LAZARD
FRÈRES GESTION

**PROSPECTUS**

French UCITS-compliant fund subject to European Directive 2009/65/EC

LAZARD EQUITY SRI

SICAV

This UCITS is managed by LAZARD FRERES GESTION SAS

## I - GENERAL FEATURES

### FUND'S FORM

| | |
|---|---|
| Name | Lazard Equity SRI |
| Registered offices | 10 avenue Percier - 75008 Paris |
| Legal form | Société d'Investissement à Capital Variable |
| Inception date – term | This UCI was created on 25/07/2001 for a period of 99 years. |

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Fund overview

| ISIN code | Allocation of distributable income | | Base currency | Eligible investors | Minimum initial subscription | Initial NAV |
|---|---|---|---|---|---|---|
| | Allocation of net revenue | Allocation of net realised capital gains | | | | |
| Share PC EUR FR0000003998 | Accumulation | Accumulation | EUR | Authorised investors (1) | 1 share | 1000 EUR |
| Share PD EUR FR0010990606 | Distribution | Accumulation and/or Distribution and/or Retention | EUR | Authorised investors (1) | 1 share | 1000 EUR |
| Share RC EUR FR0013204187 | Accumulation | Accumulation | EUR | All subscribers | 1 share | 1000 EUR |
| Share RD EUR FR0013318730 | Distribution | Accumulation and/or Distribution and/or Retention | EUR | All subscribers | 1 share | 1000 EUR |
| Share RC H-USD FR0013204211 | Accumulation | Accumulation | USD | All subscribers | 1 share | 1000 USD |

| ISIN code | Allocation of distributable income | | Base currency | Eligible investors | Minimum initial subscription | Initial NAV |
|---|---|---|---|---|---|---|
| | Allocation of net revenue | Allocation of net realised capital gains | | | | |
| Share RC H-CHF FR0013204237 | Accumulation | Accumulation | CHF | All subscribers | 1 share | 1000 CHF |
| Share UC EUR FR0013204179 | Accumulation | Accumulation | EUR | Share reserved exclusively for companies having signed a partnership agreement with the management company and subject to the latter's prior approval | 1 share | 10 000 EUR |
| Share UC H-USD FR0013204203 | Accumulation | Accumulation | USD | Reserved for UBS Group | 1 share | 10000 USD |
| Share UC H-GBP FR0013204195 | Accumulation | Accumulation | GBP | Reserved for UBS Group | 1 Share | 10000 GBP |
| Share UC H-CHF FR0013204229 | Accumulation | Accumulation | CHF | Reserved for UBS Group | 1 share | 10 000 CHF |
| Share UB C EUR FR001400NKM6 | Accumulation | Accumulation | EUR | Reserved for UBS Group | 1 share | 10 000 EUR |
| Share MC EUR FR001400WNG3 | Accumulation | Accumulation | EUR | Shares reserved for collective savings plans or deferred compensation plans of the French entities of the Lazard Group | None | 15 EUR |

| | |
|---|---|
| Share UC H-USD, Share UC H-GBP, Share UC H-CHF, Share UB C EUR | *With the exception of the asset management company, which may subscribe a thousandth of a share. |

(1) Authorised investors:
(i) Investors subscribing through distributors or financial intermediaries who are subject to MIFID II or an equivalent regulation outside of the European Union, as part of:
- their independent advisory activity;
- a non-independent advisory activity or third-party portfolio management for which they sign an agreement with their clients stipulating that they do not receive retrocession payments.
(ii) Professional clients as set out in European Directive 2014/65/EU or an equivalent regulation outside of the European Union.

**Where/how to obtain information on the UCI** :
All other practical information on this product, including the latest unit price, the prospectus, the latest annual and periodic reports, the composition of assets and the standards of LAZARD FRERES GESTION SAS with regard to the exercise of voting rights, as well as the report on the exercise of voting rights, will be sent out within eight working days upon written request to:

**LAZARD FRERES GESTION SAS**
25, rue de Courcelles 75008 Paris France
The prospectus is also available at www.lazardfreresgestion.fr .

Designated contact:
Customer service - Monday to Friday - 9 to18
Tél. +33 (0)1 44 13 01 79
where further information may be obtained if necessary.

## II - SERVICE PROVIDERS

| | |
|---|---|
| Delegated management company | LAZARD FRERES GESTION SAS<br>25, rue de Courcelles – 75008 Paris<br>Management company incorporated under French law authorised by the French securities regulator (Autorité des Marchés Financiers – AMF) on 28th December 2004, no. GP 04 0000 68 |
| Custodian | CACEIS BANK<br>89-91 rue Gabriel Péri – 92120 Montrouge<br>Bank and investment services provider accredited by the CECEI on April 1st, 2005.<br>The custodian's functions, as set out in the applicable regulations, include safeguarding of the assets, ensuring the legality of decisions taken by the management company and monitoring of cash flow related to the Funds.<br><br>Sub-delegation:<br>A description of the functions of delegated custody agents, a list of the custody and sub-custody agents of CACEIS Bank, and information on conflicts of interest that may arise in relation to these agents are available on the CACEIS website: www.caceis.com (Regulatory watch – UCITS V – Sub Custodians List).<br>Investors may obtain updated information on request.<br>The custodian operates independently of the investment management company. |
| Delegated registrar of units | CACEIS BANK<br>89-91 rue Gabriel Péri – 92120 Montrouge<br>Public limited company with a board of directors<br><br>Bank and investment services provider accredited by the CECEI on April 1st, 2005. |
| Delegated agent for the centralisation of subscription and redemption orders | CACEIS BANK<br>89-91 rue Gabriel Péri – 92120 Montrouge<br>The management company has delegated management of the Fund's liabilities to CACEIS Bank, which is therefore responsible for centralising and processing subscription and redemption orders for the Fund's units<br>**Co-centralisation:**<br>LAZARD FRERES BANQUE<br>175 boulevard Haussmann - 75008 Paris<br>On behalf of clients for whom it provides custody account-keeping services |
| Accounting management by delegation | CACEIS FUND ADMINISTRATION<br>89-91 rue Gabriel Péri – 92120 Montrouge<br>Adresse postale : 12, place des États-Unis - CS 40083 - 92549 Montrouge Cedex |
| Statutory auditor | ERNST & YOUNG ET AUTRES<br>1-2 place des Saisons - Paris La Défense 1 - 92400 Courbevoie<br>Signatory - Mme. Caroline Jammes |
| Promoter | LAZARD FRERES GESTION SAS<br>25, rue de Courcelles – 75008 Paris |
| Advisor (if applicable) | NA |

| | |
|---|---|
| Sub-investment manager (if applicable) | NA |
| Administration, management and supervisory bodies | The names and functions of the Chairman and members of the Board of Directors are available in the SICAV's annual report. |

## III - OPERATION AND MANAGEMENT

### GENERAL FEATURES

### 1. Features

| Characteristics of shares | |
|---|---|
| Share PC EUR | FR0000003998 |
| Share PD EUR | FR0010990606 |
| Share RC EUR | FR0013204187 |
| Share RD EUR | FR0013318730 |
| Share RC H-USD | FR0013204211 |
| Share RC H-CHF | FR0013204237 |
| Share UC EUR | FR0013204179 |
| Share UC H-USD | FR0013204203 |
| Share UC H-GBP | FR0013204195 |
| Share UC H-CHF | FR0013204229 |
| Share UB C EUR | FR001400NKM6 |
| Share MC EUR | FR001400WNG3 |
| Nature of the rights attached to the UCI's shares | Each shareholder has an ownership right in and to the assets of the UCI in proportion to the number of shares owned. |
| Voting rights attached to the UCI's shares | Each shareholder is entitled to one vote for each share held. |
| Form of shares | Bearer or administered registered at the unitholder's discretion.<br><br>The UCI is listed with Euroclear France. |
| Fractional or whole shares | The UCI's shares may be subscribed for and/or redeemed in whole number or can be splitted (see details in section 14. Features of the shares). |
| Financial year end | Last valuation day in September.<br>However, by way of exception, the first financial year shall include all operations carried out since the inception date until September 30th, 2002. |
| First financial year end | Last valuation day in September 2002. |

| | |
|---|---|
| Taxation | The UCI is not subject to corporate income tax. However, its shareholders are liable for taxation on dividends that the SICAV distributes and on realised capital gains or losses. The tax treatment of sums distributed by the SICAV or the unrealised or realised capital gains or losses of the SICAV depends on the tax rules applicable to the particular circumstances of each subscriber and/or the SICAV's investment jurisdiction. If you are unsure of the tax rules applying to your particular circumstances, you should consult a professional adviser. The SICAV's "in" or "out" status as regards the investment thresholds of the EU directive on the taxation of savings is shown in the annual report. |

## OTHER SPECIFICATIONS

| | | |
|---|---|---|
| Fund of fund | | None |
| Classification | | Eurozone country equities |
| Investment objective | Share PC EUR,<br>Share PD EUR,<br>Share RC EUR,<br>Share RD EUR,<br>Share UC EUR,<br>Share UB C EUR,<br>Share MC EUR | The investment objective is to achieve – based on a socially responsible investment strategy over the recommended investment horizon – an after-fee performance that is greater than the following benchmark indicator: Eurostoxx expressed in euros, with net coupons or dividends reinvested, thanks to an active socially responsible investment policy based on financial, social, societal, environment and governance criteria. |
| | Share RC H-USD,<br>Share RC H-CHF,<br>Share UC H-USD,<br>Share UC H-CHF | The investment objective is to achieve – based on a socially responsible investment strategy over the recommended investment horizon – an after-fee performance that is greater than the following benchmark indicator: Eurostoxx expressed in euros, with net coupons or dividends reinvested, thanks to an active socially responsible investment policy based on financial, social, societal, environment and governance criteria.Returns may be impacted by possible foreign exchange hedging costs. |
| | Share UC H-GBP | The investment objective is to achieve – based on a socially responsible investment strategy over the recommended investment horizon – an after-fee performance that is greater than the following benchmark indicator: Eurostoxx expressed in euros, with net coupons or dividends reinvested, thanks to an active socially responsible investment policy based on financial, social, societal, environment and governance criteria.Returns may be impacted by possible foreign exchange hedging costs. |
| Benchmark indicator | Share PC EUR,<br>Share PD EUR,<br>Share RC EUR,<br>Share RD EUR,<br>Share UC EUR,<br>Share UB C EUR,<br>Share MC EUR | Eurostoxx<br>The Eurostoxx index, expressed in euros, consists of the largest listed companies in the Eurozone, weighted by market capitalisation.<br>Data is available on the website: www.stoxx.com<br>Bloomberg code: SXXT Index |
| | Share UC H-GBP | Eurostoxx Hedged GBP<br>The Eurostoxx Hedged GBP index,, consists of the largest listed companies in the Eurozone, weighted by market capitalisation.<br>Data is available on the website: www.stoxx.com<br>Bloomberg code: SXXT Index |
| | Share RC H-USD,<br>Share UC H-USD | Eurostoxx Hedged USD<br>The Eurostoxx Hedged USD index,, consists of the largest listed companies in the Eurozone, weighted by market capitalisation.<br>Data is available on the website: www.stoxx.com<br>Bloomberg code: SXXT Index |

| | | |
|---|---|---|
| | Share RC H-CHF,<br>Share UC H-CHF | Eurostoxx Hedged CHF<br>The Eurostoxx Hedged CHF index,, consists of the largest listed companies in the Eurozone, weighted by market capitalisation.<br>Data is available on the website: www.stoxx.com<br>Bloomberg code: SXXT Index |

## 1. Strategies used

The Fund shall be 90% invested in, and exposed to, euro zone equities.

**A) SRI management:**

The Fund promotes environmental and/or social characteristics as defined by Article 8 of Regulation (EU) 2019/2088 (SFDR).

The fund shall be managed in accordance with the principles of the SRI [ISR] label established by the French Ministry of the Economy and Finances. The UCI complies with the PAB exclusions as defined by Delegated Regulation (EU) 2020/1818.

Environmental, social and governance (ESG) criteria are factored into the analysis of portfolio companies, the selection of securities and their weightings.

For the purposes of portfolio construction and evaluation of extra-financial criteria, the portfolio management team shall rely on its own internal analysis of ESG (environmental, social and governance) criteria, as well as the services of our ESG partner.

The analysts responsible for monitoring each security shall produce an internal ESG rating based on an approach that is both quantitative (e.g., energy intensity, personnel turnover, board independence, etc.) and qualitative (environmental policy, labour strategy, director skillsets, etc.). It takes into account companies' principal adverse impacts (e.g., carbon emissions, energy consumption, water consumption, and waste generation), and their own sustainability risks (regulatory and physical risks and reputational risks, based, among other things, on monitoring of controversies).
SRI analyst-managers shall ensure that the external ESG rating is kept higher than that of the Fund's investment universe, which consists of all euro-zone listed companies having market capitalisations greater than, or equal to, 2 billion euros, after eliminating the 25% lowest-rated companies as of 01/01/2025 and the 30% lowest-rated companies as of 01/01/2026.

The Fund shall adopt a "best-in-class" approach on the theme of human resources. The analyst-managers shall ensure that more than 80% of portfolio companies have a human resources score that is higher than the average of their sector. The risk management department shall ensure compliance with this criterion.

The extra-financial rate of coverage by an ESG data provider shall be greater than, or equal to, 90%.

**B) The financial filter:**

Stock selection is based on financial analysis that focuses on three key elements: profitability, growth and valuation.

• Economic profitability is the ability of a company to create value over the long-term. It is measured by the return on capital employed (property, plant and equipment and intangible assets, goodwill and working capital requirement).
• Growth is the ability of a company to increase capital employed while maintaining a level of profitability at least equal to what it has been historically.
• We use a very demanding and disciplined multi-criteria valuation approach (historical multiples, DCF, peer comparison). We consider this approach to be essential to ensure that economic performance translates into stock market performance.

Regulation (EU) 2020/852, known as the "Taxonomy Regulation"

The European Union Taxonomy aims to identify economic activities that are considered environmentally sustainable. The Taxonomy identifies these activities according to their contribution to six broad environmental objectives:

- Climate change mitigation,
- Climate change adaptation,
- Sustainable use and protection of water and marine resources,
- Transition to the circular economy (waste, prevention and recycling),
- Pollution prevention and control,
- Protection of healthy ecosystems.

To be considered sustainable, an economic activity must demonstrate that it contributes substantially to the achievement of one of the six objectives, while not harming any of the other five (the so-called DNSH principle, standing for “Do No Significant Harm”). In order for an activity to be considered aligned with the European Taxonomy, it must also respect the human and social rights guaranteed under international law.

The “Do No Significant Harm” principle applies only to investments underlying the financial product that take into account the European Union’s criteria for environmentally sustainable economic activities.

The investments underlying the remaining portion of this financial product do not take into account the European Union’s criteria for environmentally sustainable economic activities.

The minimum percentage of alignment with the European Union Taxonomy is 0%.

SRI reporting

The UCI undertakes to outperform its benchmark on the following indicators:
• Carbon intensity (tonnes of CO2eq/€m of revenues);
• % of signatory companies of the global compact

## 2. Assets (excluding embedded derivatives)

**Equities:**
The SICAV’s portfolio is invested in and/or exposed to equities traded on the Eurozone markets to at least 90% of net assets.

**Debt securities and money market instruments:**
French and foreign negotiable debt securities (mainly French treasury bills and BTAN medium-term treasury notes) to a maximum of 10% of net assets. These securities may be of any subordination level, any type and in any currency. The private/public allocation is not determined in advance and will be based on opportunities. No minimum credit quality criterion is used. The management company does not rely solely or mechanically on credit ratings issued by rating agencies but rather conducts its own analyses to assess the credit quality of the securities entering its portfolio.

**UCIs:**
Up to a maximum of 10% of its net assets in French or foreign UCITS and/or French or EU-based alternative investment funds (AIFs) that meet the four criteria of Article R.214-13 of the French Monetary and Financial Code (Code monétaire et financier), and/or foreign investment funds that meet the four criteria of Article R.214-13 of the French Monetary and Financial Code, provided these funds themselves invest less than 10% of their assets in other UCIs. All the UCIs may be managed by Lazard Frères Gestion SAS.

## 3. Derivatives

• Types of markets:
☑ regulated
☑ organised

☑ OTC

• The manager intends to seek exposure to:

☑ equities

☐ interest rates

☑ currencies

☐ credit

☐ other

• Types of transactions – all transactions must be limited to achieving the investment objective:

☑ hedging

☐ exposure

☐ arbitrage

☐ other

• Type of instruments used:

☑ futures:

- ☑ equity and equity index
- ☐ interest rate
- ☑ currency
- ☐ other

☑ options:

- ☑ equity and equity index
- ☐ interest rate
- ☑ currency
- ☐ other

☑ swaps:

- ☑ equity swaps
- ☐ interest rate swaps
- ☑ currency swaps
- ☐ performance swaps

☑ currency forwards

☐ credit derivatives

☐ other

• Strategy of use of derivatives to achieve the investment objective:

☑ partial or general hedging of the portfolio, some risks and securitie

☐ creating synthetic exposure to assets

☐ increasing exposure to the market

☐ maximum permitted and sought

☐ other strategy

## 4. Securities with embedded derivatives

None

## 5. Deposits

Up to 10% of the UCIs assets may be held in deposits.

## 6. Cash borrowings

The UCI may borrow cash within the limit of 10% of its assets to meet specific cash requirements related to its operating needs.

## 7. Temporary purchases and sales of securities

None

## 8. Information on financial guarantees

In connection with over-the-counter derivative transactions, and in accordance with Position paper 2013-06 issued by the French financial markets regulator (Autorité des Marchés Financiers– AMF), the UCI may receive collateral in the form of securities (such as bonds or other securities issued or guaranteed by a State or issued by international financing agencies and bonds or securities issued by high quality corporate issuers), or cash. Any cash collateral received is reinvested in accordance with the applicable rules. All such assets must be from high-quality issuers that are not an entity of the counterparty or its group, and must be liquid and diversified with low volatility. Discounts may be applied to the collateral received; they take into account the quality of credit and the price volatility of the securities.

## 9. Risk profile

Disclaimer
Your money will be mainly invested in financial instruments selected by the management company. These instruments will be exposed to market trends and fluctuations.

- **Risk of capital loss**
  There is no guarantee of the UCI's performance or protection of capital. As such, the investor may not get back the full amount of the initial investment during redemption.
- **Risk related to discretionary management**
  Discretionary management is based on anticipation of market trends. The UCI's performance is dependent both on the selection of securities and UCI picked by the manager and the manager's asset allocation. There is therefore a risk that the manager will not select the best performing securities and that the asset allocation is not optimal.
- **Equity risk**
  Share price fluctuations may have a negative impact on the UCI's net asset value. The UCI's net asset value may decrease during periods in which the equity markets are falling.
- **Market capitalisation risk**
  The volume of small- and mid-cap stocks traded on the stock market is lower than that of large caps, which means they can be more significantly impacted by market movements than large caps. The UCI's net asset value may decline quickly and sharply.
- **Liquidity risk**
  The risk that a financial market cannot absorb transaction volumes due to trading volumes being too low or pressure on the markets. Such a situation may impact the pricing or timing when the UCI liquidates, initiates or modifies positions and thus cause a decline in the UCI's net asset value.
- **Derivative financial instrument risk**
  The risk arising from the UCI's use of forward financial instruments (derivatives), which may lead to a bigger decrease in the net asset value than on the markets or in the underlying assets in which the UCI has invested.

- **Foreign exchange risk**
  The UCI may invest in securities and other UCI that in turn are authorised to acquire instruments denominated in currencies other than the fund's base currency. The value of these instruments may fall if the exchange rates vary, which may lead to a decrease in the UCI's net asset value. Where units (or shares) denominated in a currency other than the fund's base currency have been hedged, the foreign exchange risk is residual as a result of systematic hedging, potentially leading to a performance gap between the different units (or shares).

- **Sustainability risk**
  Any environmental, social or governance event or situation that, if it occurs, could have an actual or potential negative impact on the value of the investment. Specifically, the negative effects of sustainability risks can affect issuers via a range of mechanisms, including: 1) lower revenues; 2) higher costs; 3) damage or impairment of asset value; 4) higher cost of capital; and 5) fines or regulatory risks. Due to the nature of sustainability risks and specific issues such as climate change, the likelihood of sustainability risks impacting returns on financial products is likely to increase in the longer term.

- **ESG investment risk and methodological limitations**
  Extra-financial criteria can be integrated into the investment process using data provided by external providers or directly reported by our analysts, notably in our proprietary ESG analysis grid. Data may be incomplete or inaccurate due to the lack of international standards or systematic verification by external third parties. It can be difficult to compare data because issuers do not necessarily publish the same indicators. The unavailability of data may also force management not to include an issuer in the portfolio. The management company may therefore exclude securities of certain issuers for extra-financial reasons, regardless of market opportunities.

- **Interest rate risk**
  The risk of a decline in debt instruments as a result of changes in interest rates. This risk is measured by the level of sensitivity. For instance, bond prices tend to move in the opposite direction to interest rates. The net asset value may decline during periods when there is an increase (positive sensitivity) or decrease (negative sensitivity) in interest rates.

## 10. Guarantee or protection

None

## 11. Eligible subscribers and typical investor profile

Any subscriber seeking exposure to equity risk.

Subscribers are strongly advised to diversify their investments sufficiently to avoid exposure solely to the risks of this UCI.

Information on Russian and Belarusian investors
In accordance with the provisions of EU Regulation No. 833/2014 as amended by EU Regulation No. 2022/328 and EC Regulation No. 765/2006 as amended by Regulation (EU) No. 2022/398, the subscription of units or shares in this UCI is prohibited to any Russian or Belarusian national, any natural person residing in Russia or Belarus or any legal person, entity or body established in Russia or Belarus. This prohibition does not apply to nationals of a Member State and to natural persons holding a temporary or permanent residence permit in a Member State of the European Union. This prohibition shall remain in effect for as long as the Regulations are in force.

Information on US investors:
The UCI is not registered as an investment vehicle in the United States and its units are not and will not be registered under the Securities Act of 1933 and, therefore, they may not be offered or sold in the United States to Restricted Persons, as defined hereafter. A Restricted Person is (i) any person or entity located in the United States (including US residents), (ii) any corporation or any other entity subject to the laws of the United States or any state thereof, (iii) any US military personnel or any employee of a US government department or agency located outside the United States, or (iv) any other person that would be considered a US Person under Regulation S of the Securities Act of 1933, as amended.

**FATCA**:
Pursuant to the provisions of the Foreign Account Tax Compliance Act ("FATCA") applicable as of July 1st, 2014, if the UCI invests

directly or indirectly in US assets, the capital and income arising from such investments may be subject to withholding tax of 30%.
To avoid paying the 30% withholding tax, France and the United States have entered into an intergovernmental agreement under which non-US financial institutions (“foreign financial institutions”) agree to institute procedures for identifying direct or indirect investors who qualify as US taxpayers and to provide certain information about these investors to the French tax authorities, which will disclose said information to the US tax authority, the Internal Revenue Service.
As a foreign financial institution, the UCI undertakes to comply with the FATCA and to take all appropriate measures pursuant to the aforementioned intergovernmental agreement.

The amount that it is reasonable to invest in this UCI depends on each investor's personal circumstances. To determine this, investors should take account of their personal financial situation, current needs and the recommended investment period, and should also consider their ability to assume risk or whether they prefer instead to opt for a more cautious

This UCI may not be suitable for investors planning to withdraw their contributions within 5 years.

## 12. Allocation of distributable income

Distributable sums consist of:

1) Net revenue plus retained earnings and plus or minus the revenue adjustment balance. Net revenue of the financial year is equal to the amount of interest, arrears, dividends, bonuses and prizes, remuneration, as well as all proceeds from securities in the fund portfolio, plus the proceeds of sums temporarily available and minus management fees and borrowing costs.

2) Realised capital gains, net of fees, less realised capital losses, net of fees received during the financial year, plus capital gains of the same nature generated in previous years and that have not been distributed or capitalised, and plus or minus the capital-gains adjustment account.

The amounts referred to in 1) and 2) may be distributed independently of each other, in whole or in part.

| Share | |
|---|---|
| PC EUR , RC EUR , RC H-USD , RC H-CHF , UC EUR , UC H-USD , UC H-GBP , UC H-CHF , UB C EUR , MC EUR | Distributable sums are fully capitalised with the exception of sums that, under the law, are subject to a mandatory distribution. |
| PD EUR , RD EUR | Net revenue is distributed in full, and allocation of net capital gains is decided each year by the shareholders’ meeting. It may distribute interim payments. |

## 13. Frequency of distribution

PC EUR, UC EUR, RC EUR, MC EUR, UB C EUR, UC H-GBP, UC H-USD, RC H-USD, UC H-CHF and RC H-CHF shares: None.
PD EUR and RD EUR shares: The dividend is distributed once a year following the Shareholders' Meeting convened to approve the accounts of the financial year just ended. Interim dividends may be paid.

## 14. Characteristics of the shares (base currency, division of shares, etc.)

| Share | Base currency |
|---|---|
| PC EUR, PD EUR, RC EUR, RD EUR, UC EUR, UB C EUR, MC EUR | EUR |

| | |
|---|---|
| RC H-USD, UC H-USD | USD |
| RC H-CHF, UC H-CHF | CHF |
| UC H-GBP | GBP |

| Share | Division |
|---|---|
| PC EUR, PD EUR, RC EUR, RD EUR, RC H-USD, RC H-CHF, UC EUR, UC H-USD, UC H-GBP, UC H-CHF, UB C EUR | In thousandths |
| MC EUR | In ten-thousandths |

## 15. Terms and conditions of subscription and redemption

Subscription and redemption orders are accepted in amount and/or in shares.

**Date and frequency of NAV calculation**

The net asset value is calculated every day except Saturdays and Sundays, public holidays in one of the following countries: France.
The net asset value is not calculated on the closing days of one of the following stock exchanges: Paris.

Where and how to find out the net asset value: the net asset value is published Daily in the offices of LAZARD FRERES GESTION SAS and on the internet www.lazardfreresgestion.fr.

**Address of the institutions designated to receive subscription and redemption orders**

CACEIS BANK - 89-91 rue Gabriel Péri – 92120 Montrouge
Bank and investment services provider accredited by the CECEI on April 1st, 2005.

Investors are reminded that orders transmitted to distributors other than the institution referred to above must take into consideration the fact that the cut-off time for the processing of orders applies to the said distributors vis-à-vis the institution referred to above. Consequently, such distributors may apply their own cut-off time, which may be earlier than the cut-off time indicated above, in order to take into account the time required to transmit orders to the institution referred to above.

LAZARD FRERES BANQUE - 175 boulevard Haussmann - 75008 Paris
On behalf of clients for whom it provides custody account-keeping services

Orders are executed as indicated in the table below

| Business day | Day on which NAV is set (d) | The business day following the valuation day (D+1) | Two business days following the valuation day (D+2) | Two business days following the valuation day (D+2) |
|---|---|---|---|---|
| Daily order reception and Daily centralisation of redemption orders before 11:00 a.m. (Paris time) | Order executed by the latest on d | Publication of the net asset value | Settlement of subscription | Settlement of redemptions |

Subscriptions preceded by a redemption received from the same shareholder on the same day for the same number of shares at the same NAV may be executed.

Extension of notice period :
Where exceptional circumstances arise, the Management Company reserves the right to extend the notice period between the receipt of redemption orders and their centralisation, it being understood that the periods after extension may not exceed those stipulated in the AMF General Regulations.

The Management Company may rescind its decision to extend the notice periods at any time.

**Redemption Gates mechanism:**
The management company may implement a gate mechanism to spread investors' redemption requests of the UCI over several net asset values if they exceed a set threshold, when exceptional circumstances so require and if the interests of investors or the public so require.

Description of the mechanism:
The management company may decide not to execute all redemptions at the same net asset value, when the objectively predetermined threshold is reached on a net asset value. To determine the level of this threshold, the management company takes into account the frequency of calculation of the net asset value of the UCI, the UCI management strategy and the liquidity of the assets in the portfolio.

For the UCI, the cap on redemptions may be applied by the management company when the threshold of 5% of net assets is reached. As the sub-fund has several share categories, the trigger level will be the same for all share categories of the sub-fund. This threshold of 5% applies to centralised redemptions for the whole of the UCI's assets and not specifically to the share categories of the sub-fund.

The gate trigger level is the ratio between:

- the difference recorded, on the same centralisation date, between the number of shares of the sub-fund for which redemption is requested or the total amount of these redemptions, and the number of shares of the sub-fund for which subscription is requested or the total amount of these subscriptions; and
- the net assets of the sub-fund or the total number of shares in the sub-fund.

Where redemption requests exceed the gate trigger threshold, the UCI may, however, decide to honour redemption requests in excess of the threshold, and thus partially or fully execute any orders that might be blocked.

For example, if total redemption requests of shares represent 10% of net assets of the UCI while the trigger threshold is set at 5% of net assets, the UCI may decide to honour redemption requests up to 8% of net assets (and thus execute 80% of redemption requests). The maximum duration for the application of the redemption gate mechanism is set at 20 net asset values over 1 month.

Procedures for informing unitholders:
In the event the redemption gate is activated, investors of the UCI will be informed by any means from the website www.lazardfreresgestion.fr.
Investors of the UCI whose redemption orders have not been executed will be informed specifically as soon as possible.

Processing of unexecuted orders:
During the period of application of the redemption gate, redemption orders will be executed in the same proportions for holders of the UCI who have requested a redemption at the same net asset value. Redemption orders so deferred will not have priority over subsequent redemption requests. Redemption orders that are not executed and automatically deferred may not be revoked by the holders of the UCI.

Exemption from the gate mechanism:
Subscriptions and redemptions for the same number of of shares, on the basis of the same net asset value and for the same investor or beneficial owner (so-called round-trip transactions) are not subject to gates. This exclusion also applies when switching from one category of shares to another category of shares, at the same net asset value, for the same amount and for the same investor or beneficial owner.

## 16. Fees and expenses

Subscription and redemption fees are respectively added to the subscription price paid by the investor or deducted from the redemption price paid. The fees earned by the UCI are used to cover the charges that it incurs in investing or divesting the assets under management. The remaining fees are paid to the management company, the distributor, etc.

| Charges payable by the investor during subscription and redemption | Basis | Share | Rate (maximum incl. taxes) |
|---|---|---|---|
| Subscription fees not retained by the UCI | NAV x number of shares | PC EUR, PD EUR, RC EUR, RD EUR, RC H-USD, RC H-CHF, UC EUR, UC H-USD, UC H-GBP, UC H-CHF | 4.0% |
| | | UB C EUR, MC EUR | 0.0% |
| Subscription fees retained by the UCI | NAV x number of shares | PC EUR, PD EUR, RC EUR, RD EUR, RC H-USD, RC H-CHF, UC EUR, UC H-USD, UC H-GBP, UC H-CHF, UB C EUR, MC EUR | 0.0% |
| Redemption fees not retained by the UCI | NAV x number of shares | PC EUR, PD EUR, RC EUR, RD EUR, RC H-USD, RC H-CHF, UC EUR, UC H-USD, UC H-GBP, UC H-CHF, UB C EUR, MC EUR | 0.0% |
| Redemption fees retained by the UCI | NAV x number of shares | PC EUR, PD EUR, RC EUR, RD EUR, RC H-USD, RC H-CHF, UC EUR, UC H-USD, UC H-GBP, UC H-CHF, UB C EUR, MC EUR | 0.0% |

| Expenses charged to the UCI | Basis | Share | Rate (maximum incl. taxes) |
|---|---|---|---|
| Financial management fees | Net assets | PC EUR | 1.08% |
| | | PD EUR | 1.08% |
| | | RC EUR | 2.000% |
| | | RD EUR | 2.000% |
| | | RC H-USD | 2.000% |
| | | RC H-CHF | 2.000% |
| | | UC EUR | 0.815% |
| | | UC H-USD | 0.865% |
| | | UC H-GBP | 0.865% |
| | | UC H-CHF | 0.865% |
| | | UB C EUR | 0.815% |
| | | MC EUR | 0.05% |
| Operating costs and other services | Net assets | Applied to all the shares | 0.17% |
| Indirect charges | N.A | Applied to all the shares | None |
| Performance fees | Net assets | PC EUR, PD EUR, RC EUR, RD EUR, RC H-USD, RC H-CHF, UC EUR, UC H-USD, UC H-GBP, UC H-CHF, UB C EUR, MC EUR | None |

Only the contributions payable for the management of the UCI pursuant to Article L. 621-5-3 II 4° d) of the French Monetary and Financial Code (Code monétaire et financier) and any exceptional legal costs related to debt recovery are outside the scope of the three blocks of charges referred to above.

Where the Management Company has entered into an agreement to market the UCI, a portion of the financial management fees may be passed on to the UCI's marketer.
These fees are calculated as a percentage of the management fees of the unit or share class in question.

**Operating costs and other services include**:

- Registration and referencing fees and costs;
- Customer and distributor information fees and costs (including fees for producing and disseminating regulatory documentation and reporting, fees for sending regulatory information to distributors, etc.);
- Data fees and costs;
- External auditor fees;
- Depositary and account-keeper fees;
- Fees for delegation of administrative and accounting management;
- Audit fees, tax costs (including attorney and external appraiser fees, recovery of sums withheld at the source on the fund's behalf, local tax agent fees, etc.) and legal fees and costs specific to the fund;
- Fees and costs for complying with regulatory obligations and regulatory reporting (including reporting fees, dues paid to mandatory professional associations, fees for monitoring crossing of thresholds, fees for implementing general meeting voting policies, etc.).
- Operating fees and costs;
- Know-your-customer fees and costs.

**All or part of these fees and costs may or may not apply, depending on the fund's characteristics and/or the unit or share class in question.**

These operating and other service fees are charged on the basis of a 0.17% flat fee.

This flat rate may be charged even if actual operating and other service fees are lower than this flat rate and, conversely, if actual operating and other service fees are higher than this flat rate. The excess amount of this rate would be paid by the portfolio management company.

With the exception of brokerage fees, accounting management costs and custodians fees, all of the charges referred to above are levied as part of the joint venture arrangement between Lazard Frères Banque and Lazard Frères Gestion SAS which since 1995 has enabled them to pool their financial control, administration, and portfolio execution resources.

All revenue resulting from efficient portfolio management techniques, net of direct and indirect operating costs, is allocated to the UCI. All costs and expenses related to these management techniques are assumed by the UCI.

For further information, investors may refer to the management report.

## 17. Outline of the counterparty selection procedure

The selection of intermediaries used in equity fund management is a result of: - requests from managers to add new brokers - a financial analysis of the broker's accounts, carried out externally. These intermediaries are used exclusively in terms of inflows relating to equities. Lazard Frères Gestion SAS' Broker Committee ratifies all decisions to authorise new intermediaries.

At least twice yearly, the equity investment team holds a Broker Committee meeting to evaluate the services of its intermediaries, by reviewing four key criteria:

- research
- services offered
- la quality of execution
- level of commissions

## IV - SALES AND MARKETING INFORMATION

| | |
|---|---|
| Publication of information about the UCI | LAZARD FRERES GESTION SAS |
| | 25, rue de Courcelles 75008 Paris France |
| | Customer service - Monday to Friday - 9 to18 Tel +33 (0)1 44 13 01 79 |

Information regarding environmental, social and corporate governance (ESG) issues is available on the management company's website () and will be included in the fund's annual report.

The management company may send, directly or indirectly, information on the composition of the UCI's assets to the UCI's shareholders for purposes related solely to shareholders' regulatory obligations. This information will be sent, where applicable, within a period not less than 48 hours after publication of the NAV.

**Information in the event of a change in the operation of the UCI**:
The shareholders shall be informed of any changes in the operation of the UCI in the press or by any other means in accordance with the prevailing regulations. This information may, where relevant, be provided through Euroclear France financial intermediaries affiliated with it.

Information about the use of investment decision-making support and order execution services (SADIE) can be found on the management company's website ().

## V - INVESTMENT RULES

The UCI's investment rules are laid down in the French Monetary and Financial Code.

## VI - AGGREGATE RISK

The aggregate risk is calculated using the commitment method.

## VII - ASSET VALUATION AND ACCOUNTING RULES

### 1. ASSET VALUATION RULES

**1.1. Financial instruments and securities traded on a regulated market are valued at their market price.**

• **Shares and similar securities** are valued on the basis of the last known price on their main market.

If applicable, prices are translated into euros using the exchange rate prevailing in Paris on the valuation day (as published by WM Closing).
• **Fixed-income securities**
Fixed-income securities are for the most part marked to market based on either Bloomberg prices (BGN)® derived from averages of contributed prices, or on those of direct contributors.
There may be a discrepancy between the carrying amounts, valued as indicated above, and the actual disposal prices that would be obtained if a portion of these portfolio assets were to be sold.

o **Bonds and similar instruments** are valued on the basis of the average of the closing prices gathered from several contributors.

Financial instruments whose prices have not been determined on the valuation date or whose prices have been adjusted are valued at their probable trading price under the responsibility of the shareholders' meeting.
. These estimates and their supporting documentation will be provided to the statutory auditor during audits.

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

o **Negotiable debt securities:**

Negotiable debt securities are marked to market based on either Bloomberg prices (BVAL and/or BGN)® derived from averages of contributed prices, or on those of direct contributors.

There may be a discrepancy between the carrying amounts, valued as indicated above, and the actual disposal prices that would be obtained if a portion of these portfolio assets were to be sold.

The valuation of money market instruments complies with the provisions of Regulation (EU) 2017/1131 of 14 June 2017. Consequently, the UCI does not use the amortised cost method.

• **UCIs:**Units or shares of UCIs are valued at the last known net asset value. Units or shares of UCIs for which net asset values are published monthly may be valued on the basis of interim net asset values calculated from estimated prices.
• **Temporary purchases and sales of securities** - Securities purchased under repurchase agreements are valued at their contract price using an actuarial method with a benchmark rate (€STR, one- or two-week interbank rates, one- to 12-month Euribor) corresponding to the term of the contract.

- Securities sold under repurchase agreements continue to be valued at their market price. Liabilities on securities sold under repurchase agreements are calculated using the same method as that used for securities purchased under repurchase agreements.

• **Futures and options**
- Futures and options are valued on the basis of intraday trading prices the timing of which is based on that of the valuation of the underlying assets.

- Positions taken on the futures or options markets and over the counter are valued at their market price or at the value of the equivalent underlying asset.

**1.2. Financial instruments and securities not traded on a regulated market**

Products traded on a non-regulated market are valued on a marked-to-market basis via conventional valuation models.

**1.3. Valuation methods for off-balance sheet commitments**
- Off-balance sheet transactions are valued at the commitment value.
- The commitment value for futures contracts is equal to the price (in the UCI's currency) multiplied by the number of contracts multiplied by the face value.
- The commitment value for options is equal to the price of the underlying security (in the UCI's currency) multiplied by the number of contracts multiplied by the delta multiplied by the face value of the underlying security.
- The commitment value for swaps is equal to the face value of the contract (in the UCI's currency).

## 2. ACCOUNTING POLICIES

The UCI complies with the accounting rules prescribed by current regulations, in particular the accounting standards applicable to UCIs. The financial statements are presented in accordance with the regulatory provisions governing the preparation and publication of financial statements of undertakings for collective investment.

• **Income from fixed-income securities**
- Income from fixed-income securities is recorded on the basis of accrued interest.

• **Management fees**
- Management fees are calculated on each valuation day.

- The annual management fee rate is applied to gross assets (equal to net assets before deduction of the day's management fees):

Gross assets
x operating and management fees rate
x no. of days between the calculated NAV and the previous NAV
365 (or 366 in a leap year)

- These amounts are then recorded in the SICAV's income statement.

- The SICAV pays the operating fees, which include:
. financial management;
. administration and accounting;
. custody services;
. other operating fees:
. statutory auditors' fees;
. legal notices (Balo, Petites Affiches, etc.) if applicable.

These fees do not include transaction charges.

• **Transaction charges**
Transactions are recorded excluding charges.

• **Retrocessions received on management fees or entry charges**
The method used to calculate retrocession amounts is set out in the sales and marketing agreements.
- If the amount is significant, a provision is recognised in account 61719.
- The final amount is recognised upon settlement of invoices after reversal of any provisions.

## VIII - REMUNERATION

Lazard Frères Gestion has implemented a remuneration policy that complies with the requirements of the AIFM and UCITS V directives and the ESMA guidelines.
This remuneration policy is consistent and promotes sound and effective risk management and does not encourage risk-taking that would be incompatible with the risk profiles of the UCIs it manages. This policy is also in line with the interests of the UCIs and their investors.
The Management Company has put in place appropriate measures to prevent any conflict of interest.
The Management Company's employees receive remuneration comprising a fixed component and a variable component that is subject to an annual review based on individual and collective performance.
The principles of the remuneration policy are revised on a regular basis and adapted in line with regulatory developments. The remuneration policy may be consulted on the Lazard Frères Gestion website at www.lazardfreresgestion.fr.

LAZARD
FRÈRES GESTION

ARTICLES OF ASSOCIATION SICAV

LAZARD EQUITY SRI

Registered office - 10 avenue Percier - 75008 Paris
438703050 Paris Trade and Companies Register

## Title I - Form – Object – Name – Registered offices – Term of the company

### ARTICLE 1 - FORM

An investment company with variable capital (Société d'Investissement à Capital Variable - SICAV) shall be formed among the holders of shares created hereinafter and shares to be subsequently created. The Sicav shall be governed notably by the provisions of the French Commercial Code concerning limited companies (sociétés anonymes) (Book II – Title II – Chapter V), the French Monetary and Financial Code (Book II – Title I – Chapter IV – Section I – Sub-section I), their implementing texts, subsequent texts and by these articles of association.

### ARTICLE 2 - OBJECT

The purpose of this company is to set up and manage financial instruments and deposits.

### ARTICLE 3 - NAME

The company's name is: Lazard Equity SRI followed by the notation "Société d'investissement à Capital Variable", with or without the term "Sicav".

The registered office is established at 10 avenue Percier - 75008 Paris.

The company's term is 99 years, commencing from its registration with the Trade and Companies Register, except in the event that the Sicav is dissolved before the end of the term or extended pursuant to these regulations.

## Title II - Capital – Changes in capital - Features of the shares

### ARTICLE 6 - SHARE CAPITAL

The initial capital totals EUR 32 793 000 (the equivalent of FRF 215 107 979,01) divided into 32 793 shares of EUR 1 000, fully paid up and of the same category.
It was created from cash payments.

The different share classes may:

- apply different dividend policies (distribution or accumulation);
- be denominated in different currencies;
- be subject to different management fees;
- be subject to different subscription and redemption fees;
- have a different par value;
- be systematically hedged, in full or in part, against risk as set out in the prospectus. This hedging is achieved through financial instruments that reduce to a minimum the impact of hedging transactions on the UCI's other share classes;

- be reserved to one or more distribution networks.

The shares may be combined or split upon the decision of the Extraordinary Shareholders' Meeting.

The shares may be sub-divided upon the decision of the board of directors into tenths, hundredths, thousandths or ten-thousandths, referred to as fractional shares.

The provisions hereof governing the issue and redemption of shares shall apply to fractional shares, the value of which shall always be proportional to the value of the share they represent. Unless otherwise stipulated, all other provisions of the articles of association relating to shares shall automatically apply to fractional shares.

## ARTICLE 7 - CHANGES IN CAPITAL

The amount of capital may be changed as a result of the issue of new shares by the company and reductions following the redemption of shares by the company for shareholders who so request.

## ARTICLE 8 - ISSUE AND REDEMPTION OF SHARES

Shares may be issued at any time at the request of shareholders on the basis of the net asset value plus subscription fees, if any.

Redemptions and subscriptions shall be made under the conditions and in accordance with the procedures set out in the prospectus. 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, only the outgoing shareholder's written and signed agreement must be obtained by the UCI or management company. If the redemption in kind does not correspond to a representative share of the assets in the portfolio, all of the shareholders must provide their written signed agreement authorising the outgoing shareholder to obtain redemption of their shares against certain specific assets, as explicitly defined in the agreement.
As an exception to the foregoing, in cases where the UCI is an ETF, redemptions on the primary market may, if the portfolio management company agrees and provided that the interests of the shareholders are upheld, be made in kind under the conditions set out in the UCI's prospectus. The assets are then delivered by the issuer account keeper under the conditions set out in the UCI's prospectus.

Generally speaking, the redeemed assets are valued according to the rules set out in Article 9, and redemption in kind is based on the first net asset value following acceptance of the instruments in question.

All subscriptions to new shares must, under pain of being declared void, be fully paid up and the shares issued shall have the same dividend date as that of the existing shares on the issuance date.

Pursuant to Article L. 214-7-4 of the French Monetary and Financial Code, redemption by the company of its shares, and the issue of new shares, may be temporarily suspended by the board of directors in exceptional circumstances and if required in the interests of shareholders.

No shares may be redeemed if the net assets of the Sicav are less than the regulatory amount.

In accordance with the provisions of Book II of the Monetary and Financial Code, the UCITS/Sub-fund implements the following liquidity management tool(s):

- Extension of notice periods
- Plafonnement des remboursements (gates)

The conditions and procedures for activating and deactivating this or these tools are specified in the prospectus.

Minimum subscription conditions may apply, as set out in the prospectus.

The UCI may cease to issue shares on a temporary or permanent basis, in part or in full, pursuant to the provisions set out in the third paragraph of Article L. 214-7-4 of the French Monetary and Financial Code, in objective situations that warrant the closure of subscription such as cases where the maximum number of issued shares has been reached, the maximum amount of assets has

been reached, or the subscription period has expired. If such partial or full closure is activated, the existing shareholders must be informed by all available means, including details of the threshold and objective situation that triggered the decision. In the case of partial closure, the existing shareholders must also be informed in detail of the methods by which they can continue to subscribe during this partial closure period. The shareholders must also be informed by all available means if the UCI or management company decide to discontinue the full or partial subscription closure period (when the activation threshold is no longer exceeded) or continue the closure period (change in the threshold or the objective situation that warranted implementation of the measure). Any change in the specified objective situation or in the activation threshold must always be in the interest of the shareholders. The existing shareholders must be informed by all means of the exact reasons for such changes.

## ARTICLE 9 - CALCULATION OF NET ASSET VALUE

The net asset value of the shares is calculated according to the valuation rules set out in the prospectus.

Further, if the shares are listed for trading, the exchange operator will calculate an instant indicative net asset value.

Contributions in kind may consist only of securities, stocks or contracts that are eligible to form the assets of UCITS; they are valued according to the valuation rules used to calculate the net asset value.

## ARTICLE 10 - FORM OF THE SHARES

The shares may have the form of bearer or registered shares, as selected by the subscriber.

Pursuant to Article L. 211-4 of the French Monetary and Financial Code, the securities must be registered in accounts kept by the issuer or an authorised intermediary, as the case may be.

Holders' rights will be represented by an entry in an account their name:
- with the intermediary of their choice for bearer securities;
- with the issuer and, if they so wish, with the intermediary of their choice for registered securities.

The company may, at its own expense, request the name, nationality and address of the Sicav's shareholders, as well as the number of securities held by each of them, in accordance with Article L. 211-5 of the French Monetary and Financial Code.

## ARTICLE 11 - ADMISSION TO TRADING IN A REGULATED MARKET AND/OR A MULTILATERAL TRADING SYSTEM

The shares may be admitted to trading in a regulated market and/or a multilateral trading system, depending on the applicable regulations.

If the Sicav whose shares are admitted to trading in a regulated market, has an investment objective based on an index, it must have set up a system to ensure that its share price does not deviate significantly from its net asset value.

## ARTICLE 12 - RIGHTS AND OBLIGATIONS ATTACHED TO THE SHARES

Each share confers the right, in proportion to the fraction of the share capital represented, to a share in the ownership of the company's assets and of the company's profits.

The rights and duties attached to a share shall be transferred to any owner thereof.

Whenever the exercise of a right is conditional upon a certain number of shares being held and specifically in the case of a swap or consolidation of shares, holders of individual shares or of less than the required number of shares may only exercise such rights if they personally undertake to consolidate their holdings and, if applicable, to buy or sell the necessary quantity of shares.

### ARTICLE 13 - INDIVISIBILITY OF SHARES

All co-owners of shares or assignees are required to be represented with the company by a single person named by mutual agreement or, failing such agreement, appointed by the Chief Judge of the Commercial Court with jurisdiction for the registered offices.

Holders of fractional shares may consolidate their holdings. In this case, they must be represented as set out above, by a single person who shall perform, for each group, all of the rights attached to the ownership of the entire share.

In cases where beneficial ownership and bare ownership are separated, the division of voting rights at shareholders' meetings between the beneficial owner and the bare owner is left to the discretion of the parties concerned, who should inform the company accordingly.

## Title III - Administration and management of the company

### ARTICLE 14 - ADMINISTRATION

The company is administered by a board of directors with at least three and no more than 18 members, appointed by the shareholders' meeting.

During the life of the company, the directors shall be appointed or re-appointed by the ordinary shareholders' meeting.

The directors of the company may be natural persons or legal entities. In the case of a legal entity, on appointment, they must designate a permanent representative who is subject to the same conditions and obligations and bears the same civil and criminal liability as if they themselves were a member of the board of directors, without prejudice to the liability of the legal entity they represent.

This permanent mandate is given for the duration of the legal entity's own mandate. If the legal entity terminates the appointment of its representative, it must notify the Sicav immediately by registered mail and also inform the Sicav of the identity of its new permanent representative. The same shall apply in the event of the death, resignation or extended impediment of the permanent representative.

### ARTICLE 15 - TERM OF OFFICE OF DIRECTORS - REPLACEMENT OF THE BOARD

Subject to the provisions of the final paragraph of this article, the directors' term of office is three years for initial directors and up to six years for subsequent directors, with each year being understood as the period between two consecutive annual shareholders' meetings.

If one or more directors' seats become vacant between two shareholders' meetings as a result of death or resignation, the board of directors may make interim appointments.

A director appointed by the board on an interim basis to replace another shall remain in office only for the remaining term of office of his predecessor. This appointment shall be subject to ratification at the next shareholders' meeting.

All directors shall be eligible for re-election. They may be dismissed at any time by the ordinary shareholders' meeting.

Each director's term of office shall expire at the close of the ordinary shareholders' meeting called to approve the financial statements for the past financial year and held in the year during which the director's term of office expires, it being understood that, if the meeting is not held in that year, the term of office of the director concerned shall expire on December 31st of the same year, subject to the exceptions hereafter.

All directors may be appointed for a term of less than six years where necessary to ensure that changes are made as regularly as possible and that all members have changed by the end of each six-year period. This is notably the case if the number of directors is increased or decreased and the renewal frequency has been affected.

Where the number of members of the board of directors falls below the legal minimum, the remaining member or members must immediately call an ordinary shareholders' meeting in order to fill the vacant seats on the board.

The age limit for members of the board of directors is set at 80. Nevertheless, directors older that this age limit may in exceptional cases have their mandate renewed for a period of six years; no more than three directors may be renewed under these conditions.

The board of directors may be renewed by rotation.

In the event of the resignation or death of a director, and where the number of directors still in office is equal to or greater than the statutory minimum, the board may appoint a temporary replacement for the remaining term of office.

## ARTICLE 16 - BUREAU OF THE BOARD

The board shall elect a chairman from among its members for a term determined by it, but which may not exceed the chairman's term of office as a director. The chairman must be an individual.

The chairman of the board of directors shall organise and direct the board's activities, and shall report on these to the shareholders' meeting. The chairman shall oversee the smooth operation of the company's management bodies and in particular shall ensure that the directors are capable of fulfilling their duties.

If he considers it appropriate, he shall also appoint a vice- chairman and may also choose a secretary, who need not be member of the board.

In the event of the temporary incapacity or death of the chairman, the board of directors may agree to delegate the chairman's functions to a director.

## ARTICLE 17 - BOARD MEETINGS AND DELIBERATIONS

The board of directors shall meet when convened by the chairman, as often as the company's interests require, either at the registered offices or at any other location indicated in the notice of meeting.

Whenever the board has not met for more than two months, at least one-third of its members may ask the chairman to convene a meeting based on a specific agenda. The chief executive officer may also ask the chairman to convene a board of directors' meeting to deal with a specific agenda. The chairman is bound by such a request.

Company bylaws may determine, in accordance with legal and regulatory provisions, the conditions for organising meetings of the board of directors, which except when held for the adoption of resolutions that are expressly excluded from this option under the French Commercial Code, may take place via video-conference.

Invitations may be sent to the directors by post or verbally.

A quorum of at least half the members is required in order for decisions to be valid. Decisions are adopted by a majority vote of members present or represented. Each director holds one vote. In the case of a split-vote, the chairman has the casting vote.

Where video-conferencing is permitted, the company's bylaws may stipulate, in accordance with the regulations in force, that directors participating in a board of directors' meeting via video-conference are deemed present for the purpose of quorum and majority calculations.

## ARTICLE 18 - MINUTES

Minutes are written up and copies or excerpts of decisions are issued and certified as required by law.

## ARTICLE 19 - POWERS OF THE BOARD OF DIRECTORS

The board of directors steers the company's activity and oversees correct execution. Within the limits of the corporate object and subject to the powers expressly granted by law to shareholders' meetings, the board shall consider any issue that affects the proper operation of the company and settle any matters concerning the company through its decisions

The board of directors shall carry out such controls and audits that it considers appropriate. The chairman or the chief executive officer is required to provide each director with all documents and information needed to perform his or her duties.

A director may authorise another director to represent him at a meeting of the board of directors under the conditions established by law. Each director shall have only one such power of attorney during a single session.

The provisions set out above shall apply to permanent representatives of directors who are legal entities.

## ARTICLE 20 - EXECUTIVE MANAGEMENT – NON-VOTING BOARD MEMBERS

The executive management of the company shall be the responsibility of the chairman of the board of directors or of another natural person appointed by the board of directors and holding the title of chief executive officer.

The choice of these two methods shall be made in accordance with the terms of these articles of association by the board of directors for a term that shall run until the expiry of the functions of the current chairman of the board of directors. Shareholders and third parties shall be informed of this choice under the conditions defined by the applicable legislative and regulatory provisions.

Based on the board of directors' choice as stipulated above, the company will be managed by either the chairman or a chief executive officer.

When the board of directors decides to separate the functions of chairman and chief executive officer, it shall appoint a chief executive officer and shall decide on his/her term of office.

If the chairman of the board of directors assumes responsibility for the executive management of the company, the following provisions regarding the chief executive officer shall apply.

Subject to the powers expressly attributed by law to shareholders' meetings as well as those specifically reserved by law to the board of directors, and within the limits of the corporate purpose, the chief executive officer is vested with the broadest powers to act in all circumstances on behalf of the company. He shall exercise these powers within the limits of the corporate object and subject to the powers expressly attributed by law to shareholders' meetings and the board of directors. He shall represent the company in its dealings with third parties.

The chief executive officer may authorise any partial delegation of his powers to any person of his choice.

The chief executive officer may have his/her appointment revoked at any time by the board of directors.

At the request of the chief executive officer, the board of directors may appoint up to five deputy chief executive officers to assist the chief executive officer. Deputy chief executive officers may be removed from office at any time by the board upon the recommendation of the chief executive officer.

In agreement with the chief executive officer, the board shall determine the scope and duration of the powers delegated to deputy chief executive officers.

Such powers may include a right of partial delegation. If the chief executive officer resigns or is dismissed or is unable to perform his duties, the deputies shall retain their powers and positions, unless the board decides otherwise, until the appointment of a new chief executive officer.

Deputy chief executive officers shall have the same powers vis-à-vis third parties as the chief executive officer.

The age limit of the chief executive officer and deputy chief executive officers is set at 80.

The shareholders' meeting may appoint one or more non-voting board members.

The term of office for non-voting board members shall be a maximum of six years. It shall expire at the close of the ordinary shareholders' meeting called to approve the financial statements for the past financial year and held in the year during which the non-voting board members' term of office expires.
Non-voting board members may be re-elected at any time without limitation; they may be removed from office at any time upon the decision of the shareholders' meeting.

In the event of the death or resignation of one or more non-voting board members, the board of directors may co-opt their successor(s), this provisional appointment being subject to ratification at the next shareholders' meeting.

Non-voting board members are responsible for ensuring the strict enforcement of the articles of association. They attend the board of directors meetings and hold a consultative role. They examine statements of assets and liabilities and the annual financial statements and offer their comments on these matters to the shareholders' meetings when they consider it appropriate to do so. Remuneration of non-voting board members is decided upon by the board.

### ARTICLE 21 - BOARD ALLOCATIONS AND REMUNERATION

Directors may be allocated an annual lump sum for attendance at board meetings, the amount of which shall be determined by the ordinary shareholders' meeting. This amount, which shall be charged to overheads, shall remain unchanged until further decision.

The board shall divide this remuneration among its members as it sees fit.

The chairman's and the chief and deputy chief executive officer(s)' remuneration shall be set by the board of directors. Remuneration may be fixed or both fixed and variable.

The board of directors may also allocate special payments for tasks and duties assigned to directors; any such payments will be charged to operating expenses and subject to the approval of the ordinary shareholders' meeting.

No other permanent or other type of remuneration may be allocated to the directors unless they hold an employment contract with the company under the conditions set out by law.

### ARTICLE 22 - CUSTODIAN

The custodian is appointed by the board of directors.

The custodian performs the tasks for which it is responsible under applicable laws and regulations as well as those assigned to it contractually by the Fund or the management company.
In particular, the custodian must ensure that the decisions of the management company are lawful. It shall take any protective measures it considers appropriate.

In the event of a dispute with the management company, it shall inform the AMF.

### ARTICLE 23 - PROSPECTUS

The board of directors or, where the Sicav has delegated full responsibility for management, the management company, has all necessary powers to make, as needed, any amendments to the prospectus to ensure the proper management of the company, pursuant to the legislative and regulatory provisions specific to Sicavs.

## Title IV - Statutory auditors

### ARTICLE 24 - APPOINTMENT - POWERS - REMUNERATION

The statutory auditor is appointed by the board of directors for a term of six financial years, following AMF approval, from among persons authorised to perform such duties in commercial companies.

The statutory auditor shall certify that the financial statements give a true and fair view of the company.

The statutory auditor's term may be renewed.

The statutory auditor has a duty to report promptly to the AMF any fact or decision concerning the Fund of which he has become aware in the course of his duties and which is liable to:
1.Constitute a breach of the laws or regulations that apply to that body that is likely to have a significant impact on its financial situation, profits or assets;
2.Affect the conditions or the continuity of its operations;
3.Lead to the expression of reservations or the refusal to certify the financial statements.

The statutory auditor shall oversee the valuation of assets and the calculation of exchange ratios used in the event of a conversion, merger or split.

The statutory auditor shall assess any contribution in kind under his own responsibility.

He shall verify the accuracy of the composition of assets and other information prior to publication.

The statutory auditor's fees shall be set by mutual agreement between the statutory auditor and the SICAV's board of directors, on the basis of a work schedule setting out the procedures deemed necessary.

The statutory auditor shall certify the positions used as the basis for the distribution of interim dividends.

## Title V - Shareholder's meetings

### ARTICLE 25 - SHAREHOLDER'S MEETINGS

Shareholders' meetings shall be convened and shall deliberate under the conditions provided for by law.

The annual shareholders' meeting, which must approve the company's financial statements, must be held within four months of the close of the financial year.

Meetings shall be held either at the registered offices or at any other location specified in the notice of meeting.

Each shareholder may participate in the Shareholders' Meetings, either in a personal capacity or by appointing another person as proxy, subject to proof of identity and share ownership either in the form of registration in the registered share accounts held by the company or of registration in the bearer securities registry, at the places specified in the notice of meeting; these formalities must be completed two days before the meeting date.

A shareholder may be represented at a meeting in accordance with Article L. 225-106 of the French Commercial Code.

A shareholder may also vote by correspondence under the conditions set out in the regulations in force.

Shareholders' meetings shall be chaired by the chairman of the board of directors or, in his absence, by a vice-chairman or a director appointed by the board for that purpose. Failing this, the shareholders' meeting shall elect the chairman itself.

Minutes of meetings shall be written up and copies certified and issued as required by law.

## Title VI - Annual financial statements

### ARTICLE 26 - FINANCIAL YEAR

The company's financial year begins on the day after the last trading day in Paris in September and ends on the last trading day in Paris of the same month in the following year.

However, by way of exception, the first financial year shall include all operations carried out since the inception date until September 30th, 2002.

### ARTICLE 27 - ALLOCATION OF DISTRIBUTABLE INCOME

Distributable income consists of:

1) Net revenue plus retained earnings and plus or minus the revenue adjustment balance. Net revenue of the financial year is equal to the amount of interest, arrears, dividends, bonuses and prizes, remuneration, as well as all proceeds from securities in the fund portfolio, plus the proceeds of sums temporarily available and minus management fees and borrowing costs.
2) Realised capital gains, net of charges, minus realised capital losses, net of charges, recognised for the financial year, plus any net capital gains of the same kind recognised over previous years that have not been distributed or accumulated, plus or minus the balance of the capital gains adjustment account.

The amounts referred to in 1) and 2) may be accumulated and/or distributed and/or retained independently of each other, in whole or in part.

Details of the relevant process are provided in the prospectus under the section entitled "Allocation of distributable income".

## Title VII - Extension - Dissolution - Liquidation

### ARTICLE 28 - EXTENSION OR EARLY DISSOLUTION

The board of directors may, at any time and for any reason, recommend the extension, early dissolution or liquidation of the Sicav to an extraordinary shareholders' meeting.

This issue of new shares and the redemption by the Sicav of shares for shareholders who so request shall cease on the date of publication of the notice of the shareholders' meeting at which a resolution for the early dissolution or liquidation of the company is considered, or at the end of the company's term.

### ARTICLE 29 - LIQUIDATION

At the end of the term set by the articles of association or in the case of a resolution for early dissolution, the shareholders' meeting shall decide, on the recommendation of the board of directors, the method of liquidation and shall appoint one or more liquidators.

Liquidation procedures are established in accordance with ArticleL. 214-12 of the French Monetary and Financial Code.

The liquidator shall represent the company. The liquidator is authorised to pay the creditors and divide out the available balance. The appointment of the liquidator shall terminate the powers held by the directors, but not those held by the statutory auditor.

The liquidator may, pursuant to a resolution of the extraordinary shareholders' meeting, contribute all or part of the assets, rights and obligations of the dissolved company to another company, or transfer such assets, rights and obligations to a company or to any other person.

The net proceeds from the liquidation, after settlement of liabilities, shall be distributed in cash or securities among the shareholders.

During the liquidation process, the duly constituted shareholders' meeting shall retain the same authority as during the life of the company, including in particular the power to approve the liquidation accounts and discharge the liquidator.

## Title VIII - Disputes

### ARTICLE 30 - JURIDICTION ADDRESS FOR SERVICE

Any disputes that may arise during the company's operations or at the time of its liquidation, either between shareholders and the company or among the shareholders themselves, concerning the business of the company, shall be judged in accordance with the law and submitted to the courts with jurisdiction.

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