on an ancillary basis to achieve investment management targets. These strategies nevertheless enable a fund manager anticipating a period of equity market weakness to reduce equity exposure (hedging strategy involving equity indices or certain stocks which the fund manager considers overvalued) or conversely, to increase portfolio exposure when the fund manager feels that securities already in the portfolio may not fully benefit from an expected equity market rally.

Foreign exchange derivatives may also be used to hedge exposure of the Fund or a category of unit to one currency or to adjust overall exposure of the Fund to foreign exchange risk.

Securities with embedded derivatives

The Fund deals in financial instruments with embedded equity derivatives.

The instruments used are: Warrants, equity warrants, investment certificates, as well as bond-type securities with a conversion or subscription right including convertible bonds, bonds redeemable into new or existing shares and equity-warrant

bonds.

These instruments are used in order to expose the portfolio to one or more companies that satisfy the selection criteria defined above. The aggregate total weight of these investments in the Fund portfolio shall not exceed 25% of its net assets.

The portfolio's off-balance sheet commitments shall not exceed the total value of the Fund's assets at any time. Total exposure to equity risk relating to off-balance sheet commitments and equity positions cannot exceed the total value of the Fund's assets. The portfolio's total exposure to equities therefore cannot exceed 100%.

Over-the-counter contracts: The Fund may enter into over-the-counter contracts in the form of "Contracts for Differences" (henceforth referred to as CFDs). The underlying components of CFDs are stocks or global equity indices.

CFDs shall be used to replicate purchases or sales in securities or indices, or baskets of securities or baskets of indices.

The portfolio's off-balance sheet commitments shall not exceed the total value of the Fund's assets at any time. If equity exposure increases through the use of derivatives or securities with embedded derivatives, it shall not exceed 100% and will therefore not lead to overexposure.

There are no plans to use Total Return Swaps in connection with the management of the Fund.

Use of deposits

There are no plans to use deposits in connection with the management of the Fund.

Cash loans

In the normal course of business, the Fund may on occasion find itself in debt and in that case may borrow cash, up to the limit of 10% of its net assets.

Temporary acquisitions and sales of securities

There are no plans to use temporary acquisitions or disposals of securities in relation to the management of the Fund.

3.2.6. Contracts constituting financial guarantees

The Fund does not receive any financial guarantees as part of the authorised transactions.

3.2.7. Risk profile

Risks incurred by the Fund:

- **The risk of loss of principal**, as the Fund's performance may not meet investment objectives or investor targets (which depend on their portfolio composition), the principal invested

may not be entirely returned, the performance may be adversely affected by inflation.

- **General equity risk**, due to exposure of between 60% and 100% to equity markets through investments in equities, equity-exposed UCIs, convertible bonds and financial derivative instruments with equity underlying assets. There is a risk that an investment market will decline or that the value of one or more shares will decline, due to a market shift. The net asset value may decrease if equity markets fall.
- **Specific equity risk**, on account of equity exposure between 75% and 100% of the assets. This is the risk that the value of one or more shares will decline due to unfavourable news regarding the company itself or a company in the same business sector. In the event of unfavourable news on one of the companies held in the portfolio or on its business sector, the Fund's NAV could decline.
- **Specific risk relating to companies with low market capitalisation**, due to the possibility that up to 100% of the Fund's assets are invested in the shares of companies with low capitalisations. In this regard, investors should bear in mind that the small and mid-cap market includes companies which, by reason of their specific nature, may involve risks for investors. This is the risk that some buy or sell orders may not be fully executed on account of the limited quantity of securities available in the market. These stocks may be subject to higher volatility than large-caps and weigh on the NAV.
- **The risk incurred from discretionary management**, as the management team may freely allocate Fund assets between the various asset classes.
The discretionary management style is based on anticipating trends on various markets (equity, bond). There is a risk that the Fund will not be invested at all times on the best-performing markets and that this results in a drop in the net asset value of the Fund.
- **Fixed-income and credit risk**, due to the fund's ability to hold fixed-income products, debt securities and money-market instruments up to 25% of its assets;

Interest rate risk:

- the risk that the rates decline when investments are made at a variable rate (lower rate of return);
- the risk that rates will rise in the case of fixed-rate investments, as the value of a fixed interest-rate product is inversely proportional to interest rate levels.

The net asset value may decrease in the event of an adverse variation in interest rates.

Credit risk is the risk that the issuer of a debt security is no longer able to reimburse the debt, or that its rating is

downgraded, which could then lead to a decrease in the Net Asset Value (NAV).

- **risk incurred by convertible bond investments**, given that the Fund may be exposed up to 25% to convertible bonds. This is the risk that the Net Asset Value falls, affected adversely by one or more elements of a convertible bond valuation, namely: level of interest rates, changes in prices of the underlying shares and changes in the price of the derivative instrument embedded in the convertible bond.
- **Foreign exchange risk** as some eligible financial instruments may be listed in currencies other than the euro. In this regard, investor attention is drawn to the fact that the Fund is subject to foreign exchange risk of up to a maximum amount of 10% of its assets for a French resident;

Foreign exchange risk is the risk that the value of an investment currency diminishes compared to the Fund's benchmark currency, i.e. the Euro, which could then lead to a decrease in NAV.

- **The counterparty risk**, the management team may enter into over-the-counter derivative contracts with financial institutions having their registered office in the European Union or in the United States and subject to the prudential supervision rules from authorities. This is the risk that a counterparty defaults and is no longer able to transfer the money due to the fund as a result of a transaction, i.e. collateral deposits or realised gains. This risk is capped at a maximum of 10% of the portfolio per counterparty. In the event of a counterparty default, the Net Asset Value may fall.
- **Methodology risk related to socially responsible investment (SRI)**: SRI is a relatively new area, so there is no universally accepted framework or list of factors to consider to ensure the sustainability of investments. Furthermore, the legal and regulatory framework governing this area is still being developed. The absence of common standards may lead to different approaches to setting and achieving ESG (environmental, social and governance) objectives. ESG factors can vary depending on investment themes, asset classes, investment philosophy and the subjective use of different ESG indicators governing portfolio construction. The selection and weightings applied may to some extent be subjective or based on measures which may share the same name but have different underlying meanings. ESG information, whether from an external and/or internal source, is, by nature and in many cases, based on qualitative assessment and judgement, particularly in the absence of well-defined market standards and due to the existence of multiple SRI approaches. An element of subjectivity and discretion is therefore inherent in the interpretation and use of ESG data. It may therefore be difficult to compare strategies incorporating ESG criteria. Investors should note that the subjective value that they may or may not assign to certain

types of ESG criteria may differ materially from fund to fund. The application of ESG criteria to the investment process may exclude securities of certain issuers for non-financial reasons and, as a result, may cause certain market opportunities available to funds that do not use ESG or sustainability criteria to be lost. ESG information from third-party data providers may be incomplete, inaccurate or unavailable. As a result, there is a risk of incorrect valuation of a security or issuer resulting in the improper inclusion or exclusion of a security. ESG data providers are private companies that provide ESG data for a variety of issuers. They may therefore change the valuation of issuers or instruments at their discretion. The ESG approach can evolve and develop over time, due to the refinement of investment decision processes to take ESG factors and risks into account, and/or due to legal and regulatory developments.

Lastly, up to 10% of the net assets of the Fund may be exposed to so-called transformation companies, which means that they are not yet in the 'best in universe' category, but are engaged in a verifiable process of improving their offering of products or services, or their practices.

3.2.8. *Guarantee or protection*

None.

3.2.9. *Target investors and target investor profile*

Unit Classes I, ID and ID2 are referred to as 'clean shares', and are specifically aimed at 'eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary and non-monetary benefits paid or provided by the management company or by the promoter of the Fund ('clean share' units)

The other units apply to all subscribers.

The Fund is aimed at all investors and may be used within unit-linked life insurance policies. In particular, it targets investors that are willing to accept major fluctuations in equity markets and with an investment period of at least five (5) years.

The reasonable amount to invest in this Fund depends on your personal situation. In order to assess your financial situation, you must take into account your personal assets, your current needs and your needs over the next five years, as well as your willingness to take on risk or, conversely, to opt for a more prudent investment. You are also strongly advised to sufficiently diversify your investments so that they are not exposed solely to

the risks incurred by this Fund.

The units in the Fund, which is a Foreign Public Fund within the meaning of Section 13 of the US Bank Holding Company Act, have not been registered or reported to the US authorities pursuant to the US Securities Act of 1933. Hence, they may not be offered or sold, directly or indirectly, in the United States or on behalf of or for the benefit of a 'U.S. Person' within the meaning of the US regulations (Regulation S).

3.2.10. Calculation and allocation of distributable sums

The allocation of distributable amounts varies from one unit class to another.

Unit Classes I, R, A and RP: The distributable amounts are fully capitalised.

Unit Class ID: distributable amounts will be distributed, in whole or in part, in accordance to the conditions set out in section 9 of the Fund Regulation.

Unit Class ID2: distributable amounts will be distributed, in whole or in part, in accordance with the conditions set out in section 9 of the Fund Regulation except the amounts arising from realised capital gains, which will be accumulated.

The management company shall decide on the allocation of distributable sums each financial year.

Distribution frequency: annual (with the possibility of quarterly interim distribution)

Units	ISIN Code	Allocation of distributable sums	Base Currency	Target investors	Minimum subscription
I	FR0010971705	Accumulation	EUR	'Eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary or non-monetary benefits paid or provided by the management company or by the marketing agent of the Fund ('clean share' units).	None
ID	FR0012719524	Accumulation and/or distribution	EUR	'Eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary or non-monetary benefits paid or provided by the management company or by the marketing agent of the Fund ('clean share' units).	€100
ID2	FR0013277175	Accumulation and/or distribution	EUR	'Eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary or non-monetary benefits paid or provided by the management company or by the marketing agent of the Fund ('clean share' units).	€100
I USD H	FR0013320314	Accumulation	USD (hedged)	'Eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary or non-monetary benefits paid or provided by the management company or by the marketing agent of the Fund ('clean share' units).	€100
I CHF H	FR0050000993	Accumulation	CHF (hedged)	'Eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary or non-monetary benefits paid or provided by the management company or by the marketing agent of the Fund ('clean share' units).	€100
I GBP H	FR0050000985	Accumulation	GBP (hedged)	'Eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary or non-monetary benefits paid or provided by the management company or by the marketing agent of the Fund ('clean share' units).	€100
A	FR0013076452	Accumulation	EUR	All investors	€100
R	FR0011169341	Accumulation	EUR	All investors	None
RP	FR0010971721	Accumulation	EUR	All investors	€100
R USD H	FR0013320306	Accumulation	EUR	All investors	€100

3.2.11. Conditions for subscribing and redeeming shares

Subscription and redemption orders are centralised by BNP Paribas Securities Services (3 Rue d'Antin, 75002 Paris, France) at 12:00 pm (CET) on each calculation day (D) of the Net Asset Value. These orders are then executed on the basis of the NAV calculated on the following business day at a then-unknown price (D+1). The resulting payments are made on the second following business day (D+2). In summary, subscription and redemption orders are executed in accordance with the table below, unless any specific deadline is agreed upon with your financial institution:

D: Day on which the net asset value is determined	D+1 business day	D+2 business days
Centralisation of subscription and redemption orders before 12:00 pm (CET)	Publication of the Net Asset Value of D	Delivery of Subscriptions Settlement of Redemptions

Investors should note that requests sent to distributors, other than the financial institution mentioned above, must take into account the fact that the cut-off time for the centralisation of requests applies to the aforementioned distributors vis-à-vis BNP Paribas Securities Services. As a result, these distributors may apply their own cut-off time, which may precede the cut-off time mentioned above, so as to allow them to meet their order transmission deadline with BNP Paribas Securities Services.

Holders can switch from one unit class to another by passing a redemption order in the units of the share class held, followed by a subscription order for units in another share class. Investors should be aware that switching from one unit class to another triggers the application of the tax regime governing capital gains or losses on financial instruments.

NAV calculation date and frequency: The net asset value is determined each day (D) the Paris stock market is open, with the exception of legal holidays in France. This NAV is calculated on the following business day (D+1), based on the preceding day's closing prices (D).

Place and methods of publication or communication of Net Asset Value: The net asset value is available upon request from Sycamore Asset Management and on its website (www.sycamore-am.com).

3.2.12. Fees and Charges

The French Financial Market Authority (Autorité des Marchés Financiers, AMF) draws the attention of subscribers to the maximum level of fees to which the Fund is exposed. The expected return on investment implies strong and continued market performance.

Entry and exit charges:

Entry and exit charges are either levied on the subscription price paid by the investor or deducted from the redemption price. Charges retained by the UCITS offset expenses borne by the UCITS for investment or divestment. Non-retained charges are attributed to the management company, the marketing agent, etc.

Charges to be borne by the investor, levied on subscriptions and redemptions	Basis	Rate		
		I, ID, ID2, I USD H, I CHF H, I GBP H	A	R, RP, R USD H
Subscription fee not due to the UCITS	Net Asset Value multiplied by the number of units subscribed	7% maximum rate	5% maximum rate	3% maximum rate
Subscription fee due to the UCITS	Net Asset Value multiplied by the number of units subscribed	None		
Redemption fee not due to the UCITS	Net Asset Value multiplied by the number of units redeemed	None		
Redemption fee due to the UCITS	Net Asset Value multiplied by the number of units redeemed	None		

Exemptions: No fees will be charged for a redemption followed by a subscription for the same account on the same day, if the NAV and amount have the same values.

Operating and management charges:

These charges include all the expenses invoiced directly to the UCITS, except for execution fees. Execution fees include intermediation charges (brokerage, stamp duty, etc.) and transfer commissions, if any, which may be collected by the custodian and the management company. The following may be payable in addition to the operating and management charges:

- performance fees. These reward the asset management company when the Fund exceeds its objectives. They are therefore invoiced to the UCITS;
- transfer commissions invoiced to the UCITS.

For further details regarding fees charged to the UCITS, please refer to the key investor information document.

Fees charged to the UCITS	Basis	Rate		
		I, ID, ID2, I USD H, I CHF H, I GBP H	A	R, RP, R USD H
Financial investment management fee and external administration fees	Net assets	Maximum annual rate (including tax)		
		1.00%	1.50%	2.00%
Transfer commissions charged by the Management Company	Charge on each transaction	None		
Transaction fee collected by the custodian	Charge on each transaction	Maximum charge of €60, including tax. CFD: fixed maximum specific tariff of €100, including tax.		
Performance fee	Net assets	15% incl. VAT on performance in excess of the Euro Stoxx TR index		

These fees shall be booked directly to the Fund's profit and loss account.

Performance fee: The performance fee is conditioned on a positive performance of the fund that is also above that of the benchmark index during the financial year. The calculation of the performance fee is based on the comparison, for the financial year, between the change in the fund's assets after management and ongoing fees, and the change in a reference asset with a performance identical to that of the benchmark over the calculation period; changes relating to subscriptions and redemptions in the Fund are taken into account to perform this comparison.

If, over the financial year, the performance of the Fund is lower than the reference asset, the variable share of the management charges shall be nil.

If, during the financial year, the Fund's year-to-date performance is both positive and above that of the reference asset, this performance shall be subject to a provision for variable management fees when calculating net asset value. If some units are redeemed while such a provision exists, the proportion of the accrued fee corresponding to the units redeemed is definitively acquired by the management company.

If the fund under-performs the reference asset between two NAV calculations, any provision previously included shall be adjusted by a write-back. Provision write-backs shall be capped at previous allocations to provisions.

Selection of intermediaries Sycomore Asset Management has entrusted the trading of its orders to Sycomore Market Solutions. Sycomore Market Solutions receives orders initiated by the management company on behalf of the Fund and ensures their transmission to market intermediaries and counterparties with the main mission of seeking the best possible execution of these orders. Sycomore Market Solutions is an investment company authorised by the French Prudential Control and Resolution Authority (Autorité de Contrôle Prudenciel et de Résolution, ACPR) to provide the service of receiving and transmitting orders on behalf of third parties. Unit holders may refer to the annual management report for any further information.

4. COMMERCIAL INFORMATION

The settlement of distributable sums occurs, where applicable, within five months following the end of the fund's financial year.

Subscription and redemption orders should be addressed to the delegated institution in charge of the centralisation.

Information concerning the Fund is provided by Sycamore Asset Management to your financial intermediary, whose duty it is to pass this information on to their clients.

The management company's voting policy and the report setting out the conditions for the exercise of these voting rights are available and sent free of charge within one week upon written request from the investor to:

- Sycamore Asset Management, 14, avenue Hoche, 75008 Paris, France;
- or to info@sycamore-am.com.

The information on Environmental, Social and Governance (ESG) criteria taken into account by the UCITS is available on Sycamore Asset Management's Website (www.sycamore-am.com).

Furthermore, information concerning the Fund may be obtained directly via the Sycamore Asset Management website (www.sycamore-am.com) or by calling our Investor Relations Department at +33 (0)1 44 40 16 00.

The management company may send the UCI's portfolio composition to its investors within a period which may not be less than 48 hours after the publication of the net asset value, solely for the purpose of calculating the regulatory requirements related to Directive 2009/138/EC (Solvency 2). Each investor wishing to use this information must have procedures in place to manage this sensitive information prior to the transmission of the portfolio composition, which is to be used solely for calculating prudential requirements.

5. INVESTMENT REGULATION

The fund complies with the investment regulations applicable to UCITS governed by Directive 2009/65/EC, investing up to 10% of their assets in units or shares of funds. It also complies with the General Regulations of the AMF regarding Euro zone equity funds.

6. OVERALL RISK

The Fund's overall risk reflects the additional risk incurred by the use of derivatives, based on the commitment calculation method.

7. ASSET VALUATION PRINCIPLES

7.1 Asset valuation rules

Financial instruments and securities traded on French or foreign regulated markets are valued at market price.

However, the following instruments are valued in accordance with the following specific methods:

- Financial instruments which are not traded on regulated markets are valued by the management company at their likely trading value.
- Units or shares in mutual funds are valued at the most recently published NAV.
- Negotiable debt securities and similar instruments which are not actively traded are valued using an actuarial method. The value retained is that of equivalent issued securities, which are adjusted, where applicable, on the basis of a credit spread reflecting the creditworthiness of the security issuer. However, negotiable debt securities with residual lifespan not exceeding three months may be valued using the linear method in the absence of any specific sensitivity. The application of these

principles is set by the asset management company. These are detailed in the Appendix to the annual accounts.

- transactions involving financial futures or options traded on French or foreign organised markets are valued at market price in accordance with methods laid down by the asset management company and appear in the annexe to the annual financial statements. They are set out in the Appendix to the annual accounts.
- over-the-counter futures, options or swap transactions authorised by the regulations applicable to UCITS, are valued at their market price or at an estimated value in accordance with methods laid down by the management company, as defined in the appendix to the annual financial statements.

Financial instruments for which no price has been established on the valuation day, or the price of which has been adjusted, are valued at their likely trading value under the asset management company's liability. These valuations and relative supporting data are made available to the Statutory Auditor during inspections and audits.

The fund currency is Euro.

7.2 Alternative assessment procedures in case the financial data is unavailable

Please note that the administrative and accounting management of the Fund is delegated to BNP Paribas Securities Services, which is in charge of valuing the Fund's financial assets.

Nevertheless, Sycomore Asset Management also has at its disposal an estimated valuation of the fund's financial assets on a real-time basis, sourced from various available financial data suppliers (Reuters, Bloomberg, market counterparties, etc.).

In the event that the delegated administrative and accounting agent is unable to value the fund's assets, it will still therefore be possible to provide it with the requisite information for the purpose of such a valuation, in which case the Statutory Auditor will be promptly informed.

7.3 Accounting method

Income from financial instruments are recorded on an accruals basis.

The accounting method selected to record execution costs is exclusive of fees.

8. REMUNERATION POLICY

In accordance with the regulation resulting from Directives 2011/61/EC (AIFM) and 2014/91/EC (UCITS V), Sycomore AM established a remuneration policy. Its objectives are to promote alignment of interests between investors, the management company and its staff, as well as sound and efficient risk management of managed portfolios and of the management company, taking into account the nature, scope and complexity of Sycomore AM's activities. In particular, it relies on the

allocation of sufficiently high fixed remuneration and bonuses whose procedures for allocation and payment promote the alignment of long-term interests.

Details of this remuneration policy are available on our website, www.sycomore-am.com. A paper copy can also be made available free of charge upon request.

9. TERMS AND CONDITIONS

ASSETS AND UNITS

Article 1 - Fund units

The rights of co-owners are expressed in units, each unit representing an equivalent fraction of the assets of the Fund. Each unit holder owns joint ownership rights over the assets of the fund in proportion to the number of units owned.

The term of the Fund is 99 years from 24 January 2011 subject to any early winding-up or extension as provided for in these terms and conditions.

The characteristics of the various categories of units, and the terms and conditions of their acquisition, are set forth in 'the Key Investor Information Document' and the prospectus of the Fund.

The various categories of units may:

- benefit from different income distribution methods; (distribution or accumulation)
- be denominated in different currencies;
- incur different management fees;
- bear different entry and exit charges;
- have a different nominal value.

Units may be consolidated or split.

The Board of Directors of the asset management company may elect to split units into hundred-thousandths, referred to as fractional units.

Provisions herein governing the issue and redemption of units are applicable to fractional units, the value of which shall always be proportional to the value of the proportion they represent. All other provisions herein governing units apply to fractional units without need for further specification, unless otherwise stated.

Finally, the board of directors of the management company may unilaterally elect to split units by creating new units issued to holders in exchange for existing units.

Article 2 - Minimum assets

Units may not be redeemed if the Fund's (or sub-fund) assets fall below EUR 300,000; when the assets remain below this amount for a period of thirty days, the management company shall make the necessary provisions to liquidate the fund concerned, or to carry out one of the operations mentioned in Article 411-16 of the AMF's General Regulations (transfer of the Fund).

Article 3 - Issue and redemption of units

The units can be issued at any time at the request of holders on the basis of their Net Asset Value plus, if applicable, any subscription fees.

Redemptions and subscriptions shall be executed in accordance with the terms and conditions defined in the key investor information document and the fund prospectus.

Fund units may be listed in accordance with applicable regulations.

Unit subscriptions must be paid in full on the NAV calculation date. They may be made in cash and/or by a contribution in kind in the form of transferable securities. The Portfolio Management Company has the right to refuse the proposed securities and has a period of seven days from the date of filing to inform the subscriber of their decision. If it accepts the securities, they shall be valued on the basis of the rules laid down in article 4, and the subscription shall be made on the basis of the first net asset value calculated following acceptance of the securities involved. Redemptions shall be paid out exclusively in cash, unless the Fund is liquidated and unit holders have given their consent to repayment in securities. Payment is made by the issuance account keeper within a maximum of five days following unit valuation.

This period may however be extended up to a maximum of 30 days in exceptional circumstances if the repayment requires the prior divestment of assets held in the Fund.

Except in the case of inheritance or inter-vivos donations, any assignment or transfer of units between holders, or by holders to third parties, shall be deemed to constitute a redemption followed by a subscription. In the case of a third-party assignee, the amount must, where applicable, be supplemented by the beneficiary in order to be at least equal to the minimum subscription required by the key investor information document and the 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 provisionally suspended, by the management company, under exceptional circumstances and if unitholders' best interests so require.

When the net assets of the Fund are lower than the amount set by the regulations, no acquisition of shares may take place.

The UCITS may cease to issue units pursuant to the third paragraph of Article L. 214-8-7 of the French Monetary and Financial Code on a temporary or permanent basis, in part or in full, in situations that objectively require the closure of subscriptions, such as when the maximum number of units has been issued, a maximum amount of assets has been reached, or a specific subscription period has expired. The trigger of this tool will be communicated by any means to existing holders

relating to its activation, as well as to the threshold and objective situation that led to the decision to partially or completely close. In the case of a partial closure, this communication by any means will explicitly specify the terms and conditions under which existing holders may continue to subscribe during the duration of this partial closure. Unit holders are also informed by any means of the decision of the UCITS or the management company either to end the total or partial closure of subscriptions (when falling below the trigger level) or not to end them (in the event of a change of threshold or a change in the objective situation that led to the implementation of this tool). A change in the objective situation invoked or to the trigger level of the tool must always be made in the interests of the unit holders. Information by any means shall specify the exact reasons for these changes.

Article 4 - Calculation of the Net Asset Value

The Net Asset Value is calculated in accordance with the valuation rules set out in the Prospectus.

Contributions in kind shall comprise only securities, shares or contracts permissible as UCITS assets, and these shall be valued in accordance with the valuation principles applied to the NAV calculation.

FUND OPERATION

Article 5 - The Management Company

The fund is managed by the asset management company in accordance with the policy defined for the fund.

The management company will act in the sole interest of the unit-holders under all circumstances and shall have sole authority to exercise the voting rights attached to securities held by the Fund.

Article 5a - Operating rules

The instruments and deposits that are eligible to form part of the Fund's assets and the investment rules are described in the prospectus.

Article 5b – Listing on a regulated market and/or a multilateral trading facility

Fund units may be listed on a regulated market and/or a multilateral trading facility in accordance with applicable regulations. In case the fund whose shares are admitted to trading on a regulated market has an index based management objective, the fund will have in place a system to ensure that the price of its units does not significantly vary from the net asset value.

Article 6 – Custodian

The custodian performs the tasks entrusted to it by the legal and regulatory provisions in force as well as those entrusted to it contractually. It is responsible for ensuring that legal decisions made by the asset management company comply with the necessary regulations. It must, where required, take any precautionary measures it deems necessary. In the event of a dispute with the management company, it will inform the French Financial Markets Authority (Autorité des Marchés Financiers, AMF).

Article 7 - Statutory auditor

A statutory auditor is appointed by the governing body of the management company for a term of six financial years, with the approval of the AMF. The statutory auditor certifies the accuracy and consistency of the financial statements. The appointment of the statutory auditor may be renewed.

The statutory auditor is required to notify the AMF as soon as possible of any fact or decision relating to the Fund of which he becomes aware in the course of his audit that may:

- Constitute a breach of the laws or regulations applicable to this Fund that could have a significant impact on its financial situation, results or assets
- Undermine the conditions or continuity of its business,
- Entail the issuing of reservations or the refusal to certify the financial statements

Asset valuation and the determination of exchange terms pertaining to conversions, mergers or split transactions are carried out under the supervision of the statutory auditor. The statutory auditor shall determine the value of any contribution in kind under his own responsibility. The statutory auditor monitors the accuracy of the composition of assets and other items prior to publication. The statutory auditor's fees shall be set by mutual agreement between the auditor and the Board of Directors of the management company, on the basis of a work schedule setting out the checks deemed necessary. The statutory auditor shall certify positions serving as the basis for any interim distribution. The statutory auditor's fees are included in the management fees.

Article 8 – The financial statements and management report

At the closing of each financial year, the asset management company prepares the financial statements and a report on the fund's management during that year.

The list of assets and liabilities is certified by the custodian and all of the above documents are reviewed by the statutory auditor.

The management company shall make these documents available to unit holders within four months of the end of the financial year and inform them of the amount of income attributable to them: These documents are either sent by mail at the express request of the unit holders, or made available to them by the Asset Management Company.

TERMS AND CONDITIONS OF ALLOCATION OF DISTRIBUTABLE SUMS

Article 9 – Terms and conditions of appropriation of income and distributable sums

Net income for the financial year shall be equal to total interests, arrears, dividends, premiums and bonuses, attendance fees and any other income relating to securities constituting the Fund portfolio, plus income from short-term liquidities, minus management charges and borrowing costs.

Distributable amounts consist of:

- 1- Net income plus retained earnings plus or minus the balance of accrued income;
- 2- Realised capital gains after costs, less realised capital losses after costs, recognised during the financial year, plus capital gains after costs recognised during previous financial years that have not been distributed or capitalised and minus or plus the balance of capital gain accruals.

The amounts stated in points 1 and 2 may be distributed, either entirely or partially, independently of one another.

The management company shall decide on the appropriation of distributable amounts. Where applicable, the Fund may choose one of the following options for each unit class:

- accumulation: distributable amounts are fully reinvested with the exception of those that must be distributed pursuant to legal provisions;
- distribution (with the possibility of interim distribution):
 - o all distributable sums (all amounts mentioned in points 1 and 2) to the nearest rounded figure;
 - o distributable sums mentioned in point 1 to the nearest rounded figure;
 - o distributable sums mentioned in point 2 to the nearest rounded figure;
- For funds which prefer to maintain the freedom to capitalise and/or distribute all or part of the distributable sums, the asset management company decides each year on the appropriation of distributable sums mentioned in points 1 and 2 with the possibility of interim distribution.

MERGER – SPLIT – DISSOLUTION – LIQUIDATION

Article 10 - Merger & De-merger

The management company may either merge all or part of the assets of the Fund with another fund, or split the Fund into two or more mutual funds.

Such mergers or splits may not be carried out until the unit-holders have been notified. A merger or split gives rise to the issuance of a certificate specifying the new number of units held by each holder.

Article 11 - Dissolution & extension

If the Fund assets remain below the amount specified in article 2 for a period of thirty days, the management company shall wind-up the Fund and inform the French Financial Markets Authority, unless it is merged with another investment fund.

The management company may wind-up the Fund before term. It shall inform unit holders of its decision and subscription or redemption orders shall no longer be accepted as of that date.

The management company shall also wind-up the Fund if it receives redemption orders for all of its units, if the custodian ceases to perform its duties where no other custodian has been designated, and upon the expiry of the Fund's term unless it has been extended.

The asset management company shall inform the French Financial Markets Authority in writing of the scheduled date and selected winding-up procedure. It shall then send the French Financial Markets Authority the statutory auditor's report.

Extension of a fund may be decided by the asset management company in agreement with the custodian. Its decision must be taken at least 3 months prior to expiry of the Fund's term, and both unit holders and the French Financial Markets Authority must be informed at the same time.

Article 12 - Liquidation

If the fund is wound-up, the asset management company shall be responsible for the liquidation process. The liquidation process may be entrusted to the custodian subject to its consent. The asset management company or, where applicable, the custodian shall be vested with the broadest powers to realise assets, pay any creditors and distribute the remaining balance between unit holders in cash or securities.

The statutory auditor and the custodian shall continue in their respective capacities until the liquidation process is complete.

DISPUTES

Article 13 - Competent courts & Choice of jurisdiction

All disputes related to the Fund that may arise during the term in which it operates, or during its liquidation, either between the unit holders or between the unit holders and the asset management company or the Custodian, are subject to the jurisdiction of the competent courts.

ADDITIONAL INFORMATION FOR INVESTORS IN GERMANY

Right to market shares in Germany

SYCOMORE ASSET MANAGEMENT (the “Company”) has notified its intention to market shares in the Federal Republic of Germany and since completion of the notification process it has the right to market shares.

Paying and Information Agent in Germany

The function of paying and information agent in the Federal Republic of Germany is carried out by:

BNP Paribas Securities Services S.C.A.

Europaallee 12,

60327 Frankfurt am Main

(the “Paying and Information Agent”).

Redemption applications may be sent to the Paying and Information Agent for onward transmission to the Company. Shareholders residing in Germany may request that they receive payments (redemption proceeds, distributions, if any, and any other payments) from the Company through the Paying and Information Agent.

Copies of the sales prospectus (including the rules of the fund), the key investor information document (KIID) as well as the audited annual account and, if subsequently published, the unaudited half-yearly account may be obtained free of charge in paper form at the registered office of the Paying and Information Agent.

Furthermore, the subscription and redemption prices are available free of charge at the Paying and Information Agent.

Publications

In the Federal Republic of Germany, the subscription and redemption prices will be published on <https://www.sycomore-am.com/>.

In the cases enumerated in Sec. 298 (2) KAGB shareholders additionally will be notified by means of a durable medium in terms of Sec. 167 KAGB.