

**METROPOLE FUNDS**  
**PROSPECTUS**  
**AUGUST**  
**2021**

|                                   |
|-----------------------------------|
| <b>I. GENERAL CHARACTERISTICS</b> |
|-----------------------------------|

**NAME:** METROPOLE Funds

**LEGAL FORM AND MEMBER STATE IN WHICH THE FUND WAS CREATED:** SICAV (*société d'investissement à capital variable*), a variable capital investment company organised and existing under French law, having its registered office at 9, rue des Filles Saint-Thomas, 75002 Paris.

**DATE OF CREATION AND EXPECTED DURATION:** the Fund is created for a period of 99 years with effect from 5 March 2013, date of its registration in the Trade and Companies Register.

**SUMMARY OF THE INVESTMENT OFFER:** the Fund has 6 sub-funds, 4 of which are authorised for public distribution in Switzerland.

## METROPOLE FUNDS

### Sub-fund no. 1: METROPOLE SELECTION

|   |                                 |                                 |                                 |                                  |                                 |  |                                     |                                      |
|---|---------------------------------|---------------------------------|---------------------------------|----------------------------------|---------------------------------|--|-------------------------------------|--------------------------------------|
| <b>ISIN code</b>                        | FR0007078811                    | FR0010988758                    | FR0010988766                    | FR0011468602                     | FR0011412592                    | FR0012068492                               | FR0013529260                        | FR0013529278                         |
| <b>Name</b>                             | <u>METROPOLE SELECTION</u><br>A | <u>METROPOLE SELECTION</u><br>P | <u>METROPOLE SELECTION</u><br>D | <u>METROPOLE SELECTION</u><br>W* | <u>METROPOLE SELECTION</u><br>B | <u>METROPOLE SELECTION</u><br>USD Hedged** | <u>METROPOLE SELECTION</u><br>USD A | <u>METROPOLE SELECTION</u><br>USD W* |
| <b>Distribution of income</b>           | Capitalisation                  | Capitalisation                  | Distribution                    | Capitalisation                   | Capitalisation                  | Capitalisation                             | Capitalisation                      | Capitalisation                       |
| <b>Minimum initial subscription</b>     | 1 share                         | 1 share                         | 1 share                         | 1 share                          | 1 share                         | 1 share                                    | 1 share                             | 1 share                              |
| <b>Minimum subsequent subscriptions</b> | 1 hundred thousandth of a share | 1 hundred thousandth of a share | 1 hundred thousandth of a share | 1 hundred thousandth of a share  | 1 hundred thousandth of a share | 1 hundred thousandth of a share            | 1 hundred thousandth of a share     | 1 hundred thousandth of a share      |
| <b>Currency</b>                         | Euro                            | Euro                            | Euro                            | Euro                             | Euro                            | USD  | USD                                 | USD                                  |
| <b>Eligible investors</b>               | All investors                   | All investors                   | All investors                   | All investors                    | All investors                   | All investors                              | All investors                       | All investors                        |
| <b>Initial net asset value</b>          | 612.54 EUR                      | 270.76 EUR                      | 266.82 EUR                      | 263.44 EUR                       | 1,312.80 EUR                    | 1,135.33 USD                               | 200 USD                             | 200 USD                              |

**\* Subscription to this share class is reserved for:**

- Investors subscribing via distributors or intermediaries:
  - providing an investment advice service as defined in the MiFID II regulation or individual portfolio management in accordance with a mandate, and that have signed a specific remuneration agreement stating that they are remunerated exclusively by their clients;
  - or that are subject to national legislation banning the payment of trailer fees to distributors (collectively referred to as “Regulated Distributors”)
- Institutional investors not subscribing via Regulated Distributors.

**\*\* Charges associated with these hedging transactions shall be borne exclusively by the shareholders of the hedged share class.**

METROPOLE FUNDS

Sub-fund no. 2: METROPOLE AVENIR EUROPE

|   |                                  |
|---|----------------------------------|
| <b>ISIN code</b>                        | FR0007078829                     |
| <b>Name</b>                             | <u>METROPOLE AVENIR EUROPE A</u> |
| <b>Distribution of income</b>           | Capitalisation                   |
| <b>Minimum initial subscription</b>     | 1 share                          |
| <b>Minimum subsequent subscriptions</b> | 1 hundred thousandth of a share  |
| <b>Currency</b>                         | Euro                             |
| <b>Eligible investors</b>               | All investors                    |
| <b>Initial net asset value</b>          | 688.62 EUR                       |

METROPOLE FUNDS

**Sub-fund no. 3: METROPOLE FRONTIERE EUROPE**

|   |                                     |
|---|-------------------------------------|
| <b>ISIN code</b>                        | FR0007085808                        |
| <b>Name</b>                             | <u>METROPOLE FRONTIERE EUROPE A</u> |
| <b>Distribution of income</b>           | Capitalisation                      |
| <b>Minimum initial subscription</b>     | 1 share                             |
| <b>Minimum subsequent subscriptions</b> | 1 hundred thousandth of a share     |
| <b>Currency</b>                         | Euro                                |
| <b>Eligible investors</b>               | All investors                       |
| <b>Initial net asset value</b>          | 387.84 EUR                          |

METROPOLE FUNDS

Sub-fund no. 4: METROPOLE EURO SRI

|   |                                 |                                 |                                  |
|---|---------------------------------|---------------------------------|----------------------------------|
| <b>ISIN code</b>                        | FR0010632364                    | FR0013185055                    | FR0013434040                     |
| <b>Name</b>                             | <u>METROPOLE EURO SRI A</u>     | <u>METROPOLE EURO SRI W*</u>    | <u>METROPOLE EURO SRI GBP W*</u> |
| <b>Distribution of income</b>           | Capitalisation                  | Capitalisation                  | Capitalisation                   |
| <b>Minimum initial subscription</b>     | 1 share                         | 1 share                         | 1 share                          |
| <b>Minimum subsequent subscriptions</b> | 1 hundred thousandth of a share | 1 hundred thousandth of a share | 1 hundred thousandth of a share  |
| <b>Currency</b>                         | Euro                            | Euro                            | Euro                             |
| <b>Eligible investors</b>               | All investors                   | All investors                   | All investors                    |
| <b>Initial net asset value</b>          | 325.82 EUR                      | 251.36 EUR                      | 200 £                            |

**\* Subscription to this share class is reserved for:**

- Investors subscribing via distributors or intermediaries:
  - o providing an investment advice service as defined in the MiFID II regulation or individual portfolio management in accordance with a mandate, and that have signed a specific remuneration agreement stating that they are remunerated exclusively by their clients;
  - o or that are subject to national legislation banning the payment of trailer fees to distributors (collectively referred to as “Regulated Distributors”)
- Investors not subscribing via Regulated Distributors.

## METROPOLE FUNDS

### **AVAILABILITY OF LATEST ANNUAL REPORT AND PERIODIC REPORT:**

Shareholders can obtain the most recent annual and periodic reports within 8 business days by writing to the Business Development Department at:

METROPOLE Gestion  
9, rue des Filles Saint-Thomas  
75002 Paris, France  
Direction du Développement  
Tel.: +33 (0)1.58.71.17.00

These documents are also available on the website [www.metropolegestion.com](http://www.metropolegestion.com)

**The Fund's sub-funds take into account ESG criteria as well as sustainability risks. In addition, the sub-funds of the SICAV named METROPOLE SELECTION, METROPOLE AVENIR EUROPE and METROPOLE EURO SRI apply an ESG criteria selectivity constraint by reducing the initial investment universe of each relevant sub-fund, using a Best in class and Best effort rating methodology for european companies.**

Information on these criteria is available on the website: [www.metropolegestion.com](http://www.metropolegestion.com)  
and in the annual reports.

## II. DIRECTORY

### MANAGEMENT COMPANY

#### **METROPOLE Gestion**

9, rue des Filles Saint-Thomas, 75002 Paris, France

Portfolio management company authorised by Commission des Opérations de Bourse (now the AMF) on 21 October 2002 under the number GP02026

### CUSTODIAN

#### **Identity of the Fund's Custodian**

The Fund's Custodian is CACEIS Bank, (the “**Custodian**”). CACEIS Bank, which has its registered office at 1-3, place Valhubert – 75013 Paris France, is registered in the Paris Trade and Company Register under number 692 024 722. It has been approved by the ACPR (the French Prudential Supervision and Resolution Authority) and is regulated by the AMF (the French Financial Markets Regulator).

As determined by the applicable Regulations, the Custodian's responsibilities include safekeeping of the Fund's assets, controlling compliance of the Management Company's decisions and monitoring the Fund's cash flows.

The Custodian is independent from the Management Company.

The description of any safekeeping tasks delegated by CACEIS Bank, a list of agents to whom such tasks have been delegated or sub-delegated, and the information on conflicts of interest that may arise as a result of any such delegation are available on the CACEIS website: [www.caceis.com](http://www.caceis.com).

Updated information about the foregoing will be sent to investors on request.

### STATUTORY AUDITORS

#### **PricewaterhouseCoopers Audit**

Represented by Frederic Sellam

63, rue de Villiers, 92200 Neuilly-sur-Seine

### PROMOTER

#### **METROPOLE Gestion**

9, rue des Filles Saint-Thomas, 75002 Paris, France

The promoters' list may not be exhaustive in so far as the Fund is admitted for clearing by EUROCLEAR. Therefore, some promoters may not be mandated or known by the Management Company.

### AGENTS

**Financial Agent: METROPOLE Gestion**

**Accounting sub-agent:**

The administration of the Fund's accounts is sub-delegated to CACEIS Fund Administration 1-3, place Valhubert – 75013 Paris France.



## METROPOLE FUNDS

### **CENTRALISING SUB-AGENT:**

#### **CACEIS Bank**

Registered office: 1-3, place Valhubert – 75013 Paris France.

Postal address: 75206 Paris Cedex 13

As a result of a delegation by the Management Company, management of the Fund's liabilities has been sub-delegated to CACEIS Bank France; it accordingly centralises and processes subscription/ redemption orders for Fund units. Therefore, as the issuer account administrator, CACEIS Bank France manages the relationship with Euroclear regarding any operations that require its involvement.

#### **Administrative sub-agent:**

The Fund has delegated the administrative management to METROPOLE Gestion, and the management of corporate events (meetings of boards of directors and of shareholders) has been sub-delegated to CACEIS Fund Administration.

### **ADVISORS**

N/A

### **FUND'S GOVERNING AND MANAGEMENT BODY:**

The Fund is incorporated as a *société anonyme* (limited company) with a Board of Directors.

Members of the Board of Directors: for further information on the identity of Board members, the positions they hold and their main activities of significance outside the company, please refer to the Fund's annual report.

### III. OPERATION AND MANAGEMENT

#### Sub-fund no. 1: METROPOLE SELECTION

##### ➤ GENERAL CHARACTERISTICS

|   |   |
|---|---|
| <b>ISIN code</b>                          | METROPOLE SELECTION A: FR0007078811<br>METROPOLE SELECTION P: FR0010988758<br>METROPOLE SELECTION D: FR0010988766<br>METROPOLE SELECTION W: FR0011468602<br>METROPOLE SELECTION B: FR0011412592<br>METROPOLE SELECTION USD Hedged: FR0012068492<br>METROPOLE SELECTION USD A: FR0013529260<br>METROPOLE SELECTION USD W: FR0013529278   |
| <b>Characteristics of the shares</b>      | METROPOLE SELECTION A, P, W, B, USD Hedged, USD A and USD W capitalise all income earned on fixed- and variable-income investments. Capitalised income increases the shares' net asset value. METROPOLE SELECTION D distributes 100% of its net income. Net income is defined as the sub-fund's income (namely interest and dividends) plus or minus the aggregate amount available at that time. Management fees and borrowing charges are deducted from the income.<br>Share classes A, P, D, B and W are denominated in euro.<br>The USD Hedged, USD A and USD W share classes are denominated in USD. |
| <b>Rights attached to the share class</b> | Each shareholder has a right of ownership in the sub-fund's assets, in proportion to the number of shares held.   |
| <b>Management of liabilities</b>          | CACEIS Bank manages the sub-fund's liabilities and, to that end, centralises all share subscription and redemption requests for it. The sub-fund's shares are also centralised by Euroclear France.   |
| <b>Voting rights</b>                      | One voting right is attached to each share, entitling its holder to take part in decisions falling within the remit of the Fund's general meeting of shareholders.  |
| <b>Form of shares</b>                     | All shares are issued in bearer form.   |
| <b>Fractions of shares</b>                | Yes. One hundred thousandth. Shares may be subscribed and redeemed on the basis of a set amount and/or in fractions of shares.  |
| <b>End of financial year</b>              | Last trading day in December on Euronext Paris.   |
| <b>Tax treatment</b>                      | <b>METROPOLE SELECTION will no longer be eligible for PEA equity savings plans as from the 1<sup>st</sup> of October 2021.</b><br>The sub-fund is not subject to corporation tax. However, capital gains and losses made by the shareholders are taxable.<br>The tax treatment applicable to the unrealised or realised capital gains or losses recorded by the sub-fund depends on the tax treatment applicable to the investor's specific situation and/or to the sub-fund's investment jurisdiction.<br>Investors who are unsure of their tax situation should seek advice.                            |

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| <b>Classification relating to Regulation (EU) 2019/2088 SFDR (sustainability-related disclosures)</b> | The sub-fund falls under the category of financial products promoting environmental and/or social characteristics in accordance with Article 8 of the SFDR (sustainability-related disclosures) Regulation (EU) 2019/2088. |
| <b>SRI Label</b>  | METROPOLE SELECTION has a French label and/or foreign equivalent.  |

### ➤ SPECIAL PROVISIONS

|                                       |  |
|---------------------------------------|--|
| <b>Delegated financial management</b> | N/A  |
| <b>Investment objective</b>           | <p>METROPOLE SELECTION aims to outperform its benchmark index, the STOXX Europe Large 200 with net dividends reinvested, over a five-year period.</p> <p>In addition, METROPOLE SELECTION promotes, inter alia, environmental and social characteristics, provided that the companies in which investments are made apply good governance practices, in line with the United Nations' sustainable development objectives and the Paris Agreements.</p>   |
| <b>Benchmark index</b>                | <p>The benchmark index is the STOXX Europe Large 200 with net dividends reinvested. Since the management of METROPOLE SELECTION is not index-linked, its performance may differ significantly from the benchmark, which is intended for comparative purposes only. This index managed and published by STOXX is a capitalisation-weighted index of Europe's 200 largest listed companies by market capitalisation. The index covers the main European countries and is based on prices at close of trading.</p> <p>On the date on which this prospectus was last updated, the administrator of the benchmark index was not yet registered on the register of administrators and benchmark indices held by ESMA. (<a href="https://www.esma.europa.eu/databases-library/registers-and-data">https://www.esma.europa.eu/databases-library/registers-and-data</a>). For information, this register is searchable on the website of the ESMA.</p> <p>METROPOLE Gestion may replace the benchmark index if it undergoes material changes or ceases to be provided.</p> <p>The benchmark index does not assess or include its components according to environmental and/or social characteristics and is therefore not aligned with the ESG characteristics promoted by METROPOLE SELECTION. For more information on this benchmark index see index see <a href="https://www.stoxx.com">https://www.stoxx.com</a>.</p> |
| <b>Investment strategy</b>            | <p><b>Strategies used</b></p> <p>The sub-fund will invest essentially in a selection of securities in order to provide investors with a portfolio of equities from the European Union, the United Kingdom, Switzerland and Norway with upside potential.</p> <p>The strategy consists of selecting the companies with the best ratings for ESG criteria by limiting the investment universe using a Best-in-Class and Best Effort rating methodology for companies based in the EU, the United Kingdom, Switzerland and Norway and subsequently selecting discounted stocks through financial analysis, knowledge of the management teams, and identification of one or two factors likely to reduce the discount within the next 18 to 24 months.</p>   |

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The social responsibility criteria taken into consideration are analysed from four angles:

- corporate governance policy;
- respect for the environment;
- management of human capital;
- relations with and management of the various stakeholders (suppliers, customers, local communities and regulators).

Our initial investment universe is composed of European companies with over 100 million euros of market capitalisation, with the exception of those subject to the exclusions specified in our policy available on our website [www.metropolegestion.fr](http://www.metropolegestion.fr). Our eligible universe therefore constitutes the starting point for portfolio construction.

The universe is then reduced a second time based on our Best-in-class and Best efforts ESG rating system by favouring companies with the highest ratings in their sector, or companies making the most significant efforts to adopt the best ESG practices while eliminating the companies with the lowest ratings, in addition to due consideration being given to past or current controversies which are assessed under a dedicated Prevention and Verification Policy. This approach limits potential ESG risks and also encourages the companies to implement accelerated transformation towards sustainable growth and to seize the opportunities presented during the transformation process. The selection constraints applied to the ESG rating system are as follows:

- companies rated above or equal to BBB- (Investment grade) may be selected with no Best effort condition;
- companies rated below or equal to BB+ may be selected subject to a minimum +++ Best effort rating;
- companies rated in the CCC bucket are ruled out.

We obtain a reduced investment universe using ESG rating criteria.

Furthermore, a set of climate change indicators is taken into consideration by our proprietary ratings model. More than 20% of the indicators we monitor are related to climate change and are broken down into 4 analytical pillars. They form an integral part of our ESG rating system.

Financial analysis and the selection of discounted securities vis-à-vis their industrial value constitutes the second filter that once again narrows the universe.

Lastly, the catalysts likely to reduce the valuation discount and ESG controversies represent the final filter applied to the selection of securities that may constitute the portfolio.

The investment universe established accordingly may evolve as time progresses in line with valuation movements in the markets and ESG transformation at company level. The fund management team adjusts the investment universe on a regular basis.

Lastly, an additional selection constraint is applied to construction of the portfolio: the overall ESG rating of the portfolio must be higher than the overall ESG rating of the benchmark universe after deducting the 20% of securities with the lowest ratings.

This approach is supplemented by:

- an approach based on company engagement by exercising voting rights and individual, themed and collective dialogue;
- conducting an impact analysis of our ESG approach.

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|  | <p>This applies to all capitalisations in the investment universe, the sub-fund may invest as opportunities arise and in stocks not within the STOXX Europe Large 200. At least 90% of the portfolio's securities are analysed and assigned a Best-in-Class/Best Efforts ESG rating and are subject to active engagement by exercising voting rights and holding individual, themed and collective dialogue, duly covered in annual reports published on our website.</p>   |
| <p><b>Assets<br/>(excluding derivatives)</b></p> | <p>1. <u>Equities</u></p> <p>The sub-fund will invest at least 75% of its assets in equities issued in member states of the European Union and in the United Kingdom, so as to obtain the best possible performance. Exposure to European Union and the United Kingdom equities will be 60% minimum.</p> <p>The sub-fund will invest in a limited number of different shares relative to the 200 stocks that make up the STOXX Europe Large 200 index. In view of this, the sub-fund's performance may not follow that of the benchmark index. The weight of any particular stock in the portfolio may not exceed 10% of the sub-fund's total assets. In principle the sub-fund will be exposed to equity risk for up to 100% of its assets; occasionally this limit may be increased to 120%.</p> <p>2. <u>Debt securities and money market instruments</u></p> <p>A maximum of 15% of the sub-fund's assets may be invested in money market products: negotiable debt securities and money market funds. Money market funds will be taken into account when calculating the 10% ratio mentioned below. METROPOLE Gestion does not exclusively or systematically rely on credit ratings issued by credit rating agencies when assessing the credit quality of the sub-fund's assets.</p> <p>3. <u>UCITS shares or units</u></p> <p>The portion of the assets not invested in equities may be invested in shares or units issued by UCITS of any classification, within the limit of 10% of the sub-fund's net assets.</p> <p>METROPOLE SELECTION will invest only in French or European UCITS-compliant funds. METROPOLE SELECTION may invest in UCITS managed by METROPOLE Gestion.</p> |
| <p><b>Derivatives</b></p>                        | <p>METROPOLE SELECTION may use derivatives to expose or hedge the sub-fund's assets with regard to a given index or security. Listed options and futures may be used for this purpose. These derivatives will be used to hedge the sub-fund or to invest in futures or options that will optimise the level of exposure to the European Union and the United Kingdom equities market. Should the securities or indexes fall, METROPOLE SELECTION may buy put options or sell futures to hedge the sub-fund or security in question. The derivatives in which the sub-fund invests will not have a maturity of more than two years.</p> <p><u>The USD Hedged share class uses the following derivatives and financial contracts:</u></p> <p>Since the USD is the reference currency, this share class will use over-the-counter derivatives with a view to systematically and fully hedging exposure (within the range of 95% - 105%) to currency risk (against the euro). The maximum commitment on these instruments is equal to the sub-fund's assets.</p>  |

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|  |   | <p>These contracts (currency forwards or currency swaps) are governed by ISDA or FBF master agreements. A default by a counterparty with whom a financial contract has been entered into may cause the net asset value of this share class to fall (see the definition of counterparty risk). Given that the exposure is limited in the event of default by a counterparty under a currency forward or swap, there are no plans to systematically reduce this risk through the introduction of margin calls between the fund and each counterparty. The Fund's annual report will list the names of the counterparty or counterparties to these derivatives and will describe the currency risks that are hedged. It will also state whether financial collateral has been received with a view to reducing counterparty risk. Where received, this financial collateral will have the following characteristics:</p> <ul style="list-style-type: none"> <li>- it shall be exchangeable on liquid markets,</li> <li>- it shall be valued once a day at the very least,</li> <li>- it shall be independent of the counterparty,</li> <li>- it shall have a minimum credit rating of BBB,</li> <li>- it shall be fully realisable by the Fund at any time without consulting the counterparty or requiring the counterparty's approval,</li> <li>- it may not be sold, reinvested or pledged.</li> </ul> <p>The specific risks and costs arising as a result of the hedging shall only affect the USD Hedged share class.</p> |
|  | <p><b>Securities with embedded derivatives</b></p>        | <p>METROPOLE SELECTION may invest its assets in securities with embedded derivatives. Use of this type of instrument will be limited to convertible bonds (ordinary bonds, indexed bonds, bonds redeemable for shares), rights, warrants and guaranteed value certificates (<i>certificats de valeur garantie</i>). These instruments will be used when it would be more advantageous to buy the underlying share through the convertible bond rather than buying it directly.</p> <p>The sub-fund will not invest more than 10% of its assets in securities with embedded derivatives.</p> <p>Securities with embedded derivatives will only be used instead of the corresponding underlying equities in order to increase the sub-fund's exposure.</p>  |
|  | <p><b>Deposits</b></p>                                    | <p>Deposits can be used as part of the management of the allocation of sub-fund assets. The use of deposits must not exceed 20% of the assets. The term of deposits must not exceed one year.</p>   |
|  | <p><b>Cash loans</b></p>                                  | <p>METROPOLE SELECTION may borrow cash for up to 10% of its assets.</p>   |
|  | <p><b>Temporary sales and purchases of securities</b></p> | <p>METROPOLE SELECTION will not enter into any temporary sales or purchases of securities.</p>  |

## METROPOLE FUNDS

### Risk profile

Investors are informed that this sub-fund is exposed to market risk, with a minimum equity risk exposure of 60%; this involves a risk of capital loss. Investors' money will be invested mainly in financial instruments selected by the Management Company. These instruments will be affected by market trends and fluctuations. Securities not listed in euros are exposed to a currency risk that the sub-fund does not hedge. Investors holding share classes in a denominated currency that it is not the reference currency of the sub-fund (euro), and that is not hedged, are also exposed to a currency risk.

Equity market risk: The sub-fund invests mainly in equities. Share price fluctuations can have a positive or a negative impact on the net asset value. Market risk corresponds to the risk of a fall in share prices.

Risk of loss of capital: A capital loss occurs when a share is sold for less than the acquisition price. Investors are warned that their capital is not guaranteed and might not be recovered in full.

Credit risk: Part of the sub-fund's portfolio may be invested in UCITS that are invested in bonds. The sub-fund's net asset value could decrease in the event of a deterioration in the bond issuer's credit quality, for example a rating agency downgrade.

Interest rate risk: This corresponds to the risk of a loss of value of fixed income instruments resulting from variations in interest rates. The sub-fund's net asset value could decrease in the event of a rise in interest rates.

Currency risk at the sub-fund's level: An investment realised by the sub-fund in a currency other than the reference currency (euro) involves a currency risk that the sub-fund does not hedge. The depreciation of that currency will result in a drop in the sub-fund's net asset value. The currency risk exposure for a currency other than a currency from the European Union or the United Kingdom currency will remain accessory.

Currency risk linked to the share classes denominated in a currency other than the reference currency: The shareholder that subscribes in a currency other than the reference currency (euro) of the sub-fund may be exposed to currency risk in the event that the sub-fund does not hedge the currency risk.

As the sub-fund does not hedge the share classes USD A and USD W currency risk, it involves a currency risk that results in a depreciation of the dollar against euro. Exchange rate fluctuations may have a positive or negative impact on the evolution of the sub-fund's performance.

Currency risk specific to the USD Hedged share class: This risk is associated with movements in the euro against the USD. It will be systematically hedged through the use of over-the-counter forward financial instruments. A residual currency risk may, however, remain. The hedging may lead to discrepancies between the performance of the USD Hedged share class and that of the sub-fund's other share classes.

Sustainability risk: Sustainability risk is defined in the legislation as "a sustainability risk means an environmental, social or governance event or condition that, if it occurs, could cause a negative material impact on the value of the investment" (Regulation (EU) 2019/2088).

The physical risks to the companies in which the sub-fund invests that may result from climate change and the transition risks of the companies in which the sub-fund invests resulting from the transformations required to



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|  | <p>combat climate change may have a negative impact on the sub-fund's investments and performance.</p> <p>Social events or instability linked to governance may also have a negative impact on the sub-fund's investments and performances.</p> <p>These risks are taken into account in the investment process and risk monitoring.</p> <p>If an unexpected sustainability risk occurs, it may have a negative impact on the value of the securities held in the portfolio.</p>  |                                    |  |                  |                   |  |   |                                    |   |
|--|---|------------------------------------|--|------------------|-------------------|--|---|------------------------------------|---|
| <p><b>Eligible investors</b></p>   | <p>The sub-fund shares are open to all investors.</p> <p>METROPOLE SELECTION is intended for any investor who already has a portfolio comprising funds investing in equities and/or direct equity interests, and who wishes to diversify into the European Union and the United Kingdom.</p> <p>Because of the equity exposure, the recommended investment period is more than five years.</p> <p>Investors are strongly recommended to diversify their investments to avoid being exclusively exposed to the risks inherent in this sub-fund.</p>  |                                    |  |                  |                   |  |   |                                    |   |
| <p><b>Calculation and allocation of income</b></p>   | <p>METROPOLE SELECTION A, P, W, B, USD Hedged, USD A and USD W capitalise income.</p> <p>METROPOLE SELECTION D distributes income. The amount distributed corresponds to its net income.</p>  |                                    |  |                  |                   |  |   |                                    |   |
| <p><b>Frequency of distribution of income</b></p>  | <p>METROPOLE SELECTION D: once a year. Interim distributions may be made within the limit of the net income recognised in the accounts on the date of the distribution decision.</p>  |                                    |  |                  |                   |  |   |                                    |   |
| <p><b>Subscriptions and redemptions</b></p>  | <p>Subscription and redemption requests are centralised by CACEIS Bank daily until 12 noon CET/CEST and processed at the next net asset value, which is calculated using the stock market closing prices on the day in question, i.e., at an unknown price. Settlement takes place on the second business day after the net asset value date in question (D+2).</p> <p>For the USD Hedged, USD A and USD W share classes, if the settlement date falls on a bank holiday in the USA, it will be postponed to the following business day.</p> <p>The shareholder's attention is brought to the fact that requests transmitted to promoters other than the institutions indicated above must take into consideration the fact that the cut-off time for the centralisation of requests applies to said promoters vis-à-vis CACEIS Bank.</p> <p>Therefore, the promoters may apply their own cut-off time, earlier than mentioned, due to the time needed to transmit orders to CACEIS Bank.</p> <p>Subscription and redemption requests are executed in accordance with the table below :</p> <table border="1" data-bbox="612 1749 1465 1966"> <thead> <tr> <th data-bbox="612 1749 903 1845">D</th> <th data-bbox="903 1749 1082 1845">D : day on which the net asset value is determined</th> <th data-bbox="1082 1749 1206 1845">D+1 business Day</th> <th data-bbox="1206 1749 1465 1845">D+2 business Days</th> </tr> </thead> <tbody> <tr> <td data-bbox="612 1845 903 1966">Centralization deadline for subscription and redemption orders up until 12pm<sup>1</sup> CET/CEST</td> <td data-bbox="903 1845 1082 1966">Execution of the order on D at the latest</td> <td data-bbox="1082 1845 1206 1966">Publication of the net asset value</td> <td data-bbox="1206 1845 1465 1966">Settlement of the subscriptions and redemptions</td> </tr> </tbody> </table> <p><sup>1</sup>Unless specific deadlines potentially agreed on with your financial institution.</p> | D                                  | D : day on which the net asset value is determined | D+1 business Day | D+2 business Days | Centralization deadline for subscription and redemption orders up until 12pm <sup>1</sup> CET/CEST | Execution of the order on D at the latest | Publication of the net asset value | Settlement of the subscriptions and redemptions |
| D  | D : day on which the net asset value is determined  | D+1 business Day                   | D+2 business Days                                  |                  |                   |  |   |                                    |   |
| Centralization deadline for subscription and redemption orders up until 12pm <sup>1</sup> CET/CEST | Execution of the order on D at the latest   | Publication of the net asset value | Settlement of the subscriptions and redemptions    |                  |                   |  |   |                                    |   |
| <p><b>Frequency of calculation of net asset</b></p>  | <p>Daily:</p>   |                                    |  |                  |                   |  |   |                                    |   |



**METROPOLE FUNDS**

|   |   |
|---|---|
| <b>value</b>  | The sub-fund's shares will not be valued on days when the Paris Bourse and settlement systems are closed.   |
| <b>Place and method of publication of net asset value</b> | Net asset values can be obtained from the offices of the Management Company and from the website <a href="http://www.metropolegestion.com">www.metropolegestion.com</a> |
| <b>Fractions of shares</b>                                | Yes. One hundred thousandth.<br>Shares may be subscribed and redeemed on the basis of a set amount and/or in fractions of shares.                                       |
| <b>Minimum initial subscription</b>                       | One share   |
| <b>Minimum subsequent subscriptions</b>                   | One hundred thousandth of a share   |
| <b>Currency of denomination</b>                           | Share classes A, P, D, W and B: euro<br>USD Hedged, USD A and USD W share classes: US dollar  |

## METROPOLE FUNDS

### ➤ COSTS AND FEES

#### • SUBSCRIPTION AND REDEMPTION FEES

Subscription fees will be payable in addition to the subscription price paid by the investor and redemption fees will be deducted from the redemption price. Fees retained by the sub-fund will be used to cover costs borne by the sub-fund to invest or divest the assets under management. Fees not retained by the sub-fund will be passed on to the promoter.

| Investor's costs, payable with subscriptions or redemptions     | Subscription fees not retained by the sub-fund | Subscription fees retained by the sub-fund | Redemption fees not retained by the sub-fund | Redemption fees retained by the sub-fund |
|---|--|--|--|--|
| <b>Base</b>   | Net asset value x number of shares             | N/A  | N/A  | N/A                                      |
| <b>Rate, scale (incl. taxes) METROPOLE SELECTION A</b>          | 4% maximum, negotiable*                        | N/A  | N/A  | N/A                                      |
| <b>Rate, scale (incl. taxes) METROPOLE SELECTION P</b>          | 4% maximum, negotiable*                        | N/A  | N/A  | N/A                                      |
| <b>Rate, scale (incl. taxes) METROPOLE SELECTION D</b>          | 4% maximum, negotiable*                        | N/A  | N/A  | N/A                                      |
| <b>Rate, scale (incl. taxes) METROPOLE SELECTION W</b>          | 4% maximum, negotiable*                        | N/A  | N/A  | N/A                                      |
| <b>Rate, scale (incl. taxes) METROPOLE SELECTION B</b>          | 4% maximum, negotiable*                        | N/A  | N/A  | N/A                                      |
| <b>Rate, scale (incl. taxes) METROPOLE SELECTION USD Hedged</b> | 4% maximum, negotiable*                        | N/A  | N/A  | N/A                                      |
| <b>Rate, scale (incl. taxes) METROPOLE SELECTION USD A</b>      | 4% maximum, negotiable*                        | N/A  | N/A  | N/A                                      |
| <b>Rate, scale (incl. taxes) METROPOLE SELECTION USD W</b>      | 4% maximum, negotiable*                        | N/A  | N/A  | N/A                                      |

\* No subscription or redemption fee will apply in the case of a redemption followed by a subscription on the same day for the same amount in the same account based on the same net asset value.

## METROPOLE FUNDS

### • OPERATING AND MANAGEMENT COSTS

Operating and management costs include all costs invoiced directly to the sub-fund, except for portfolio transaction costs. Portfolio transaction costs include intermediation costs and any turnover commissions that may be charged by the Custodian or the Management Company.

The following may also be payable in addition to the operating and management costs:

- Performance fees. These are paid to the Management Company if the sub-fund's objectives are surpassed. Performance fees paid will reduce the investor's return accordingly.
- Turnover commissions invoiced to the sub-fund.
- A portion of the income earned on temporary security purchase and sale transactions.

For further details of the costs invoiced to the sub-fund, please refer to the Key Investor Information Document.

### • COSTS INVOICED TO THE SUB-FUND

| Costs invoiced to the sub-fund                           | Financial management fee                     | External administrative charges | Maximum indirect charges (management fees and charges) | Turnover commissions (paid to the Management Company) | Performance fee*  |
|--|--|---------------------------------|--|---|---|
| Base   | Net assets excluding METROPOLE Gestion funds | Net assets                      | Net assets   | Deducted from each transaction                        | Net assets  |
| Rate, scale (incl. taxes)<br><b>METROPOLE SELECTIONA</b> | 1.50% maximum                                | 0.30% maximum                   | N/A  | N/A   | N/A   |
| Rate, scale (incl. taxes)<br><b>METROPOLE SELECTIONP</b> | 2% maximum                                   | 0.30% maximum                   | N/A  | N/A   | 15% over and above STOXX Europe Large 200, net dividends reinvested |
| Rate, scale (incl. taxes)<br><b>METROPOLE SELECTIOND</b> | 1.50% maximum                                | 0.30% maximum                   | N/A  | N/A   | N/A   |
| Rate, scale (incl. taxes)<br><b>METROPOLE SELECTIONW</b> | 0.85% maximum                                | 0.30% maximum                   | N/A  | N/A   | N/A   |

**METROPOLE FUNDS**

|   |                       |                       |     |     |     |
|---|-----------------------|-----------------------|-----|-----|-----|
| <b>Rate, scale<br/>(incl. taxes)<br/>METROPOLE<br/>SELECTION B</b>              | 1.70% maximum         | 0.30% maximum         | N/A | N/A | N/A |
| <b>Rate, scale<br/>(incl. taxes)<br/>METROPOLE<br/>SELECTION<br/>USD Hedged</b> | 2% maximum            | 0.40% maximum         | N/A | N/A | N/A |
| <b>Rate, scale<br/>(incl. taxes)<br/>METROPOLE<br/>SELECTION<br/>USD A</b>      | 1,50% rate<br>maximum | 0,40% rate<br>maximum | N/A | N/A | N/A |
| <b>Rate, scale<br/>(incl. taxes)<br/>METROPOLE<br/>SELECTION<br/>USD W</b>      | 0,85% rate<br>maximum | 0,40% rate<br>maximum | N/A | N/A | N/A |

\* The performance fee is based on a comparison between the performance of the share class and that of its benchmark index. The performance fee is calculated for a reference period equal to a financial year.

The benchmark index is the STOXX Europe Large 200 with net dividends reinvested.

Performance is calculated by comparing the change in the value of the assets of the share class with the change in the value of the assets of a reference fund with an identical performance to that of the benchmark index and with the same changes in subscriptions and redemptions as the share class (indexed assets method).

For each day that the share class outperforms the reference fund, a provision of 15% maximum of the outperformance is set aside. For each day that the share class underperforms this reference fund, 15% maximum of this underperformance is written back against the provision within the limit of the amount set aside previously.

The performance fee is calculated by reference to the net assets of the share class after deducting management fees and excluding any provision for the performance fee.

The provision recorded in respect of the performance fee will only be payable at the close of a financial year if, over the year in question, the share class has outperformed the reference fund and the share class's absolute performance is positive.

If, when the last net asset value in December is calculated, the absolute performance of the share class over the year is negative, the reference period will be extended by a year and the provision set aside will be carried over to the next year. The provision will then only be definitively payable if the aggregate absolute performance at the end of the second year is positive.

In that case, the provision set aside in respect of the outperformance for both years will be deducted from the last net asset value in December of the second year. If the aggregate absolute performance of the share class for the two years is negative, the provision set aside in respect of the outperformance in the first year will be definitively written back.

The portion of the performance fee that corresponds to shares that have been redeemed will be paid to the Management Company.

These fees shall be charged directly against the share class.

**METROPOLE FUNDS**

|  |  |
|--|--|
| <b>Subscriptions and redemptions of shares or units issued by UCITS managed by METROPOLE Gestion</b> | Nil (free of charge)   |
| <b>Policy on payments in kind</b>  | No intermediary or counterparty pays the sub-fund's management company any fees in kind.   |
| <b>Brief description of intermediary selection procedure</b>   | The Management Company has implemented a selection and assessment procedure for its intermediaries and counterparties that is available on the website of the Management Company: <a href="http://www.metropolegestion.com">www.metropolegestion.com</a> . |

METROPOLE FUNDS

**Sub-fund no. 2: METROPOLE AVENIR EUROPE**

➤ **GENERAL CHARACTERISTICS**

|   |  |
|---|--|
| <b>ISIN code</b>  | METROPOLE AVENIR EUROPE A: FR0007078829  |
| <b>Characteristics of the shares</b>  | Share classes MÉTROPOLE AVENIR EUROPE A capitalise all income earned on fixed- and variable-income investments. Capitalised income increases the shares' net asset value.<br><br>Shares are denominated in euro.   |
| <b>Rights attached to the share class</b>   | Each shareholder has a right of ownership in the sub-fund's assets, in proportion to the number of shares held.  |
| <b>Management of liabilities</b>  | CACEIS Bank manages the sub-fund's liabilities and, to that end, centralises all share subscription and redemption requests for it. The sub-fund's shares are also centralised by Euroclear France.  |
| <b>Voting rights</b>  | One voting right is attached to each share, entitling its holder to take part in decisions falling within the remit of the Fund's general meeting of shareholders.   |
| <b>Form of shares</b>   | All shares are issued in bearer form.  |
| <b>Fractions of shares</b>  | Yes. One hundred thousandth. Shares may be subscribed and redeemed on the basis of a set amount and/or in fractions of shares.   |
| <b>End of financial year</b>  | Last trading day in December on Euronext Paris.  |
| <b>Tax treatment</b>  | <b>METROPOLE AVENIR EUROPE will no longer be eligible for PEA equity savings plans as from the 1<sup>st</sup> of October 2021.</b><br>The sub-fund is not subject to corporation tax. However, capital gains and losses made by the shareholders are taxable.<br>The tax treatment applicable to the unrealised or realised capital gains or losses recorded by the sub-fund depends on the tax treatment applicable to the investor's specific situation and/or to the sub-fund's investment jurisdiction.<br>Investors who are unsure of their tax situation should seek advice. |
| <b>Classification relating to Regulation (EU) 2019/2088 SFDR (sustainability-related disclosures)</b> | The sub-fund falls under the category of financial products promoting environmental and/or social characteristics in accordance with Article 8 of the SFDR (sustainability-related disclosures) Regulation (EU) 2019/2088.   |
| <b>SRI Label</b>  | METROPOLE AVENIR EUROPE has a French label and/or foreign equivalent.  |

METROPOLE FUNDS

➤ SPECIAL PROVISIONS

|                                       |  |   |
|---------------------------------------|--|---|
| <b>Delegated financial management</b> | N/A  |   |
| <b>Investment objective</b>           | <p>METROPOLE AVENIR EUROPE aims, through active management techniques, to outperform its benchmark index, the STOXX Europe Small 200 with net dividends reinvested, over a five-year period.</p> <p>In addition, METROPOLE AVENIR EUROPE promotes, inter alia, environmental and social characteristics, provided that the companies in which investments are made apply good governance practices, in line with the United Nations' sustainable development objectives and the Paris Agreements.</p>  |   |
| <b>Benchmark index</b>                | <p>The benchmark index is the STOXX Europe Small 200, net dividends reinvested. Since the management of METROPOLE AVENIR EUROPE is not index-linked, its performance may differ significantly from the benchmark, which is intended for comparative purposes only. The STOXX Europe Small 200 is a capitalisation-weighted index of 200 European small-cap companies. The index covers the main European countries and is based on prices at close of trading.</p> <p>The benchmark index does not assess or include its components according to environmental and/or social characteristics and is therefore not aligned with the ESG characteristics promoted by METROPOLE AVENIR EUROPE.</p> <p>For further information on this benchmark index, see <a href="https://www.stoxx.com">https://www.stoxx.com</a>.</p> |   |
| <b>Investment strategy</b>            | <b>Strategies used</b>   | <p>The sub-fund will invest essentially in a selection of securities in order to provide investors with a portfolio of equities from the European Union, the United Kingdom, Switzerland and Norway with upside potential.</p> <p>The strategy consists of selecting the companies with the best ratings for ESG criteria by limiting the investment universe using a Best-in-Class and Best Efforts rating methodology for companies based in the EU, the United Kingdom, Switzerland and Norway with market capitalisation mostly between 100 million and 4 billion euros and subsequently selecting undervalued stocks through a rigorous financial analysis, knowledge of the management teams, and identification of one or more factors likely to reduce the discount within the next 18 to 24 months.</p> <p>The social responsibility criteria taken into consideration are analysed from four angles:</p> <ul style="list-style-type: none"> <li>• corporate governance policy;</li> <li>• respect for the environment;</li> <li>• management of human capital;</li> <li>• relations with and management of the various stakeholders (suppliers, customers, local communities and regulators)</li> </ul> <p>Our initial investment universe is composed of European companies between 100 million and 4 billion euros of market capitalisation, with the exception of those subject to the exclusions specified in our policy available on our website <a href="http://www.metropolegestion.com">www.metropolegestion.com</a>. Our eligible universe therefore constitutes the starting point for portfolio construction.</p> <p>The universe is then reduced a second time based on our Best-in-Class and Best Efforts ESG rating system by favouring companies with the highest ratings in their sector, or companies making the most significant efforts to adopt the best ESG practices while eliminating the companies with the lowest ratings, in addition to due consideration being given to past or current</p> |

## METROPOLE FUNDS

controversies which are assessed under a dedicated Prevention and Verification Policy. This approach limits potential ESG risks and also encourages the companies to implement accelerated transformation towards sustainable growth and to seize the opportunities presented during the transformation process. The selection constraints applied to the ESG rating system are as follows:

- companies rated above or equal to BBB- (Investment grade) may be selected with no Best effort condition;
- companies rated below or equal to BB+ may be selected subject to a minimum +++ Best effort rating;
- companies rated in the CCC bucket are ruled out;

We obtain a reduced investment universe using ESG rating criteria.

Furthermore, a set of climate change indicators is taken into consideration by our proprietary ratings model. More than 20% of the indicators we monitor are related to climate change and are broken down into 4 analytical pillars. They form an integral part of our ESG rating system.

Financial analysis and the selection of discounted securities vis-à-vis their industrial value constitutes the second filter that once again narrows the universe.

Lastly, the catalysts likely to reduce the valuation discount and ESG controversies represent the final filter applied to the selection of securities that may constitute the portfolio.

The investment universe established accordingly may evolve as time progresses in line with valuation movements in the markets and ESG transformation at company level. The fund management team adjusts the investment universe on a regular basis.

Lastly, an additional selection constraint is applied to construction of the portfolio: the overall ESG rating of the portfolio must be higher than the overall ESG rating of the benchmark universe after deducting the 20% of securities with the lowest ratings.

This approach is supplemented by:

- an approach based on company engagement by exercising voting rights and individual, themed and collective dialogue;
- conducting an impact analysis of our ESG approach.

The sub-fund will mostly invest in securities of companies with market capitalisation of between 100 million and 4 billion euros based in the EU, the United Kingdom, Switzerland and Norway. Furthermore, the sub-fund may invest as opportunities arise and in stocks not within the STOXX Europe Large 200.

At least 90% of the portfolio's securities are analysed and assigned a Best-in-Class/Best Efforts ESG rating and are subject to active engagement by exercising voting rights and holding individual, themed and collective dialogue, duly covered in annual reports published on our website.



**METROPOLE FUNDS**

|   |   |
|---|---|
| <p><b>Assets (excluding derivatives)</b></p>              | <p>1. <u>Equities</u><br/>The sub-fund will invest at least 75% of its assets and be at least 60% exposed to European Union and United Kingdom equities. The sub-fund will invest in a limited number of different shares relative to the 200 stocks that make up the STOXX Europe Large 200 index. In view of this, the sub-fund's performance may not follow that of the benchmark index. The weight of any particular stock in the portfolio may not exceed 10% of the sub-fund's total assets. In principle the sub-fund will be exposed to equity risk for up to 100% of its assets; occasionally this limit may be increased to 120%.</p>   |
|   | <p>2. <u>Debt securities and money market instruments</u><br/>A maximum of 15% of the sub-fund's assets may be invested in money market products: negotiable debt securities and money market funds. Money market funds will be taken into account when calculating the 10% ratio mentioned below. METROPOLE Gestion does not exclusively or systematically rely on credit ratings issued by credit rating agencies when assessing the credit quality of the sub-fund's assets.</p> <p>3. <u>UCITS shares or units</u><br/>The portion of the assets not invested in equities may be invested in shares or units issued by UCITS of any classification, within the limit of 10% of the sub-fund's net assets.<br/>METROPOLE AVENIR EUROPE will invest only in French or European UCITS. METROPOLE AVENIR EUROPE may invest in UCITS managed by METROPOLE Gestion.</p> |
| <p><b>Derivatives</b></p>                                 | <p>METROPOLE AVENIR EUROPE may use derivatives to expose or hedge the sub-fund's assets with respect to a specific index or stock. Only listed options and futures can be used. These derivatives will be used to hedge the sub-fund or to invest in futures or options that will optimise the level of exposure to the European Union and the United Kingdom equities market. Should the securities or indexes fall, METROPOLE AVENIR EUROPE may buy put options or sell futures to hedge the sub-fund or security in question. The derivatives in which the sub-fund invests will not have a maturity of more than two years. METROPOLE AVENIR EUROPE will not use specialist derivative instruments, such as those traded over the counter.</p>  |
| <p><b>Securities with embedded derivatives</b></p>        | <p>METROPOLE AVENIR EUROPE may invest its assets in securities with embedded derivatives. Use of this type of instrument will be limited to convertible bonds (ordinary bonds, indexed bonds, bonds redeemable for shares), rights, warrants and guaranteed value certificates (<i>certificats de valeur garantie</i>). These instruments will be used when it would be more advantageous to buy the underlying share through the convertible bond rather than buying it directly. The sub-fund will not invest more than 10% of its assets in securities with embedded derivatives. Securities with embedded derivatives will only be used instead of the corresponding underlying equities in order to increase the sub-fund's exposure.</p>  |
| <p><b>Deposits</b></p>                                    | <p>Deposits can be used as part of the management of the allocation of sub-fund assets. The use of deposits must not exceed 20% of the assets. The term of deposits must not exceed one year.</p>   |
| <p><b>Cash loans</b></p>                                  | <p>METROPOLE AVENIR EUROPE may borrow up to 10% of its assets in cash.</p>  |
| <p><b>Temporary sales and purchases of securities</b></p> | <p>METROPOLE AVENIR EUROPE will not use any temporary sale and purchase techniques.</p>   |

## METROPOLE FUNDS

### Risk profile

Investors are informed that this sub-fund is exposed to market risk, with a minimum equity risk exposure of 60%; this involves a risk of capital loss.

Investors' money will be invested mainly in financial instruments selected by the Management Company. These instruments will be affected by market trends and fluctuations. Securities not listed in euros are exposed to a currency risk that the sub-fund does not hedge.

European equity market risk: The sub-fund invests mainly in equities. Share price fluctuations can have a positive or a negative impact on the net asset value. Market risk corresponds to the risk of a fall in share prices.

Small and mid-cap risk: The sub-fund invests mainly in securities issued by small and mid-cap companies. Securities issued by small and mid-cap companies may be significantly less liquid and more volatile than those issued by large-cap companies, and this could result in a drop in the net asset value.

Risk of loss of capital: A capital loss occurs when a share is sold for less than the acquisition price. Investors are warned that their capital is not guaranteed and might not be recovered in full.

Liquidity risk: This is the risk that a financial instrument cannot be sold at its proper price. It may be impossible to sell the instrument, or it may be sold after application of a so-called "illiquidity discount".

Credit risk: Part of the sub-fund's portfolio may be invested in UCITS that are invested in bonds. The sub-fund's net asset value could decrease in the event of a deterioration in the bond issuer's credit quality, for example a rating agency downgrade.

Interest rate risk: This corresponds to the risk of a loss of value of fixed income instruments resulting from variations in interest rates. The sub-fund's net asset value could decrease in the event of a rise in interest rates.

Currency risk: An investment realised by the sub-fund in a currency other than the reference currency (euro) involves a currency risk that the sub-fund does not hedge. The depreciation of that currency will result in a drop in the sub-fund's net asset value. The currency risk exposure for a currency other than a currency from the European Union or the United Kingdom currency will remain accessory.

Sustainability risk: Sustainability risk is defined in the legislation as "a sustainability risk means an environmental, social or governance event or condition that, if it occurs, could cause a negative material impact on the value of the investment" (Regulation (EU) 2019/2088).

The physical risks to the companies in which the sub-fund invests that may result from climate change and the transition risks of the companies in which the sub-fund invests resulting from the transformations required to combat climate change may have a negative impact on the sub-fund's investments and performance.

Social events or instability linked to governance may also have a negative impact on the sub-fund's investments and performances.

These risks are taken into account in the investment process and risk monitoring.

If an unexpected sustainability risk occurs, it may have a negative impact on the value of the securities held in the portfolio.

**METROPOLE FUNDS**

| <b>Eligible investors</b>  | <p>The sub-fund shares are open to all investors.</p> <p>METROPOLE AVENIR EUROPE is intended for any investor who already has a portfolio comprising funds investing in equities and/or direct equity interests, and who wishes to diversify into the European Union, the United Kingdom, Switzerland and Norway. Because of the equity exposure, the recommended investment period is more than five years. Investors are strongly recommended to diversify their investments to avoid being exclusively exposed to the risks inherent in this sub-fund.</p>   |                                    |  |                  |                   |  |   |                                    |   |
|--|---|------------------------------------|--|------------------|-------------------|--|---|------------------------------------|---|
| <b>Calculation and allocation of income</b>  | <p>METROPOLE AVENIR EUROPE A capitalise income.<br/>The amount distributed corresponds to its net income.</p>   |                                    |  |                  |                   |  |   |                                    |   |
| <b>Frequency of distribution of income</b>   | <p>N/A.</p>   |                                    |  |                  |                   |  |   |                                    |   |
| <b>Subscriptions and redemptions</b>   | <p>Subscription and redemption requests are centralised by CACEIS Bank daily until 12 noon CET/CEST and processed at the next net asset value, which is calculated using the stock market closing prices on the day in question, i.e., at an unknown price. Settlement takes place on the second business day after the net asset value date in question (D+2).</p> <p>The shareholder's attention is brought to the fact that requests transmitted to promoters other than the institutions indicated above must take into consideration the fact that the cut-off time for the centralisation of requests applies to said promoters vis-à-vis CACEIS Bank.</p> <p>Therefore, the promoters may apply their own cut-off time, earlier than mentioned, due to the time needed to transmit orders to CACEIS Bank.</p> <p>Subscription and redemption requests are executed in accordance with the table below :</p> <table border="1" data-bbox="544 1182 1401 1402"> <thead> <tr> <th data-bbox="544 1182 831 1279">D</th> <th data-bbox="831 1182 1011 1279">D : day on which the net asset value is determined</th> <th data-bbox="1011 1182 1139 1279">D+1 business Day</th> <th data-bbox="1139 1182 1401 1279">D+2 business Days</th> </tr> </thead> <tbody> <tr> <td data-bbox="544 1279 831 1402">Centralization deadline for subscription and redemption orders up until 12pm CET/CEST <sup>1</sup></td> <td data-bbox="831 1279 1011 1402">Execution of the order on D at the latest</td> <td data-bbox="1011 1279 1139 1402">Publication of the net asset value</td> <td data-bbox="1139 1279 1401 1402">Settlement of the subscriptions and redemptions</td> </tr> </tbody> </table> <p><sup>1</sup>Unless specific deadlines potentially agreed on with your financial institution.</p> | D                                  | D : day on which the net asset value is determined | D+1 business Day | D+2 business Days | Centralization deadline for subscription and redemption orders up until 12pm CET/CEST <sup>1</sup> | Execution of the order on D at the latest | Publication of the net asset value | Settlement of the subscriptions and redemptions |
| D  | D : day on which the net asset value is determined  | D+1 business Day                   | D+2 business Days                                  |                  |                   |  |   |                                    |   |
| Centralization deadline for subscription and redemption orders up until 12pm CET/CEST <sup>1</sup> | Execution of the order on D at the latest   | Publication of the net asset value | Settlement of the subscriptions and redemptions    |                  |                   |  |   |                                    |   |
| <b>Frequency of calculation of net asset value</b>   | <p>Daily:<br/>The sub-fund's shares will not be valued on days when the Paris Bourse and settlement systems are closed.</p>   |                                    |  |                  |                   |  |   |                                    |   |
| <b>Place and method of publication of net asset value</b>  | <p>Net asset values can be obtained from the offices of the Management Company and from the website <a href="http://www.metropolegestion.com">www.metropolegestion.com</a></p>  |                                    |  |                  |                   |  |   |                                    |   |
| <b>Fractions of shares</b>   | <p>Yes. One hundred thousandth.<br/>Shares may be subscribed and redeemed on the basis of a set amount and/or in fractions of shares.</p>   |                                    |  |                  |                   |  |   |                                    |   |
| <b>Minimum initial subscription</b>  | <p>One share</p>  |                                    |  |                  |                   |  |   |                                    |   |
| <b>Minimum subsequent subscriptions</b>  | <p>One hundred thousandth of a share</p>  |                                    |  |                  |                   |  |   |                                    |   |
| <b>Currency of denomination</b>  | <p>Euro</p>   |                                    |  |                  |                   |  |   |                                    |   |

## METROPOLE FUNDS

### ➤ COSTS AND FEES

#### • SUBSCRIPTION AND REDEMPTION FEES

Subscription fees will be payable in addition to the subscription price paid by the investor and redemption fees will be deducted from the redemption price. Fees retained by the sub-fund will be used to cover costs borne by the sub-fund to invest or divest the assets under management. Fees not retained by the sub-fund will be passed on to the promoter.

| Investor's costs, payable with subscriptions or redemptions   | Subscription fees not retained by the sub-fund | Subscription fees retained by the sub-fund | Redemption fees not retained by the sub-fund | Redemption fees retained by the sub-fund |
|---|--|--|--|--|
| Base  | Net asset value x number of shares             | N/A  | N/A  | N/A                                      |
| Rate, scale (incl. taxes)<br><b>METROPOLE AVENIR EUROPE A</b> | 4% maximum, negotiable*                        | N/A  | N/A  | N/A                                      |

\* No subscription or redemption fee will apply in the case of a redemption followed by a subscription on the same day for the same amount in the same account based on the same net asset value.

#### • OPERATING AND MANAGEMENT COSTS

Operating and management costs include all costs invoiced directly to the sub-fund, except for portfolio transaction costs. Portfolio transaction costs include intermediation costs and any turnover commissions that may be charged by the Custodian or the Management Company.

The following may also be payable in addition to the operating and management costs:

- Performance fees. These are paid to the Management Company if the sub-fund's objectives are surpassed. Performance fees paid will reduce the investor's return accordingly.
- Turnover commissions invoiced to the sub-fund.
- A portion of the income earned on temporary security purchase and sale transactions.

For further details of the costs invoiced to the sub-fund, please refer to the Key Investor Information Document.

METROPOLE FUNDS

• COSTS INVOICED TO THE SUB-FUND

| Costs invoiced to the sub-fund                         | Financial management fee                     | External administrative charges | Maximum indirect charges (management fees and charges) | Turnover commissions (paid to the Management Company) | Performance fee |
|--|--|---------------------------------|--|---|-----------------|
| Base   | Net assets excluding METROPOLE Gestion funds | Net assets                      | Net assets   | Deducted from each transaction                        | Net assets      |
| Rate, scale (incl. taxes)<br>METROPOLE AVENIR EUROPE A | 1.50% maximum                                | 0.30% maximum                   | N/A  | N/A   | N/A             |

|   |  |
|---|--|
| Subscriptions and redemptions of shares or units issued by UCITS managed by METROPOLE Gestion | Nil (free of charge)   |
| Policy on payments in kind  | No intermediary or counterparty pays the sub-fund's management company any fees in kind.   |
| Brief description of intermediary selection procedure   | The Management Company has implemented a selection and assessment procedure for its intermediaries and counterparties that is available on the website of the Management Company: <a href="http://www.metropolegestion.com">www.metropolegestion.com</a> . |

|   |
|---|
| <b>Sub-fund no. 3: METROPOLE FRONTIERE EUROPE</b> |
|---|

➤ **GENERAL CHARACTERISTICS**

|   |   |
|---|---|
| <b>ISIN code</b>  | METROPOLE FRONTIERE EUROPE A: FR0007085808  |
| <b>Characteristics of the shares</b>  | METROPOLE FRONTIERE EUROPE A capitalises all income earned on fixed- and variable-income investments. Capitalised income increases the shares' net asset value.<br>Shares are denominated in euro.  |
| <b>Rights attached to the share class</b>   | Each shareholder has a right of ownership in the sub-fund's assets, in proportion to the number of shares held.   |
| <b>Management of liabilities</b>  | CACEIS Bank manages the sub-fund's liabilities and, to that end, centralises all share subscription and redemption requests for it. The sub-fund's shares are also centralised by Euroclear France.   |
| <b>Voting rights</b>  | One voting right is attached to each share, entitling its holder to take part in decisions falling within the remit of the Fund's general meeting of shareholders.  |
| <b>Form of shares</b>   | All shares are issued in bearer form.   |
| <b>Fractions of shares</b>  | Yes. One hundred thousandth.<br>Shares may be subscribed and redeemed on the basis of a set amount and/or in fractions of shares.   |
| <b>End of financial year</b>  | Last trading day in December on Euronext Paris.   |
| <b>Tax treatment</b>  | <b>METROPOLE FRONTIERE EUROPE is eligible for PEA equity savings plans.</b><br>The sub-fund is not subject to corporation tax. However, capital gains and losses made by the shareholders are taxable. The tax treatment applicable to the unrealised or realised capital gains or losses recorded by the sub-fund depends on the tax treatment applicable to the investor's specific situation and/or to the sub-fund's investment jurisdiction. Investors who are unsure of their tax situation should seek advice. |
| <b>Classification relating to Regulation (EU) 2019/2088 SFDR (sustainability-related disclosures)</b> | METROPOLE FRONTIERE EUROPE takes into account sustainability risks in accordance with Article 6 of Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27/11/2019.   |

METROPOLE FUNDS

➤ SPECIAL PROVISIONS

|                                       |                        |   |
|---------------------------------------|------------------------|---|
| <b>Delegated financial management</b> |                        | N/A   |
| <b>Investment objective</b>           |                        | METROPOLE FRONTIERE EUROPE aims, through active management techniques, to outperform its benchmark index, the STOXX Europe Large 200 with net dividends reinvested, over a five-year period.  |
| <b>Benchmark index</b>                |                        | <p>The benchmark index is the STOXX Europe Large 200 with net dividends reinvested. Since the management of METROPOLE FRONTIERE EUROPE is not index-linked, its performance may differ significantly from the benchmark, which is intended for comparative purposes only. The STOXX Europe Large 200 is a capitalisation-weighted index of Europe's 200 largest listed companies by market capitalisation.</p> <p>The index covers the main European countries and is based on prices at close of trading. For further information on this benchmark index, see <a href="https://www.stoxx.com">https://www.stoxx.com</a>.</p>  |
| <b>Investment strategy</b>            | <b>Strategies used</b> | <p>The sub-fund will invest essentially in a selection of securities in order to provide investors with a portfolio of equities from the European Union, and more specifically from central European countries that have joined the European Union since May 2004, with upside potential.</p> <p>The strategy consists of selecting undervalued stocks through rigorous analysis of the issuing companies' balance sheets, knowledge of the management teams, and identification of a catalyst likely to narrow the discount within the next 18 to 24 months. The catalyst will consist of one or more facts or events that will make the market realise that the company's future prospects have been undervalued, such as a restructuring or asset disposals. ESG criteria are also taken into consideration based on a proprietary rating system based on a Best-in-class / Best effort approach that aims to identify the companies with the highest ratings in their business sector or the companies that are making the most significant efforts to transition to best ESG practices. This approach aims to limit potential ESG risks. The investment strategy consists mainly of investing in equities from the European Union chosen on the basis of their issuers' intrinsic quality and their potential for regaining market value. Equities may be issued by companies of any market capitalisation. The sub-fund may also invest in securities not included in the STOXX Europe Large 200 index when appropriate. Investments will mainly cover the following countries: Poland, Czech Republic, Hungary, Slovakia, Slovenia, Estonia, Lithuania, Latvia, Austria, Greece, Portugal, Romania, Croatia and Bulgaria.</p> <p>Sectorial Exclusions apply. Those exclusions are specified in our policy available on our website <a href="http://www.metropolegestion.fr">www.metropolegestion.fr</a>.</p> |



METROPOLE FUNDS

|  |  |  |
|--|--|--|
|  | <p><b>Assets<br/>(excluding derivatives)</b></p>   | <p>1. <u>Equities</u></p> <p>The sub-fund will invest at least 75% of its assets in equities issued in member states of the European Union, so as to obtain the best possible performance. Exposure to European Union equities will be 60% minimum.</p> <p>The sub-fund will invest in a limited number of different shares relative to the 200 stocks that make up the STOXX Europe Large 200 index.</p> <p>In view of this, the sub-fund's performance may not follow that of the benchmark index.</p> <p>The weight of any particular stock in the portfolio may not exceed 10% of the sub-fund's total assets. In principle the sub-fund will be exposed to equity risk for up to 100% of its assets; occasionally this limit may be increased to 120%.</p> <p>2. <u>Debt securities and money market instruments</u></p> <p>A maximum of 15% of the sub-fund's assets may be invested in money market products: negotiable debt securities and money market funds. Money market funds will be taken into account when calculating the 10% ratio mentioned below. METROPOLE Gestion does not exclusively or systematically rely on credit ratings issued by credit rating agencies when assessing the credit quality of the sub-fund's assets.</p> <p>3. <u>UCITS shares or units</u></p> <p>The portion of the assets not invested in equities may be invested in shares or units issued by UCITS of any classification, within the limit of 10% of the sub-fund's net assets.</p> <p>METROPOLE FRONTIERE EUROPE will invest only in French or European UCITS. METROPOLE FRONTIERE EUROPE may invest in UCITS managed by METROPOLE Gestion.</p> |
|  | <p><b>Derivatives</b></p>                          | <p>METROPOLE FRONTIERE EUROPE may use derivatives to expose or hedge the sub-fund's assets with respect to a specific index or stock. Only listed options and futures can be used. These derivatives will be used to hedge the sub-fund or to invest in futures or options that will optimise the level of exposure to the European Union equities market.</p> <p>Should the securities or indexes fall, METROPOLE FRONTIERE EUROPE may buy put options or sell futures to hedge the sub-fund or security in question. The derivatives in which the sub-fund invests will not have a maturity of more than two years. METROPOLE FRONTIERE EUROPE will not use specialist derivative instruments, such as those traded over the counter.</p>  |
|  | <p><b>Securities with embedded derivatives</b></p> | <p>METROPOLE FRONTIERE EUROPE may invest its assets in securities with embedded derivatives. Use of this type of instrument will be limited to convertible bonds (ordinary bonds, indexed bonds, bonds redeemable for shares), rights, warrants and guaranteed value certificates (<i>certificats de valeur garantie</i>). These instruments will be used when it would be more advantageous to buy the underlying share through the convertible bond rather than buying it directly.</p> <p>The sub-fund will not invest more than 10% of its assets in securities with embedded derivatives.</p> <p>Securities with embedded derivatives will only be used instead of the corresponding underlying equities in order to increase the sub-fund's exposure.</p>  |
|  | <p><b>Deposits</b></p>                             | <p>Deposits can be used as part of the management of the allocation of sub-fund assets. The use of deposits must not exceed 20% of the assets. The term of deposits must not exceed one year.</p>  |



METROPOLE FUNDS

|                     |   |   |
|---------------------|---|---|
|                     | <b>Cash loans</b>   | METROPOLE FRONTIERE EUROPE may borrow up to 10% of its assets in cash.              |
|                     | <b>Temporary sales and purchases of securities</b>  | METROPOLE FRONTIERE EUROPE will not use any temporary sale and purchase techniques. |
| <b>Risk profile</b> | <p>Investors are informed that this sub-fund is exposed to market risk, with a minimum equity risk exposure of 60%; this involves a risk of capital loss. Investors' money will be invested mainly in financial instruments selected by the Management Company. These instruments will be affected by market trends and fluctuations. Securities not listed in euros are exposed to a currency risk that the sub-fund does not hedge.</p> <p><u>Equity market risk:</u> The sub-fund invests mainly in equities. Share price fluctuations can have a positive or a negative impact on the net asset value. Market risk corresponds to the risk of a fall in share prices. Investors are warned that the conditions under which certain markets operate and are supervised and on which the sub-fund invests, in particular the markets in central European countries that have joined the European Union since 2004, may differ from the standards that apply on the major international markets.</p> <p><u>Small and mid-cap risk:</u> The sub-fund may invest in securities issued by small and mid-cap companies. Securities issued by small and mid-cap companies may be significantly less liquid and more volatile than those issued by large-cap companies, and this could result in a drop in the net asset value.</p> <p><u>Risk of loss of capital:</u> A capital loss occurs when a share is sold for less than the acquisition price. Investors are warned that their capital is not guaranteed and might not be recovered in full.</p> <p><u>Liquidity risk:</u> This is the risk that a financial instrument cannot be sold at its proper price. It may be impossible to sell the instrument, or it may be sold after application of a so-called "illiquidity discount".</p> <p><u>Credit risk:</u> Part of the sub-fund's portfolio may be invested in UCITS that are invested in bonds. The sub-fund's net asset value could decrease in the event of a deterioration in the bond issuer's credit quality, for example a rating agency downgrade.</p> <p><u>Interest rate risk:</u> This corresponds to the risk of a loss of value of fixed income instruments resulting from variations in interest rates. The sub-fund's net asset value could decrease in the event of a rise in interest rates.</p> <p><u>Currency risk:</u> An investment realised by the sub-fund in a currency other than the reference currency (euro) involves a currency risk that the sub-fund does not hedge. The depreciation of that currency will result in a drop in the sub-fund's net asset value. The currency risk exposure for a currency other than a currency from the European Union will remain accessory.</p> <p><u>Sustainability risk:</u> Sustainability risk is defined in the legislation as "a sustainability risk means an environmental, social or governance event or condition that, if it occurs, could cause a negative material impact on the value of the investment" (Regulation (EU) 2019/2088).</p> <p>The physical risks to the companies in which the sub-fund invests that may result from climate change and the transition risks of the companies in which the sub-fund invests resulting from the transformations required to combat climate change may have a negative impact on the sub-fund's investments and performance.</p> |   |

## METROPOLE FUNDS

|  | <p>Social events or instability linked to governance may also have a negative impact on the sub-fund's investments and performances.</p> <p>These risks are taken into account in the investment process and risk monitoring.</p> <p>If an unexpected sustainability risk occurs, it may have a negative impact on the value of the securities held in the portfolio.</p>   |                                    |  |                  |                   |  |   |                                    |   |
|--|---|------------------------------------|--|------------------|-------------------|--|---|------------------------------------|---|
| <b>Eligible investors</b>  | <p>All investors.</p> <p>METROPOLE FRONTIERE EUROPE is intended for any investor who already has a portfolio comprising funds investing in equities and/or direct equity interests, and who wishes to diversify into the European Union. Because of the equity exposure, the recommended investment period is more than five years.</p> <p>Investors are strongly recommended to diversify their investments to avoid being exclusively exposed to the risks inherent in this sub-fund.</p>   |                                    |  |                  |                   |  |   |                                    |   |
| <b>Calculation and allocation of income</b>  | Capitalisation sub-fund.  |                                    |  |                  |                   |  |   |                                    |   |
| <b>Frequency of distribution of income</b>   | N/A   |                                    |  |                  |                   |  |   |                                    |   |
| <b>Subscriptions and redemptions</b>   | <p>Subscription and redemption requests are centralised by CACEIS Bank daily until 12 noon CET/CEST and processed at the next net asset value, which is calculated using the stock market closing prices on the day in question, i.e., at an unknown price. Settlement takes place on the second business day after the net asset value date in question (D+2).</p> <p>The shareholder's attention is brought to the fact that requests transmitted to promoters other than the institutions indicated above must take into consideration the fact that the cut-off time for the centralisation of requests applies to said promoters vis-à-vis CACEIS Bank.</p> <p>Therefore, the promoters may apply their own cut-off time, earlier than mentioned, due to the time needed to transmit orders to CACEIS Bank.</p> <p>Subscription and redemption requests are executed in accordance with the table below :</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 25%;">D</th> <th style="width: 25%;">D : day on which the net asset value is determined</th> <th style="width: 25%;">D+1 business Day</th> <th style="width: 25%;">D+2 business Days</th> </tr> </thead> <tbody> <tr> <td>Centralization deadline for subscription and redemption orders up until 12pm CET/CEST<sup>1</sup></td> <td>Execution of the order on D at the latest</td> <td>Publication of the net asset value</td> <td>Settlement of the subscriptions and redemptions</td> </tr> </tbody> </table> <p><sup>1</sup>Unless specific deadlines potentially agreed on with your financial institution.</p> | D                                  | D : day on which the net asset value is determined | D+1 business Day | D+2 business Days | Centralization deadline for subscription and redemption orders up until 12pm CET/CEST <sup>1</sup> | Execution of the order on D at the latest | Publication of the net asset value | Settlement of the subscriptions and redemptions |
| D  | D : day on which the net asset value is determined  | D+1 business Day                   | D+2 business Days                                  |                  |                   |  |   |                                    |   |
| Centralization deadline for subscription and redemption orders up until 12pm CET/CEST <sup>1</sup> | Execution of the order on D at the latest   | Publication of the net asset value | Settlement of the subscriptions and redemptions    |                  |                   |  |   |                                    |   |
| <b>Frequency of calculation of net asset value</b>   | <p>Daily:</p> <p>The sub-fund's shares will not be valued on days when the Paris Bourse and settlement systems are closed.</p>  |                                    |  |                  |                   |  |   |                                    |   |
| <b>Place and method of publication of net asset value</b>  | Net asset values can be obtained from the office of the Management Company and from the website <a href="http://www.metropolegestion.com">www.metropolegestion.com</a>  |                                    |  |                  |                   |  |   |                                    |   |

## METROPOLE FUNDS

|   |   |
|---|---|
| <b>Fractions of shares</b>              | Yes. One hundred thousandth.<br>Shares may be subscribed and redeemed on the basis of a set amount and/or in fractions of shares. |
| <b>Minimum initial subscription</b>     | One share   |
| <b>Minimum subsequent subscriptions</b> | One hundred thousandth of a share   |
| <b>Currency of denomination</b>         | Euro  |

## METROPOLE FUNDS

### ➤ COSTS AND FEES

#### • SUBSCRIPTION AND REDEMPTION FEES

Subscription fees will be payable in addition to the subscription price paid by the investor and redemption fees will be deducted from the redemption price. Fees retained by the sub-fund will be used to cover costs borne by the sub-fund to invest or divest the assets under management. Fees not retained by the sub-fund will be passed on to the promoter.

| Investor's costs,<br>payable with<br>subscriptions or<br>redemptions              | Subscription fees<br>not retained by the<br>sub-fund | Subscription fees<br>retained by the sub-<br>fund | Redemption fees<br>not retained by the<br>sub-fund | Redemption fees<br>retained by the<br>sub-fund |
|---|--|---|--|--|
| <b>Base</b>   | Net asset value x<br>number of shares                | N/A   | N/A  | N/A  |
| <b>Rate, scale<br/>(incl. taxes)<br/>METROPOLE<br/>FRONTIERE<br/>EUROPE<br/>A</b> | 4% maximum,<br>negotiable*                           | N/A   | N/A  | N/A  |

\* No subscription or redemption fee will apply in the case of a redemption followed by a subscription on the same day for the same amount in the same account based on the same net asset value.

#### • OPERATING AND MANAGEMENT COSTS

Operating and management costs include all costs invoiced directly to the sub-fund, except for portfolio transaction costs. Portfolio transaction costs include intermediation costs and any turnover commissions that may be charged by the Custodian or the Management Company. The following may also be payable in addition to the operating and management costs:

- Performance fees. These are paid to the Management Company if the sub-fund's objectives are surpassed. Performance fees paid will reduce the investor's return accordingly.
- Turnover commissions invoiced to the sub-fund.
- A portion of the income earned on temporary security purchase and sale transactions.

For further details of the costs invoiced to the sub-fund, please refer to the Key Investor Information Document.

METROPOLE FUNDS

• COSTS INVOICED TO THE SUB-FUND

| Costs invoiced to the sub-fund                                    | Financial management fee                     | External administrative charges | Maximum indirect charges (management fees and charges) | Turnover commissions (paid to the Management Company) | Performance fee |
|---|--|---------------------------------|--|---|-----------------|
| <b>Base</b>   | Net assets excluding METROPOLE Gestion funds | Net assets                      | Net assets   | Deducted from each transaction                        | Net assets      |
| <b>Rate, scale (incl. taxes)<br/>METROPOLE FRONTIERE EUROPE A</b> | 2% maximum                                   | 0.30% maximum                   | N/A  | N/A   | N/A             |

|  |  |
|--|--|
| <b>Subscriptions and redemptions of shares or units issued by UCITS managed by METROPOLE Gestion</b> | Nil (free of charge)   |
| <b>Policy on payments in kind</b>  | No intermediary or counterparty pays the sub-fund's management company any fees in kind.   |
| <b>Brief description of intermediary selection procedure</b>   | The Management Company has implemented a selection and assessment procedure for its intermediaries and counterparties that is available on the website of the Management Company: <a href="http://www.metropolegestion.com">www.metropolegestion.com</a> . |

METROPOLE FUNDS

**Sub-fund no. 4: METROPOLE EURO SRI**

**GENERAL CHARACTERISTICS**

|   |  |
|---|--|
| <b>ISIN code</b>  | METROPOLE EURO SRI A: FR0010632364<br>METROPOLE EURO SRI W: FR0013185055<br>METROPOLE EURO SRI GBP W : FR0013434040  |
| <b>Characteristics of the shares</b>  | METROPOLE EURO SRI A, W and GBP W capitalise all income earned on fixed- and variable-income investments. Capitalised income increases the shares' net asset value.<br>Shares A and W are denominated in euro.<br>Shares GBP W are denominated in pound sterling.  |
| <b>Rights attached to the share class</b>   | Each shareholder has a right of ownership in the sub-fund's assets, in proportion to the number of shares held.  |
| <b>Management of liabilities</b>  | CACEIS Bank manages the sub-fund's liabilities and, to that end, centralises all share subscription and redemption requests for it. The sub-fund's shares are also centralised by Euroclear France.  |
| <b>Voting rights</b>  | One voting right is attached to each share, entitling its holder to take part in decisions falling within the remit of the Fund's general meeting of shareholders.   |
| <b>Form of shares</b>   | All shares are issued in bearer form.  |
| <b>Fractions of shares</b>  | Yes. One hundred thousandth. Shares may be subscribed and redeemed on the basis of a set amount and/or in fractions of shares.   |
| <b>End of financial year</b>  | Last trading day in December on Euronext Paris.  |
| <b>Tax treatment</b>  | <b>METROPOLE EURO SRI is eligible for PEA equity savings plans.</b><br>The sub-fund is not subject to corporation tax. However, capital gains and losses made by the shareholders are taxable.<br>The tax treatment applicable to the unrealised or realised capital gains or losses recorded by the sub-fund depends on the tax treatment applicable to the investor's specific situation and/or to the sub-fund's investment jurisdiction. Investors who are unsure of their tax situation should seek advice. |
| <b>Classification relating to Regulation (EU) 2019/2088 SFDR (sustainability - related disclosures)</b> | The sub-fund falls under the category of financial products promoting environmental and/ or social characteristics in accordance with Article 8 of the SFDR (sustainability-related disclosures) Regulation (EU) 2019/2088.  |
| <b>SRI Label</b>  | METROPOLE EURO SRI has a French label and/or foreign equivalent.   |

METROPOLE FUNDS

➤ SPECIAL PROVISIONS

|                             |  |  |
|-----------------------------|--|--|
| <b>Delegated financial</b>  | N/A  |  |
| <b>Investment objective</b> | <p>METROPOLE EURO SRI aims, through active management techniques, to outperform its benchmark index, the EURO Stoxx Large with net dividends reinvested, over a five-year period.</p> <p>In addition, METROPOLE EURO SRI promotes, inter alia, environmental and social characteristics, provided that the companies in which investments are made apply good governance practices, in line with the United Nations' sustainable development objectives and the Paris Agreements.</p>  |  |
| <b>Benchmark index</b>      | <p>The benchmark index is the EURO Stoxx Large, net dividends reinvested. Since the management of METROPOLE EURO SRI is not index-linked, its performance may differ significantly from the benchmark, which is intended for comparative purposes only. This index is a capitalisation-weighted index of approximately 100 of the eurozone's largest listed companies by market capitalisation. The index covers the main eurozone countries and is based on prices at close of trading.</p> <p>The benchmark index does not assess or include its components according to environmental and/or social characteristics and is therefore not aligned with the ESG characteristics promoted by METROPOLE EURO SRI. For further information on this benchmark index, see <a href="https://www.stoxx.com">https://www.stoxx.com</a>.</p> |  |
| <b>Investment strategy</b>  | <b>Strategies used</b>   | <p>The sub-fund will invest in a selection of securities in order to provide investors with a portfolio of equities from the eurozone with upside potential.</p> <p>The strategy used consists of selecting the companies with the best ratings for ESG criteria by limiting the investment universe using a Best-in-Class and Best Efforts rating methodology for eurozone companies with market capitalisation above 5 billion euros, and subsequently selecting undervalued stocks through a rigorous financial analysis, knowledge of the management teams, and identification of one or two factors likely to reduce the discount within the next 18 to 24 months.</p> <p>Analysis of these so-called socially responsible criteria is carried out in four areas:</p> <ul style="list-style-type: none"> <li>- Corporate governance policy</li> <li>- Environmental protection</li> <li>- Human capital management</li> <li>- Relations with and management of various stakeholders (suppliers, clients, local communities and regulators).</li> </ul> <p>Our initial investment universe is composed of eurozone companies with a market capitalisation over 5 billion euros, with the exception of those subject to the exclusions specified in our policy available on our website <a href="http://www.metropolegestion.com">www.metropolegestion.com</a>. Our eligible universe therefore</p> |

## METROPOLE FUNDS

|  |  |  |
|--|--|--|
|  |  | <p>constitutes the starting point for portfolio construction.</p> <p>The universe is then reduced a second time based on our Best-in-Class and Best Efforts ESG rating system by favouring companies with the highest ratings in their sector, or companies making the most significant efforts to adopt the best ESG practices while eliminating the companies with the lowest ratings, in addition to due consideration being given to past or current controversies which are assessed under a dedicated Prevention and Verification Policy. This approach limits potential ESG risks and also encourages the companies to implement accelerated transformation towards sustainable growth and to seize the opportunities presented during the transformation process. The selection constraints applied to the ESG rating system are as follows:</p> <ul style="list-style-type: none"> <li>- companies rated above or equal to BBB- (Investment grade) may be selected with no Best effort condition;</li> <li>- companies rated below or equal to BB+ may be selected subject to a minimum +++ Best effort rating;</li> <li>- companies rated in the CCC bucket are ruled out.</li> </ul>  |
|  |  | <p>We obtain a reduced investment universe using ESG rating criteria.</p> <p>Furthermore, a set of climate change indicators is taken into consideration by our proprietary ratings model. More than 20% of the indicators we monitor are related to climate change and are broken down into 4 analytical pillars. They form an integral part of our ESG rating system.</p> <p>Financial analysis and the selection of discounted securities vis-à-vis their industrial value constitutes the second filter that once again narrows the universe.</p> <p>Lastly, the catalysts likely to reduce the valuation discount and ESG controversies represent the final filter applied to the selection of securities that may constitute the portfolio.</p> <p>The investment universe established accordingly may evolve as time progresses in line with valuation movements in the markets and ESG transformation at company level. The fund management team adjusts the investment universe on a regular basis.</p> <p>Lastly, an additional selection constraint is applied to construction of the portfolio: the overall ESG rating of the portfolio must be higher than the overall ESG rating of the benchmark universe after deducting the 20% of securities with the lowest ratings.</p> <p>This approach is supplemented by:</p> <ul style="list-style-type: none"> <li>- an approach based on company engagement by exercising voting rights and individual, themed and collective dialogue;</li> <li>- conducting an impact analysis of our ESG approach.</li> </ul> <p>The sub-fund will invest mainly in stocks with a market capitalisation of more than €5 billion. The sub-fund may invest up to 10% of its assets in equities from non- eurozone European Union countries, the United Kingdom, Switzerland and Norway. The sub-fund may also invest in</p> |



METROPOLE FUNDS

|  |                                       |   |
|--|---------------------------------------|---|
|  |                                       | <p>securities not included in the EURO Stoxx Large index when appropriate.</p> <p>At least 90% of the portfolio's securities are analysed and assigned a Best-in-Class/Best Efforts ESG rating and are subject to active engagement by exercising voting rights and holding individual, themed and collective dialogue, duly covered in annual reports published on our website.</p>  |
|  | <b>Assets (excluding derivatives)</b> | <p>1. <u>Equities</u></p> <p>The sub-fund will invest at least 75% of its assets in equities issued in the eurozone and denominated in euro, so as to obtain the best possible performance. Exposure to equities issued in the eurozone and denominated in euro will be 60% minimum.</p> <p>The sub-fund will invest in a limited number of different shares relative to the 100 stocks that make up the EURO Stoxx Large index. In view of this, the sub-fund's performance may not follow that of the benchmark index. The weight of any particular stock in the portfolio may not exceed 10% of the sub-fund's total assets. In principle the sub-fund will be exposed to market risk for up to 100% of its assets; occasionally this limit may be increased to 120%.</p> <p>2. <u>Debt securities and money market instruments</u></p> <p>A maximum of 15% of the sub-fund's assets may be invested in money market products: negotiable debt securities and money market funds. Money market funds will be taken into account when calculating the 10% ratio mentioned below. METROPOLE Gestion does not exclusively or systematically rely on credit ratings issued by credit rating agencies when assessing the credit quality of the sub-fund's assets.</p> <p>3. <u>UCITS shares or units</u></p> <p>The portion of the assets not invested in equities may be invested in shares or units issued by UCITS of any classification, within the limit of 10% of the sub-fund's net assets.</p> <p>METROPOLE EURO SRI will invest only in French or European UCITS. METROPOLE EURO SRI may invest in UCITS managed by METROPOLE Gestion.</p> |
|  | <b>Derivatives</b>                    | <p>METROPOLE EURO SRI may use derivatives to expose or hedge the sub-fund's assets with regard to a given index or security. Only listed options and futures can be used. These derivatives will be used to hedge the sub-fund or to invest in futures or options that will optimise the level of exposure to the eurozone equities market. Should the securities or indexes fall, METROPOLE EURO SRI may buy put options or sell futures to hedge the sub-fund or security in question.</p> <p>The derivatives in which the sub-fund invests will not have a maturity of more than two years. METROPOLE EURO SRI will not use specialist derivative instruments, such as those traded over the counter.</p>  |

## METROPOLE FUNDS

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|--|--|
| <b>Securities with embedded derivatives</b>        | <p>METROPOLE EURO SRI may invest in securities with embedded derivatives. Use of this type of instrument will be limited to convertible bonds (ordinary bonds, indexed bonds, bonds redeemable for shares), rights, warrants and guaranteed value certificates (<i>certificats de valeur garantie</i>). These instruments will be used when it would be more advantageous to buy the underlying share through the convertible bond rather than buying it directly.</p> <p>The sub-fund will not invest more than 10% of its assets in securities with embedded derivatives.</p> <p>Securities with embedded derivatives will only be used instead of the corresponding underlying equities in order to increase the sub-fund's exposure.</p> |
| <b>Deposits</b>                                    | <p>Deposits can be used as part of the management of the allocation of sub-fund assets. The use of deposits must not exceed 20% of the assets. The term of deposits must not exceed one year.</p>  |
| <b>Cash loans</b>                                  | <p>METROPOLE EURO SRI may borrow cash for up to 10% of its assets.</p>   |
| <b>Temporary sales and purchases of securities</b> | <p>METROPOLE EURO SRI will not enter into any temporary sales or purchases of securities.</p>  |

**Risk profile**

Investors are informed that this sub-fund is exposed to market risk, with a minimum equity risk exposure of 60%; this involves a risk of capital loss. Investors' money will be invested mainly in financial instruments selected by the Management Company.

These instruments will be affected by market trends and fluctuations. Securities not listed in euros are exposed to a currency risk that the sub-fund does not hedge. Investors holding share classes in a denominated currency that it is not the reference currency of the sub-fund (euro), and that is not hedged, are also exposed to a currency risk.

The sub-fund is exposed to equity market risk: The sub-fund invests mainly in equities. Share price fluctuations can have a positive or a negative impact on the net asset value. Market risk corresponds to the risk of a fall in share prices.

Risk of loss of capital: A capital loss occurs when a share is sold for less than the acquisition price. Investors are warned that their capital is not guaranteed and might not be recovered in full.

Credit risk: Part of the sub-fund's portfolio may be invested in UCITS that are invested in bonds. The sub-fund's net asset value could decrease in the event of a deterioration in the bond issuer's credit quality, for example a rating agency downgrade.

Interest rate risk: This corresponds to the risk of a loss of value of fixed income instruments resulting from variations in interest rates. The sub-fund's net asset value could decrease in the event of a rise in interest rates.

Currency risk at the sub-fund's level: An investment realised by the sub-fund in a currency other than the reference currency (euro) involves a currency risk that the sub-fund does not hedge. The sub-fund is mostly invested in equities issued in the eurozone and denominated in euro, and up to 10% in countries within the European Union outside the eurozone as well as in the United Kingdom, in Switzerland and in Norway.

The depreciation of that currency will result in a drop in the sub-fund's net asset value. The currency risk exposure for a currency other than the currency from the eurozone will remain accessory.

Currency risk linked to the share classes denominated in a currency other than the reference currency: The shareholder that subscribes in a currency other than the reference currency (euro) of the sub-fund may be exposed to currency risk in the event that the sub-fund does not hedge the currency risk. The share class GBP W which is not hedged, involves a currency risk that results in a depreciation of the dollar against euro. Exchange rate fluctuations may have a positive or negative impact on the evolution of the sub-fund's performance.

Sustainability risk: Sustainability risk is defined in the legislation as "a sustainability risk means an environmental, social or governance event or condition that, if it occurs, could cause a negative material impact on the value of the investment" (Regulation (EU) 2019/2088).

The physical risks to the companies in which the sub-fund invests that may result from climate change and the transition risks of the companies in which the sub-fund invests resulting from the

METROPOLE FUNDS

|  | <p>transformations required to combat climate change may have a negative impact on the sub-fund's investments and performance.</p> <p>Social events or instability linked to governance may also have a negative impact on the sub-fund's investments and performances.</p> <p>These risks are taken into account in the investment process and risk monitoring.</p> <p>If an unexpected sustainability risk occurs, it may have a negative impact on the value of the securities held in the portfolio.</p>  |                                    |  |                  |                   |  |   |                                    |   |
|--|---|------------------------------------|--|------------------|-------------------|--|---|------------------------------------|---|
| <p><b>Eligible investors</b></p>   | <p>The sub-fund shares are open to all investors.</p> <p>METROPOLE EURO SRI is designed for any investor who already has a portfolio comprising funds investing in equities and/or direct equity interests, and who wishes to diversify into a UCITS mainly exposed to the equity markets in the eurozone, the United Kingdom, Switzerland and Norway and into securities that meet so-called socially responsible criteria.</p> <p>Because of the equity exposure, the recommended investment period is more than five years.</p> <p>Investors are strongly recommended to diversify their investments to avoid being exclusively exposed to the risks inherent in this sub-fund.</p>  |                                    |  |                  |                   |  |   |                                    |   |
| <p><b>Calculation and allocation of income</b></p>   | <p>METROPOLE EURO SRI A, W and GBP W capitalise income.</p>   |                                    |  |                  |                   |  |   |                                    |   |
| <p><b>Frequency of distribution of income</b></p>  | <p>N / A</p>  |                                    |  |                  |                   |  |   |                                    |   |
| <p><b>Subscriptions and redemptions</b></p>  | <p>Subscription and redemption requests are centralised by CACEIS Bank daily until 12 noon CET/CEST and processed at the next net asset value, which is calculated using the stock market closing prices on the day in question, i.e., at an unknown price. Settlement takes place on the second business day after the net asset value date in question (D+2). The shareholder's attention is brought to the fact that requests transmitted to promoters other than the institutions indicated above must take into consideration the fact that the cut-off time for the centralisation of requests applies to said promoters vis-à-vis CACEIS Bank.</p> <p>Therefore, the promoters may apply their own cut-off time, earlier than mentioned, due to the time needed to transmit orders to CACEIS Bank.</p> <p>Subscription and redemption requests are executed in accordance with the table below :</p> <table border="1" data-bbox="608 1608 1406 1827"> <thead> <tr> <th data-bbox="608 1608 874 1704">D</th> <th data-bbox="874 1608 1043 1704">D : day on which the net asset value is determined</th> <th data-bbox="1043 1608 1161 1704">D+1 business Day</th> <th data-bbox="1161 1608 1406 1704">D+2 business Days</th> </tr> </thead> <tbody> <tr> <td data-bbox="608 1704 874 1827">Centralization deadline for subscription and redemption orders up until 12pm CET/CEST<sup>1</sup></td> <td data-bbox="874 1704 1043 1827">Execution of the order on D at the latest</td> <td data-bbox="1043 1704 1161 1827">Publication of the net asset value</td> <td data-bbox="1161 1704 1406 1827">Settlement of the subscriptions and redemptions</td> </tr> </tbody> </table> <p><sup>1</sup>Unless specific deadlines potentially agreed on with your financial institution.</p> | D                                  | D : day on which the net asset value is determined | D+1 business Day | D+2 business Days | Centralization deadline for subscription and redemption orders up until 12pm CET/CEST <sup>1</sup> | Execution of the order on D at the latest | Publication of the net asset value | Settlement of the subscriptions and redemptions |
| D  | D : day on which the net asset value is determined  | D+1 business Day                   | D+2 business Days                                  |                  |                   |  |   |                                    |   |
| Centralization deadline for subscription and redemption orders up until 12pm CET/CEST <sup>1</sup> | Execution of the order on D at the latest   | Publication of the net asset value | Settlement of the subscriptions and redemptions    |                  |                   |  |   |                                    |   |
| <p><b>Frequency of calculation of net asset value</b></p>  | <p>Daily:</p> <p>The sub-fund's shares will not be valued on days when the Paris Bourse and settlement systems are closed.</p>  |                                    |  |                  |                   |  |   |                                    |   |

METROPOLE FUNDS

|   |   |
|---|---|
| <b>Place and method of publication of net asset value</b> | Net asset values can be obtained from the offices of the Custodian and the Management Company and from the website : <a href="http://www.metropolegestion.com">www.metropolegestion.com</a> |
| <b>Fractions of shares</b>                                | Yes. One hundred thousandth. Shares may be subscribed and redeemed on the basis of a set amount and/or in fractions of shares.  |
| <b>Minimum initial subscription</b>                       | One share   |
| <b>Minimum subsequent subscriptions</b>                   | One hundred thousandth of a share   |
| <b>Currency of denomination</b>                           | Euro  |

## METROPOLE FUNDS

### ➤ COSTS AND FEES

- SUBSCRIPTION AND REDEMPTION FEES

Subscription fees will be payable in addition to the subscription price paid by the investor and redemption fees will be deducted from the redemption price. Fees retained by the sub-fund will be used to cover costs borne by the sub-fund to invest or divest the assets under management. Fees not retained by the sub-fund will be passed on to the promoter.

| <b>Investor's costs, payable with subscriptions or redemptions</b>    | Subscription fees not retained by the sub-fund | Subscription fees retained by the sub-fund | Redemption fees not retained by the sub-fund | Redemption fees retained by the sub-fund |
|---|--|--|--|--|
| <b>Base</b>   | Net asset value<br>x number of<br>shares       | N/A  | N/A  | N/A                                      |
| <b>Rate, scale<br/>(incl. taxes)<br/>METROPOLE EURO<br/>SRI A</b>     | 4% maximum,<br>negotiable*                     | N/A  | N/A  | N/A                                      |
| <b>Rate, scale<br/>(incl. taxes)<br/>METROPOLE EURO<br/>SRI W</b>     | 4% maximum,<br>negotiable*                     | N/A  | N/A  | N/A                                      |
| <b>Rate, scale<br/>(incl. taxes)<br/>METROPOLE EURO<br/>SRI GBP W</b> | 4% maximum,<br>negotiable*                     | N/A  | N/A  | N/A                                      |

\* No subscription or redemption fee will apply in the case of a redemption followed by a subscription on the same day for the same amount in the same account based on the same net asset value.

## METROPOLE FUNDS

- OPERATING AND MANAGEMENT COSTS

Operating and management costs include all costs invoiced directly to the sub-fund, except for portfolio transaction costs. Portfolio transaction costs include intermediation costs and any turnover commissions that may be charged by the Custodian or the Management Company. The following may also be payable in addition to the operating and management costs:

- Performance fees. These are paid to the Management Company if the sub-fund's objectives are surpassed. Performance fees paid will reduce the investor's return accordingly.
- Turnover commissions invoiced to the sub-fund.
- A portion of the income earned on temporary security purchase and sale transactions.

For further details of the costs invoiced to the sub-fund, please refer to the Key Investor Information Document.

- COSTS INVOICED TO THE SUB-FUND

| Costs invoiced to the sub-fund                            | Financial management fee                     | External administrative charges | Maximum indirect charges (management fees and charges) | Turnover commissions (paid to the Management Company) | Performance fee |
|---|--|---------------------------------|--|---|-----------------|
| <b>Base</b>   | Net assets excluding METROPOLE Gestion funds | Net assets                      | Net assets   | Deducted from each transaction                        | Net assets      |
| <b>Rate, scale (incl. taxes) METROPOLE EURO SRI A</b>     | 1.50% maximum                                | 0.30% maximum                   | N/A  | N/A   | N/A             |
| <b>Rate, scale (incl. taxes) METROPOLE EURO SRI W</b>     | 0.85% maximum                                | 0.30% maximum                   | N/A  | N/A   | N/A             |
| <b>Rate, scale (incl. taxes) METROPOLE EURO SRI GBP W</b> | 0.85% maximum                                | 0.30% maximum                   | N/A  | N/A   | N/A             |

|  |  |
|--|--|
| <b>Subscriptions and redemptions of shares or units issued by UCITS managed by METROPOLE Gestion</b> | Nil (free of charge)   |
| <b>Policy on payments in kind</b>  | No intermediary or counterparty pays the sub-fund's management company any fees in kind.   |
| <b>Brief description of intermediary selection procedure</b>   | The Management Company has implemented a selection and assessment procedure for its intermediaries and counterparties that is available on the website of the Management Company: <a href="http://www.metropolegestion.com">www.metropolegestion.com</a> . |

## IV – COMMERCIAL INFORMATION

In some cases, events affecting the Fund are reported on the local financial markets via the central depository, Euroclear France, and/or are reported via various media as required by the applicable regulations and in accordance with the commercial policy of each marketer. These events may be reported in individual letters sent to shareholders, in notices published in national newspapers, or in the Fund's periodic financial reports or annual report. In addition, reminders may be included in any commercial documents made available to the shareholders by the marketers or supplied on request.

The “voting policy” document and the report on the conditions in which voting rights were exercised by the management company are available on the website: [www.metropolegestion.com](http://www.metropolegestion.com). Shareholders may request hard copies by writing to METROPOLE Gestion, 9 rue des Filles Saint-Thomas, 75002 Paris.

Certain categories of investor are entitled to request information on the composition of the Fund portfolio, in accordance with the applicable laws and regulations. Details can be found on the Management Company's website: [www.metropolegestion.com](http://www.metropolegestion.com)

Shareholders will receive the sub-fund's prospectus and most recent annual and periodic reports within eight business days of their written request, to be sent to:

**METROPOLE Gestion**  
**9, rue des Filles Saint-Thomas**  
**75002 Paris**  
**France**  
**Tel.: 33 (0)1 58 71 17 00**  
**Fax: +33 (0)1 58 71 17 98**

The Management Company provides investors, on its website [www.metropolegestion.com](http://www.metropolegestion.com) and in the SICAV's annual report, with information on how ESG criteria are taken into account in the investment policy of the SICAV's sub-funds.

## V – INFORMATION RELATING TO US INVESTORS

The Fund is not registered as an investment vehicle in the United States and its shares are not and will not be registered within the meaning of the 1933 Securities Act; therefore, they may not be offered or sold in the United States to Restricted Persons as defined below.

Restricted Persons are defined as (i) any person or entity located on United States territory (including US residents), (ii) any company or any other entity governed by the law of the United States or one of its States, (iii) any United States military personnel or any personnel related to a US government department or agency located outside United States territory, or (iv) any other person that would be regarded as a US Person pursuant to Regulation S of the 1933 Securities Act, as amended.

Moreover, the Fund's shares may not be offered or sold to employee benefit plans or entities whose assets comprise the assets of employee benefit plans, whether or not they are subject to the provisions of the 1974 United States Employee Retirement Income Securities Act, as amended.



## METROPOLE FUNDS

### **FATCA:**

Pursuant to the provisions of the Foreign Account Tax Compliance Act ("FATCA"), applicable from 1 July 2014, where the Fund invests directly or indirectly in US assets, the income from such investments may be subject to a withholding tax of 30%.

To avoid the payment of the 30% withholding tax, France and the United States have signed an intergovernmental agreement, under which non-US financial institutions ("foreign financial institutions") undertake to put in place a procedure to identify direct or indirect investors that are US taxpayers and to provide certain information on these investors to the French tax authorities, which will pass them on to the Internal Revenue Service in the US.

As a foreign financial institution, the Fund undertakes to comply with the FATCA and to take any measures pursuant to this intergovernmental agreement.

## **VI – INVESTMENT RULES**

The Fund complies with the investment rules laid down in the French Monetary and Financial Code.

## **VII – OVERALL RISK**

METROPOLE Gestion uses the commitment method to calculate its overall risk ratio.

Special exceptions: none.

## **VIII – ASSET VALUATION RULES**

Accounts for the securities portfolios will be kept on an historical cost basis: acquisitions (purchases or subscriptions) and disposals (sales or redemptions) will be recorded at the acquisition price, excluding costs. All disposals will generate a capital gain or a capital loss on sale or redemption, together with a redemption premium in some cases.

The prices used to value sub-fund portfolios will be the closing prices.

If a price is not quoted for a given stock on the valuation day, the last known price will be used.

If the price of a financial instrument was not recorded on the day the net asset value was calculated or was subsequently adjusted, said financial instrument's value will be calculated on the basis of its probable trading value, under the Management Company's responsibility. The Statutory Auditor will be provided with all such data for audit purposes.

Income will be recorded on an accruals basis.

Futures will be valued at the relevant day's settlement price.

Options will be valued at the relevant day's settlement price.

Units or shares issued by UCITS will be valued at the last known net asset value.

Negotiable debt securities with a maturity of less than three months at the time of purchase will be valued by recognising the premium/discount upon acquisition on a straight-line basis.

Negotiable debt securities with a maturity of more than three months will be valued at their market value, adjusted if necessary by a spread corresponding to the issuer risk.

Interest rate swaps will be valued at their market value, adjusted if necessary by a spread corresponding to the issuer risk.

## **VALUATION METHOD FOR OFF-BALANCE SHEET COMMITMENTS**

Off-balance sheet transactions will be valued at their market value.

The market value for futures contracts is the price of the security in euro multiplied by the contract's nominal

## METROPOLE FUNDS

amount.

The market value for options corresponds to the value of the underlying asset, if exercised.

### **IX – REMUNERATION**

The Management Company's remuneration policy has been determined and is updated in accordance with the UCITS V Directive.

The policy is based on remuneration practices that are compatible with healthy and efficient management and do not encourage inappropriate risk-taking. The policy applies to all employees and sets out the rules that apply to certain categories of employee whose professional activities may have a material impact on the risk profile of the company or the funds managed (employees identified in accordance with the AMF's General Regulation).

METROPOLE Gestion pays its employees a fixed remuneration, and may also pay them variable remuneration.

Variable remuneration is awarded at the discretion of Executive Management.

Details of the remuneration policy are available on the following website: [www.metropolegestion.com](http://www.metropolegestion.com)

Paper copies of the remuneration policy will be provided free of charge, upon request.

## METROPOLE FUNDS

### ARTICLES OF ASSOCIATION

#### METROPOLE FUNDS

A French *Société d'Investissement à Capital Variable* (variable capital investment company)  
Incorporated as a *société anonyme* (limited company)  
Registered office: 9, rue des Filles Saint Thomas, 75002 Paris  
Trade and Companies Register no. 791 571 300

#### TITLE 1 – FORM, OBJECTS, NAME, REGISTERED OFFICE, TERM

##### Article 1 – Form

The Company was incorporated as a *Société d'Investissement à Capital Variable* (SICAV - variable capital investment company) in the form of a *société par actions simplifiée* (simplified limited company).

It was converted to a *Société d'Investissement à Capital Variable* (SICAV) in the form of a *société anonyme* (limited company) pursuant to a collective decision of the shareholders.

The Company is therefore formed between the holders of the shares created below and of those issued at a later date. It is governed in particular by the provisions of the French Commercial Code (*Code de commerce*) on *sociétés anonymes* (Book II – Title II – Chapter V) and of the French Monetary and Financial Code (*Code monétaire et financier*) (Book II – Title I – Chapter IV -Section I – Sub-section I), their implementing legislation, all subsequent legislation and these Articles of Association.

The SICAV has several sub-funds. Each sub-fund issues one or more share classes representing the assets of the SICAV allocated to it.

##### Article 2 – Objects

The company's objects are the creation and management of a portfolio of financial instruments and deposits.

##### Article 3 – Name

The company's name is: METROPOLE FUNDS

Followed by the words “Société d'Investissement à Capital Variable”, with or without the term “SICAV”.

##### Article 4 – Registered office

The registered office is at 9, rue des Filles Saint Thomas, 75002 Paris.

##### Article 5 – Term

The company shall exist for ninety-nine years from its registration in the Trade and Companies Register, subject to its early dissolution or extension in accordance with these Articles of Association.

#### TITLE 2 – SHARE CAPITAL, CHANGES TO SHARE CAPITAL, SHARE CHARACTERISTICS

##### Article 6 – Share capital

The company had an initial share capital of 300,000 euros, divided into 300 shares, all fully paid up.

The capital of 300,000 euros results from a cash contribution.

##### For the METROPOLE SELECTION EUROPE sub-fund:

The first sub-fund, METROPOLE SELECTION EUROPE, was created on 23 December 2014 using the SICAV's capital.

The METROPOLE SELECTION EUROPE sub-fund was merged and absorbed into the METROPOLE SELECTION sub-fund.

## METROPOLE FUNDS

### For the METROPOLE SELECTION EUROPE USD HEDGE sub-fund:

400 shares, all fully paid up and all of the same class, were issued to represent the initial assets, which amounted to 327,519.86 euros on 23 December 2014.

A cash contribution of 327,519.86 euros was made.

The METROPOLE SELECTION EUROPE USD HEDGE sub-fund was merged and absorbed into the METROPOLE SELECTION sub-fund.

### For the METROPOLE LARGE CAP EURO sub-fund:

300 shares, all fully paid up and all of the same class, were issued to represent the initial assets, which amounted to 300,000 euros on 17 September 2015.

A cash contribution of 300,000 euros was made.

The METROPOLE LARGE CAP EURO sub-fund was merged and absorbed into the METROPOLE EURO sub-fund.

### For the METROPOLE SELECTION sub-fund:

The METROPOLE SELECTION sub-fund was created by the contribution of the assets of the mutual fund (FCP) METROPOLE SELECTION.

### For the METROPOLE EURO sub-fund:

The METROPOLE EURO sub-fund was created by the contribution of the assets of the mutual fund (FCP) METROPOLE EURO.

The METROPOLE EURO sub-fund was merged and absorbed into the METROPOLE EURO SRI sub-fund (formerly METROPOLE VALUE SRI).

### For the METROPOLE AVENIR EUROPE sub-fund:

The METROPOLE AVENIR EUROPE sub-fund was created by the contribution of the assets of the mutual fund (FCP) METROPOLE AVENIR EUROPE.

### For the METROPOLE EURO SRI sub-fund (formerly METROPOLE VALUE SRI):

The sub-fund was created by the contribution of the assets of the mutual fund (FCP) METROPOLE VALUE SRI.

### For the METROPOLE FRONTIERE EUROPE sub-fund:

The METROPOLE FRONTIERE EUROPE sub-fund was created by the contribution of the assets of the mutual fund (FCP) METROPOLE FRONTIERE EUROPE.

[...]

[...]

### Share classes:

The characteristics of the various share classes and the terms and conditions of subscription are set out in the SICAV's prospectus.

The various share classes may:

- apply different income distribution policies (distribution or capitalisation);
- be denominated in different currencies;
- apply different management charges;
- apply different subscription and redemption fees;
- have different par values;
- systematically hedge against risk, completely or partially, as provided in the prospectus.  
Hedging is achieved through financial instruments that reduce to a minimum the impact of the hedging transactions on the Fund's other share classes;
- be reserved for one or several specific distribution networks.

The SICAV's shares may be consolidated or subdivided on the basis of a proposal by the Board of Directors approved by an extraordinary general meeting of shareholders.

## METROPOLE FUNDS

The Board of Directors may decide to allow tenths, hundredths, thousandths, tens of thousandths and hundreds of thousandths of shares, known as fractions of shares.

The provisions of the Articles of Association governing the issue and redemption of shares shall apply to fractions of shares, and their value shall at all times be proportionate to the value of the whole share of which they are a fraction. All other provisions of the Articles of Association concerning shares shall apply to fractions of shares without any need to specify this, unless stated otherwise.

### **Article 7 – Changes to share capital**

The amount of the share capital may be modified as a result of the issue by the company of new shares and may be reduced if the company redeems shares at the request of shareholders.

### **Article 8 – Share issues and redemptions**

Shares shall be issued at any time at the request of shareholders, on the basis of their net asset value increased, if applicable, by a subscription fee.

Subscriptions and redemptions shall be carried out in accordance with the terms and conditions and procedures defined in the prospectus.

Redemptions may be made in cash and/or in kind. If the redemption in kind corresponds to a representative pro rata share of the assets in the portfolio, then the written agreement signed by the outgoing holder alone must be obtained by the UCITS or the asset management company. Where the redemption in kind does not correspond to a representative pro rata share of the assets in the portfolio, all the unitholders must indicate in writing their agreement authorizing the outgoing holder to redeem its units against certain particular assets, as explicitly defined in the agreement.

By derogation from the above, where the fund is an ETF, redemptions on the primary market may, with the agreement of the asset management company acting in the interests of the unitholders, be carried out in kind under the conditions set out in the prospectus or the fund rules. The assets are then delivered by the issuance account keeper under the conditions set out in the fund's prospectus.

The redeemed assets are generally valued according to the rules set out in Article 9 and the redemption in kind is made on the basis of the first net asset value following the acceptance of the securities concerned.

Whenever new shares are subscribed they must be fully paid up, failing which the subscription shall not be valid, and shares issued shall have the same dividend rights as existing shares as from the date of issue.

Pursuant to Article L.214-7-4 of the French Monetary and Financial Code, the Board of Directors may temporarily suspend redemption of shares by the company or the issue of new shares, when exceptional circumstances and the interests of the shareholders so require.

A sub-fund's shares may not be redeemed when the amount of the sub-fund's net assets is below the minimum set by regulations.

The SICAV may impose minimum subscription requirements, as provided in the prospectus.

The SICAV may cease to issue shares pursuant to Article L. 214-7-4, paragraph 3, of the French Monetary and Financial Code either temporarily or permanently, fully or partially if objective circumstances entail the closing of subscriptions, such as reaching the maximum number of units or shares, the maximum amount of assets or the end of a fixed subscription period. Existing shareholders shall be informed by any means of the triggering of this tool, as well as of the threshold and the objective situation that led to the decision to carry out full or partial closing. In the case of partial closing, this information by any means will explicitly specify the terms under which existing shareholders may continue to subscribe during the period of such partial closing. The shareholders are also informed by any means of the UCITS or asset management company's decision to either end the full or partial closing of subscriptions (when falling below the triggering threshold), or not to end it (in the event of a change in threshold or modification in the objective situation leading to implementation of this tool). A modification in the objective situation invoked or the triggering threshold for the tool must always be made in the interest of the shareholders. Information by any means shall specify the exact reasons for these modifications.

**Article 9 – Calculation of the net asset value**

The net asset value of the shares shall be calculated in compliance with the valuation rules set out in the prospectus.

In addition, an instant and indicative net asset value shall be calculated by the market operator if the shares are admitted to trading.

Contributions in kind are limited to securities, instruments and contracts in which the Fund is allowed to invest; Contributions and redemptions in kind shall be valued in accordance with the valuation rules that apply when calculating the net asset value.

**Article 10 – Form of shares**

Shares may be issued as bearer or registered shares, as the subscriber wishes.

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

Holders' rights shall be represented by an entry made in an account in their name:

- kept by the intermediary of their choice for bearer shares;
- kept by the centralising agent and also, if they wish, the intermediary of their choice for registered shares.

The company may request information on the names, nationalities and addresses of the SICAV's shareholders, and the number of shares held by each of them, in accordance with Article L. 211-5 of the Monetary and Financial Code, in which case it shall pay a fee.

**Article 11 – Admission to trading on a regulated market and/or a multilateral trading system**

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

In the event that the SICAV's shares are admitted to trading on a regulated market and its investment objective is pegged to an index, the SICAV must have put in place procedures to ensure that the price of its share does not deviate significantly from its net asset value.

**Article 12 – Rights and obligations attached to the shares**

Each share entitles its holder to a fraction of the company's assets and profits, in proportion to the fraction of share capital represented by the share.

The rights and obligations attached to each share shall be transferred with title to the share.

Whenever the shareholders need to hold a certain number of shares in order to exercise any particular right, including in particular to exchange or consolidate shares, those shareholders who hold only one share or an insufficient number of shares shall only be able to exercise the said right if they personally arrange to group together their shares, and to purchase or sell shares if need be.

**Article 13 – Indivisibility of shares**

Joint owners of shares or assignees must arrange to be represented vis-à-vis the company by a single person appointed by mutual agreement or, failing agreement, by the presiding judge of the commercial court with jurisdiction over the registered office.

Owners of fractions of shares may act as a group. In that case, they must arrange to be represented in the manner described in the previous paragraph by a single person who shall exercise the rights attached to the whole share for the group.

**TITLE 3 – COMPANY GOVERNANCE AND MANAGEMENT**

**Article 14 – Governance**

The company is governed by a Board of Directors, composed of at least three members and no more than eighteen members, appointed by shareholders at their general meeting.

The directors shall be appointed and re-appointed by shareholders at an ordinary general meeting during the company's existence.

Directors may be natural persons or legal entities. When a legal entity is appointed it must appoint a permanent representative, who shall be bound by the same obligations and conditions and who shall have the same civil and criminal liability as if he were a member of the Board of Directors in his own right, without prejudice to the liability of the legal entity he represents.

The permanent representative shall be appointed for the term of office of the legal entity he represents. If a legal entity dismisses its representative, it must promptly inform the SICAV by recorded delivery letter of the dismissal and the identity of its new permanent representative. This rule shall also apply in the event of the permanent representative's death, resignation or extended unavailability.

**Article 15 – Directors' term of office – Renewal of the Board**

Subject to the provisions of the last paragraph of this Article, Directors shall be appointed for a term of six years maximum; one year means the period between two consecutive annual general meetings.

If one or more seats on the Board fall vacant between two general meetings due to death or resignation, the Board of Directors may make interim appointments.

Any interim director appointed to replace another shall remain in office only for the remainder of his predecessor's term of office. He shall be appointed subject to ratification of the appointment by shareholders at their next general meeting.

All outgoing directors may be re-elected. Directors may be removed from office at any time by shareholders at an ordinary general meeting.

Each director's term of office shall expire at the close of the ordinary general meeting of shareholders called to vote on the financial statements for the previous financial year that is held in the year in which his term of office is due to expire. If a meeting is not held in that year, the director's term of office shall expire on 31 December of that year, subject to the exceptions stipulated below.

Directors may be appointed for less than six years whenever this is necessary to ensure that the members of the Board are renewed at regular intervals and that the entire Board is renewed every six years. This rule shall apply, in particular, if the number of directors is increased or decreased with an effect on the rate of renewal.

Whenever the number of members of the Board of Directors falls below the statutory minimum, the remaining member(s) shall immediately call an ordinary general meeting of shareholders in order to appoint the requisite number of directors.

The Board of Directors may be partially renewed.

**Article 16 – Board committee**

The Board shall elect one of its members as Chairman for a period set by it but which may not exceed his term of office as a director. The Chairman must be a natural person. The Chairman of the Board of Directors shall organise and supervise its work, and report on this to the shareholders at a general meeting. He shall ensure the corporate bodies function correctly and, more specifically, that the directors are able to carry out their duties.

The Board of Directors may, if it considers it appropriate, appoint a Vice-Chairman, and also a secretary, who need not be a Board member.

In the event of the Chairman's absence or temporary unavailability, the Board of Directors may appoint a director to act as chairman.

## METROPOLE FUNDS

### **Article 17 – Board meetings and decisions**

The Board of Directors shall meet when called by the Chairman, as and when the interests of the company so require. Meetings shall be held at the registered office or any other place mentioned in the notice of the meeting.

If a meeting has not been held for more than two months, at least one third of its members may ask the Chairman to call a meeting to discuss a set agenda. The Chief Executive Officer may also ask the Chairman to call a meeting of the Board of Directors to discuss a set agenda. The Chairman must act on any such request.

*Internal rules of procedure may define the terms and conditions for organising meetings of the Board of Directors, in accordance with applicable laws and regulations. Meetings may be held using videoconferencing facilities, although certain decisions, expressly defined in the Commercial Code, may not be made using such facilities.*

*Meetings may be called by any means, including orally, and may be held immediately.*

At least half the members must be present for the Board to validly transact business. Decisions shall be approved by the majority of the votes of members present or represented.

Each director shall have one vote. In the event of a tie, the chairman of the meeting shall have a casting vote.

*In the event videoconferencing facilities may be used, the internal rules of procedure may provide that directors who attend the Board meeting via a videoconference link shall be counted as present when calculating the quorum and majority, in compliance with applicable regulations.*

### **Article 18 – Minutes**

Minutes shall be drawn up and copies or excerpts shall be issued and certified in accordance with the law.

### **Article 19 – Powers of the Board of Directors**

The Board of Directors shall make policy decisions relating to the company's business activities and ensure these are implemented. Within the scope of the company's objects and subject to any powers expressly reserved by law for shareholders at a general meeting, the Board shall deal with all matters concerning the running of the company and shall settle all business relating to it. The Board shall carry out any controls and checks it considers appropriate. The company's Chairman or Chief Executive Officer has a duty to provide each director with all the documents and information he needs to carry out his duties.

*Any director may appoint another director, in writing, to represent him at a given meeting of the Board of Directors. However, no director may hold more than one proxy at any given meeting.*

### **Article 20 – General management**

Either the Chairman of the Board of Directors or another natural person appointed by the Board of Directors with the title Chief Executive Officer shall be responsible for the general management of the company.

The Board of Directors shall choose one of these methods of general management under the conditions laid down in these Articles of Association, which decision shall remain valid until expiry of the current Chairman of the Board's term of office. Shareholders and third parties shall be informed of the method of general management in accordance with the conditions laid down by applicable laws and regulations.

*The Board of Directors' decision concerning the method of general management shall be made in accordance with the rules of ordinary law. Any decision by the Board of Directors to change the method shall be made in accordance with the same conditions.*



## METROPOLE FUNDS

Either the Chairman or a Chief Executive Officer shall be responsible for the general management of the company, depending on the decision made by the Board of Directors in accordance with the aforementioned provisions. In the event the Board of Directors decides to separate the positions of Chairman and Chief Executive Officer, it shall appoint a Chief Executive Officer and fix his term of office.

When the Chairman of the Board of Directors is responsible for the general management of the company, the following provisions relating to the Chief Executive Officer shall apply to the Chairman.

Within the limits of the company's objects and subject to the powers expressly reserved by law for shareholders at general meetings and those specifically reserved for the Board of Directors, the Chief Executive Officer shall be vested with the broadest powers to act in the company's name in any circumstances. He shall exercise such powers within the limits of the company's objects and subject to those powers expressly reserved by law for shareholders at general meetings and the Board of Directors. He shall represent the company in its dealings with third parties.

The Chief Executive Officer may delegate some of his powers to any individual of his choice. The Chief Executive Officer may be removed from office by the Board of Directors at any time.

*The SICAV has fully delegated management of its portfolio to a management company. This means that the duties of Chief Executive Officer must be performed by an officer or representative of the management company to ensure that the SICAV's investment decisions are made by the management company.*

Voting on a proposal by the Chief Executive Officer, the Board of Directors may appoint up to five individuals to assist the Chief Executive Officer, each of whom shall have the title of Deputy Chief Executive Officer.

Voting on a proposal by the Chief Executive Officer, the Deputy Chief Executive Officers may be removed from office by the Board at any time.

In agreement with the Chief Executive Officer, the Board of Directors shall determine the scope and duration of the powers granted to the Deputy Chief Executive Officers.

These powers may include the right to sub-delegate some of them. Should the Chief Executive Officer cease or be unable to perform his duties, the Deputy Chief Executive Officers shall remain in office with the same powers and duties until a new Chief Executive Officer is appointed, unless the Board decides otherwise.

Deputy Chief Executive Officers shall have the same powers as the Chief Executive Officer in their dealings with third parties.

### **Article 21 – Directors' fees and remuneration**

Shareholders at a general meeting may allocate a fixed annual amount to the members of the Board of Directors by way of directors' fees, which amount shall be included in the company's overheads and shall be allocated to the directors at the discretion of the Board.

The Board shall determine the remuneration paid to the Chairman of the Board of Directors, the Chief Executive Officer and the Deputy Chief Executive Officer or Officers.

### **Article 22 – Custodian**

The Custodian shall be appointed by the Board of Directors.

The Custodian shall be responsible for carrying out the tasks required of it by applicable legal and regulatory provisions, as well as those with which it has been entrusted contractually by the SICAV or the management company. In particular, it shall verify the legality of the SICAV's or management company's decisions. It shall take any precautionary measures it deems appropriate. In the event of a dispute with the SICAV or the management company, it shall inform the AMF (*l'Autorité des marchés financiers* - the French financial markets regulator).

**Article 23 – Prospectus**

The Board of Directors, or the Management Company if the SICAV has delegated full management, has full authority to make any changes to the prospectus that may be necessary for the satisfactory management of the company, in compliance with the laws and regulations applying to SICAVs.

**TITLE 4 – STATUTORY AUDITOR**

**Article 24 – Appointment – Powers – Fees**

The Statutory Auditor shall be appointed for six financial years by the Board of Directors, subject to the approval of the AMF, from amongst those persons authorised to hold that office in a commercial company.

The Statutory Auditor shall certify that the financial statements are accurate, true and fair.

The Statutory Auditor may be re-appointed.

The Statutory Auditor has a duty to promptly inform the AMF of any event or decision concerning the undertaking for collective investment in transferable securities that he/it discovers in the course of performance of his/its duties, which is likely to:

1° Constitute a breach of the laws or regulations applicable to the undertaking which may have a material significant impact on its financial situation, profits or assets;

2° Adversely affect its operating conditions or jeopardise business continuity;

3° Cause the Statutory Auditor to issue a qualified opinion or refuse to certify the financial statements.

The Statutory Auditor shall supervise the valuation of assets and the calculation of exchange ratios for conversions, mergers or demergers.

The Statutory Auditor shall be responsible for appraising all contributions and redemptions in kind, excluding redemptions in kind for an ETF on the primary market..

The Statutory Auditor shall check that details of the assets and other accounting entries are accurate before publication.

The Statutory Auditor's fees shall be mutually agreed by the Statutory Auditor and the SICAV's Board of Directors, in light of his/its work schedule and the estimated work required.

The Statutory Auditor shall certify the financial statements used to calculate distributions of interim dividends.

An alternate statutory auditor may be appointed, who shall be required to replace the principal Statutory Auditor if he/it is unable to act, refuses to act, resigns or dies.

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### **TITLE 5 – GENERAL MEETINGS**

#### **Article 25 – General meetings**

General meetings shall be called and business shall be transacted in accordance with the law.

The annual general meeting at which shareholders are required to approve the company's financial statements must be held within four months of the end of the financial year.

Meetings shall be held at the registered office or at any other place stipulated in the notice of the meeting.

All shareholders may attend general meetings personally or via a proxy, provided they produce proof of their identity and of ownership of their shares, through their registration in the registered shareholder accounts kept by the company or in the bearer shareholders accounts, at any of the places stipulated in the notice of the meeting; the deadline for completion of these formalities shall expire two days before the date of the meeting.

Shareholders may be represented in accordance with Article L. 225-106 of the French Commercial Code. Shareholders may also vote by post under the conditions laid down by applicable regulations.

General 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 that, the shareholders shall elect a chairman.

Minutes shall be drawn up and copies or excerpts shall be issued and certified in accordance with the law.

*Internal rules of procedure may define the terms and conditions for organising general meetings, in accordance with applicable laws and regulations. Meetings may be held using videoconferencing facilities, although certain decisions, expressly defined in the Commercial Code, may not be made using such facilities.*

*In the event videoconferencing facilities may be used, the internal rules of procedure may provide that shareholders who attend the general meeting via a videoconference link shall be counted as present when calculating the quorum and majority, in compliance with applicable regulations.*

### **TITLE 6 – ANNUAL FINANCIAL STATEMENTS**

#### **Article 26 – Financial year**

The financial year shall begin on the day after the last day on which the Paris Bourse is open for business in December, and shall end on the last day on which the Paris Bourse is open in December of the following year.

However, as an exception to the foregoing, the first financial year shall include all transactions carried out between the date on which the company was established and the last day in December 2013 on which the Paris Bourse is open.

#### **Article 27 – Appropriation of amounts available for distribution**

The Board of Directors shall determine the net income for the financial year, which shall be equal to the amount of interest, arrears, dividends, premiums and bonus payments, directors' fees and all income relating to the securities in the company's portfolio, increased by the income from any amounts held temporarily as cash and reduced by management fees, interest on borrowings and allowances for depreciation.

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Amounts available for distribution correspond to:

1° Net income plus retained earnings, plus or minus the balance of the income adjustment account;  
2° Realised capital gains, net of costs, less realised capital losses, net of costs, posted over the financial year, plus any similar net capital gains posted in previous financial years that have not been distributed or capitalised, plus or minus the balance of the capital gains adjustment account.

All or part of the amounts referred to in paragraphs 1° and 2° may be distributed separately.

The prospectus contains further details on the appropriation of amounts available for distribution.

### **TITLE 7 – EXTENSION – DISSOLUTION – LIQUIDATION**

#### **Article 28 – Extension or early dissolution**

The Board of Directors may propose to shareholders at an extraordinary general meeting, at any time and for any reason whatsoever, the extension, early dissolution or liquidation of the SICAV.

The issue of new shares and the redemption by the SICAV of shares held by shareholders wishing to redeem their shares shall be suspended on the date of publication of the notice inviting shareholders to the general meeting at which the early dissolution and liquidation of the company or the expiry of the company's term is to be proposed.

#### **Article 29 – Liquidation**

The liquidation procedure shall be determined in accordance with Article L. 214-12 of the French Monetary and Financial Code.

### **TITLE 8 – DISPUTES**

#### **Article 30 – Jurisdiction – Address for service**

Any disputes concerning company business that may arise during the company's term or during its liquidation, either between the shareholders and the company or between the shareholders themselves, shall be settled in accordance with the law and referred to the courts with jurisdiction thereover.

## Information for Investors in Switzerland

### *1. Representative*

The Representative in Switzerland is CACEIS (Switzerland) S.A. Route de Signy 35, 1260 Nyon.

### *2. Paying agent*

The Swiss Paying agent is CACEIS Bank, Paris, succursale de Nyon, Route de Signy 35, 1260 Nyon.

### *3. Location where the relevant documents may be obtained*

The prospectus, the key investors information document, the articles of association as well as the annual and semi-annual reports may be obtained free of charge from the Representative in Switzerland.

### *4. Publications*

1. The publications concerning the foreign collective investment scheme are made in Switzerland in Fundinfo AG ([www.fundinfo.com](http://www.fundinfo.com)).
2. The issue and redemption prices and/or the book value with the mention "excluding commissions", of all share classes are published on Fundinfo AG ([www.fundinfo.com](http://www.fundinfo.com)) whenever shares are issued or redeemed. Prices are published everyday.

### *5. Payment of retrocessions and rebates*

1. The Management Company and its agents may pay retrocessions as remuneration for distribution activity in respect of fund units in or from Switzerland. This remuneration may be deemed payment for the following services in particular:
  - fund's marketing in accordance with applicable laws and regulations;
  - the transmission to the investor of the documentation relating to the fund.

Retrocessions are not deemed to be rebates even if they are ultimately passed on, in full or in part, to the investors.

The beneficiary of the retrocessions must ensure transparent disclosure and inform investors, unsolicited and free of charge, about the amount of remuneration they may receive for distribution.

On request, the recipients of retrocessions must disclose the amounts they actually receive for distributing the collective investment scheme to the investors concerned.

2. In respect of distribution in or from Switzerland, the Management Company and its agents do not pay any rebates to reduce the fees or costs incurred by the investors or charged to the fund.

### *6. Place of performance and jurisdiction*

In respect of the shares distributed in or from Switzerland, the place of performance and jurisdiction is the registered office of the Representative.