PROSPECTUS

UCITS governed by European Directive 2009/65/EC

NATIXIS EQUITY CAPITAL OPTIM

FUND

I – General characteristics

Name

NATIXIS EQUITY CAPITAL OPTIM

Legal form and member state in which the UCITS was established

French mutual fund (Fund).

Inception date and expected duration

The Fund (the "Fund") was created on 17 May 2016 for a period of 99 years.

Summary of the management offer

Unit class	ISIN code	Allocation of distributable income	Currency	Target subscribers	Minimum initial subscription	Initial net asset value
I unit	FR0013126869	Accumulation	Euro	All subscribers	EUR 100,000	EUR 10,000

Address from which the latest annual and interim reports and asset composition can be obtained: These documents will be sent to the holder within eight business days upon simple written request to:

NATIXIS INVESTMENT MANAGERS INTERNATIONAL
Direction Service Clients [Customer Service Department]
43 avenue Pierre Mendès France
75013 Paris, France
Website: ClientServicingAM@natixis.com

Where the latest net asset value may be obtained
The net asset value of the Fund may be obtained from the management company.

Information for professional investors
NATIXIS INVESTMENT MANAGERS INTERNATIONAL may send the breakdown of the UCI's portfolio to investors classified as professional investors by the ACPR, the AMF or equivalent European authorities, for the sole purpose of calculating regulatory requirements under Directive 2009/138/EC (Solvency II).

II – Parties involved

Management company

NATIXIS INVESTMENT MANAGERS INTERNATIONAL
Legal form: société anonyme (public limited company)
Approved by the Autorité des Marchés Financiers, the French financial markets authority, hereinafter referred to as "the AMF", under number GP 90-009
43 avenue Pierre Mendès France, 75013 Paris, France

Depositary, custodian, centraliser of subscription and redemption orders by delegation of the management company and establishment responsible for holding registers of shares

CACEIS Bank – A public limited company with a Board of Directors with registered offices at: 89-91 Rue Gabriel Péri, 92120 Montrouge, France. Bank and investment services provider approved by the CECEI, the French Credit Institutions and Investment Firms Committee, on 1 April 2005.

INTERMEDIARY

NATIXIS TRADEX SOLUTIONS
Legal form: société anonyme (public limited company)
Authorised by the ACPR on 23 July 2009 as a bank providing investment services
59 avenue Pierre Mendès France, 75013 Paris, France

Statutory auditor

MAZARS
Tour EXALTIS, 61 rue Henri Régnault, 92075 La Défense Cedex

AGENTS

Accounting agent

CACEIS Fund Administration, a société anonyme (public limited company) under French Law, whose registered office is at 89-91 Rue Gabriel Péri, 92120 Montrouge, France.
The main duties of the party responsible for accounting is to provide, in France and abroad, services to support the management of financial assets, in particular the valuation and administrative and accounting management of financial portfolios.
There are no conflicts of interest that may arise from these delegations.

Delegation of financial management

OSTRUM ASSET MANAGEMENT, a société anonyme (public limited company) authorised by the Autorité des Marchés Financiers to operate as a Portfolio Management Company with its registered office at 43 avenue Pierre Mendès France, 75013 Paris, France.

Marketing agent

Natixis Investment Managers International
The Fund's management company would like to remind subscribers that not all marketing agents are appointed by or known to the company.

ADVISOR

THEMATICS ASSET MANAGEMENT, a société anonyme (public limited company) under French law, listed in the Paris Trade and Companies Register under no. 843 939 992 and authorised by the AMF on 28 May 2019, under no. GP 19000027, whose registered office is at 20 rue des Capucines 75002 Paris, France.

GUARANTOR

Unicredit Bank AG – German company regulated as a bank and registered at Arabellastrasse 12, D-81925 Munich, Germany.

III – OPERATING AND MANAGEMENT CONDITIONS

I - GENERAL FEATURES

RIGHTS ASSOCIATED WITH THE UNIT CLASS

Each unitholder has co-ownership rights proportional to the number of units held.

Unitholders may be informed about changes affecting the Fund by any means that conform to AMF guidelines. Management of the Fund, which has no corporate personality and for which the rules concerning undivided ownership and companies have been waived, is carried out by the management company acting on behalf of the unitholders and in their exclusive interest.

ENTRY IN A REGISTER OR ESTABLISHMENT OF PROCEDURES FOR LIABILITY ACCOUNTING

Liability accounting is provided by CACEIS Bank.

The units are administered by EUROCLEAR France.

VOTING RIGHTS

The units do not carry any voting rights. Management of the Fund is carried out by the management company, which acts on behalf of the holders and in their exclusive interest.

Information on the voting policy and the report on the conditions for exercising voting rights are available on the website of the delegated investment manager: www.ostrum.com.

TYPE OF UNIT

Bearer.

DIVISION OF UNITS

The Fund's units are split into ten-thousandths of a unit.

FINANCIAL YEAR-END

The last net asset value published in June. (First year-end June 2017).

INFORMATION ON THE TAXATION SYSTEM

The proceeds capitalised in the Fund are not subject to tax when received by the Fund. These are taken into account (via the net asset value of the Fund) for the calculation of the potential capital gain made when the units are sold or redeemed.

When the Fund units represent a unit-linked life insurance policy, the proceeds capitalised in the Fund are subject to tax rules governing the proceeds from life insurance policies.

Warning: Depending on your tax system, any capital gains and/or income related to the holding of Fund units may be subject to tax. We recommend that you consult your tax advisor for more information on this matter.

II – Specific provisions

ISIN code
I units: FR0013126869

Holding of units or shares of other UCIs (UCITS or AIFs) or investment funds
The Fund may invest more than 20% of its assets in units or shares.

Guarantee
The capital invested is not guaranteed.

Management objective
The UCITS' management objective is firstly to allow investors to benefit from the permanent partial protection of Capital, excluding entry fees, equal to 75% of the highest Net Asset Value of the UCITS since its launch and secondly, to allow investors to partially contribute to the potential performance of a Dynamic portion exposed to international equity markets.

Highest net asset value
The highest net asset value is equal to the highest net asset value published since 17/05/2016.

Protected Net Asset Value
The Protected Net Asset Value is equal to 75% of the highest net asset value.

Benchmark
The Fund has no benchmark.

Structure of the UCITS
In return for the permanent protection of the highest net asset value not exceeding 75%, excluding entry fees, and partial participation in the development of international equity markets and European interest-rate markets, unitholders agree not to benefit from the full rise of said markets.

Advantages	Drawbacks
❑ At any time, investors are guaranteed to recover at least 75% of the highest net asset value, excluding entry fees; ❑ The UCITS allows investors to partially participate in the potential increase of the main international equity and interest rate markets, while benefiting from protection amounting to 75% of the highest net asset value, and implying the partial and gradual securing of the performance recorded by the UCITS.	❑ The Fund presents a risk of capital loss. ❑ The management strategy used, whose main aim is to partially protect the capital up to 75%, does not allow investors to benefit in full from the rise of the "Dynamic" portion. ❑ In the event of a significant fall in the "Dynamic" portion, the UCITS will receive only monetary returns. Thus, even if the value of the Dynamic portion were to rise, investors would not benefit in full from this recovery: this is monetisation risk.

III – Investment strategy

■ Strategy employed

The Fund's investment strategy consists of combining portfolio insurance and volatility management techniques in order to adjust the exposure of the Fund to a "Dynamic" portion. This active management method guarantees capital protection at all times equal to 75% of the highest net asset value, whilst aiming to partially benefit from any potential performance of the "Dynamic" portion.

This technique, which protects up to 75% of the highest Net Asset Value, is thus based on an active allocation of assets between 2 portions:

▪ A “**Prudent**” portion which aims to provide a return in line with the money market. It may be composed of UCITS/AIFs/investment funds, monetary instruments directly and/or repurchase agreements such as those eligible to be included as assets in a “Monetary” UCITS/AIF/investment fund or else use financial contracts, allowing the performance of securities held as assets in the portfolio to be offset against the performance of the money market. This portion, which may represent all of the Fund’s exposure, allows protection to be maintained at 75% of the highest Net Asset Value of the UCITS since its inception.

▪ A “**Dynamic**” portion, which may represent all of the Fund’s exposure. The composition of the dynamic portion will be determined by the r on an active and discretionary basis.
Shares will be selected with the aim of capitalising on opportunities in equity markets around the world, including shares in companies in emerging markets.

The portion’s investment universe is not restricted in terms of segment exposure, geographic area, capitalisation or currency: it may therefore be exposed to shares of small- and mid-cap companies and to currencies other than the Fund’s reference currency.

The manager will seek shares with an attractive risk/reward profile, taking into account long-term trends, such as including demographic, environmental and technological factors. Therefore, non-financial criteria (environmental, social and governance) may be taken into account when selecting securities for the Dynamic portion. In particular, the manager may draw on advice from THEMATICS ASSET MANAGEMENT, the NATIXIS Group’s management company, specialised in thematic equity management.
As part of this responsible approach, during the selection process, the manager may exclude any controversial activities that it believes could significantly detract from efforts to achieve social and environmental goals. These controversial activities include, but are not limited to: coal, tobacco and non-conventional weapons.
The manager may also invest in UCITS, AIFs or investment funds adopting an equivalent strategy.

The maximum exposure of the Dynamic portion will be achieved in order to maintain a guaranteed value and will be based on a combination of two management techniques: on the one hand, so-called “portfolio insurance” management techniques, and on the other hand, a volatility management mechanism capped at 15%.

The principle of this technique lies in regularly and quasi-systematically adjusting the level of exposure of the Dynamic portion.

As such, the Fund’s portfolio will record positive performance, the more the portfolio is potentially exposed to the Dynamic portion, within the limit of 100% of net assets and depending on the expectations of the management company regarding the behaviour of the underlying assets.

Conversely, should the net asset value fall, then the Fund’s exposure to the Dynamic portion may be reduced to allow it to ensure that the figure of 75% of its highest net asset value is protected, while this decrease in exposure will limit the participation in potential performance of the Dynamic portion. As such investors will only benefit from the monetary return arising from the Prudent portion.

At the same time, the levels of exposure to the Dynamic portion and to monetary assets will be adjusted to manage the Fund’s volatility target. Thus, provided that the volatility of the Fund’s assets does not exceed 15%, the Fund will be fully exposed to the assets in the Dynamic portion. Otherwise, exposure to the Dynamic portion will be reduced in favour of exposure to the Prudent portion.

Depending on the changes in the Fund’s net asset value and on the financial markets, the Prudent portion may represent up to 100% of the Fund portfolio, in order to ensure the protection of 75% of the highest net asset value. In this case, opportunities for active management will thus be mechanically reduced and use of the Dynamic portion will be impossible, regardless of the state of the markets.

The Fund may also be exposed to forward financial contracts traded on regulated, organised markets in France and abroad, or over-the-counter markets, and may also invest in securities with embedded derivatives. The use of these instruments complies with strategies in respect of hedging, exposure and/or performance optimisation.

■ **ASSETS AND FINANCIAL INSTRUMENTS USED**

1 - Equities

Up to 100% of the Fund's assets may be exposed to international equities, with no restriction in terms of capitalisation or denominated currency, as specified in the section *Strategy Used*.

2 - Debt securities and money market instruments:

The Fund may invest directly in money market instruments and/or interest-rate instruments issued by public and/or private entities. Debt securities may represent 100% of the UCITS' investments if this is required by market or guarantee constraints.

There will be no pre-defined distribution between private and public debt. These are money market instruments (MMI) as defined by the French Monetary and Financial Code.

In connection with managing the UCITS, the manager may invest in:

(i) bonds and, for example, in fixed-rate, variable-rate, and indexed bonds; and

(ii) negotiable debt securities and, for example, in treasury bills, certificates of deposit, French commercial papers, international commercial papers (US CP, London CP, Luxembourg CP, Euro CP, etc.) and "STEPs" ("Short Term Euro Papers").

Characteristics of debt securities, similar securities and financial instruments, and the Prudent portion of the UCITS, in terms of maturity and residual maturity:

- In order to limit exposure to credit risk and liquidity risk, the maximum residual maturity of each debt security or similar security, or financial instrument, held in the Prudent portion is two years. However, this maximum residual life may not exceed 397 days for debt securities, similar securities or financial instruments bearing a fixed rate of interest. This can be two years for debt securities, similar securities or financial instruments with adjustable interest rates as long as the index revision period does not exceed 397 days.
- In order to limit exposure to credit risk and liquidity risk, the maximum weighted average life ("WAL") until the repayment date of the financial instruments in the Prudent portion may not exceed 9 months.
- To measure and limit the risk of the Prudent portion, the weighted average maturity of the Prudent portion ("WAM") will be a maximum of 6 months.

Credit rating of securities and sensitivity to credit risk:

The manager selects only those securities with a high credit rating. The manager makes sure that the securities in which the Fund is invested have a high credit rating using its own methods.

The direct or indirect investment in debt securities or similar securities issued by securitisation vehicles is not authorised.

3 – The use of shares or units in UCITS/AIFs

The use of shares or units of UCITS/AIFs/investment funds may represent 100% of the assets.

UCITS **under French Law***	x
UCITS **under Foreign Law***	x
AIFs under French Law which comply with Article R. 214-13 of the French Monetary and Financial Code, up to 30% of assets*	x
European AIFs which comply with Article R. 214-13 of the French Monetary and Financial Code, up to 30% of assets*	x
Investment funds **under Foreign Law (outside Europe)** that comply with Article R. 214-13 of the French Monetary and Financial Code, up to 30% of assets*	x

**These Funds may not hold more than 10% of their assets in UCITS/AIFs/investment funds.*

The UCITS/AIFs/investment funds held by the Fund may be managed by the management company or by a legally affiliated company. They may arise from all classifications.

4 – Derivatives

One or more swap contracts, traded at the origin of the Fund, so as to achieve the management objective.
In managing counterparty risk, the Fund may take all the eligible assets of a UCITS as collateral.

The investment process includes the use of financial contracts, whether conditional or otherwise, traded on regulated, organised or over-the-counter markets by reference to the following table.

The use of financial contracts is not intended to overexpose the Fund's net assets.

Table of derivatives

	MARKET TYPE			***RISK TYPE***					***OPERATION TYPE***			
	*Admission to regulated markets **	*Organised markets*	*OTC markets*	*Equity*	*Interest rate*	*Exchange rate*	*Credit*	*Other risk(s)*	*Hedging*	*Exposure*	*Arbitrage*	*Other(s)*
Futures on												
equities		■		■					■	■		
interest rates		■			■				■	■		
exchange rates		■	■			■			■	■		
indices		■		■	■	■	■		■	■		
Options on												
equities		■	■	■					■	■		
interest rates		■	■		■				■	■		
exchange rates		■	■			■			■	■		
indices		■	■	■	■				■	■		
Swaps												
equities			■	■					■	■		
interest rates			■		■				■	■		
exchange rates			■			■			■	■		
indices			■	■	■				■	■		
Forward exchange contracts												
currency			■			■			■	■		
Credit derivatives												
credit default swaps (CDS)			■						■			
first-to-default												
first-loss credit default swap												

* See the delegated investment manager's policy on order execution at www.ostrum.com.

Information relating to over-the-counter financial agreements
Counterparties are leading credit institutions. They are selected and regularly assessed in accordance with the counterparty selection procedure, which is available on the delegated investment manager's website: www.ostrum.com. (under the heading "Our commitments," "Intermediary/counterparty selection policy") or upon

simple request to the management company. These transactions are systematically covered by a contract signed between the UCITS and the counterparty that defines the procedures for reducing counterparty risk.
The counterparty or counterparties does/do not have any discretionary decision-making powers in respect of the composition or management of the UCITS investment portfolio or the asset underlying the derivative.

The Fund may enter into total return swaps ("TRS") which seek to swap the performance of all or some of the assets held by the Fund (and held by the Fund's custodian) for the performance of an index or an asset class listed in the section entitled "Description of asset classes and financial contracts".

The maximum proportion of assets under management that may be used for TRS is 100% of the net assets. Under normal market conditions, the manager expects such transactions to involve up to 0% of the Fund's assets.

The counterparties to total return swaps are credit institutions or other entities that meet the criteria set out in the French Monetary and Financial Code and are selected by the manager in accordance with the counterparty selection procedure available on the delegated investment manager's website at the following address: www.ostrum.com. The Management Company, or its delegated investment manager, shall enter into such contracts with financial institutions that have their registered office in a Member State of the OECD and with a minimum rating that meets the requirements of the delegated investment manager.
These transactions are systematically covered by a contract signed between the Management Company or its delegated investment manager and the counterparty that defines the procedures for reducing counterparty risk.

5 – Securities with embedded derivatives

The Fund may also invest in securities with embedded derivatives such as those outlined in the table below.

	RISK TYPE					OPERATION TYPE			
	Equity	Interest rate	Exchange rate	Credit	Other risk(s)	Hedging	Exposure	Arbitrage	*Other(s)*
Warrants on									
equities									
interest rates									
exchange rates									
indices									
Subscription warrants									
equities									
interest rates									
equity-linked products									
Convertible bonds									
exchangeable bonds									
convertible bonds									
Contingent convertible bonds									
Callable interest rate products		■	■	■		■	■		
Puttable interest rate products		■	■	■		■	■		
Structured EMTN/medium-term negotiable securities									
structured medium-term negotiable securities	■	■	■	■		■	■		
structured EMTNs	■	■	■	■		■	■		
credit-linked notes (CLN)									
Other									

* See the delegated investment manager's policy on order execution at www.ostrum.com.

The Fund may invest up to 100% of its net committed assets in derivatives and securities with embedded derivatives.

6 – Deposits

The UCITS may make deposits with a maximum term of twelve months in compliance with the French Monetary and Financial Code. These deposits help to achieve the Fund's management objective and also allow it to manage its cash.

7 – Cash and cash equivalents

On an ancillary basis, the Fund may hold cash and cash equivalents.

8 – Cash borrowings

The Fund may borrow cash up to a limit of 10% of its assets if its cash account temporarily moves into a liability position as a result of its transactions (ongoing investments and divestments, subscription/redemption transactions, etc.).

9 – Temporary purchases and sales of securities

The Fund may call on techniques for temporary sales and purchases of securities. Repurchase and reverse repurchase agreements are used to achieve the management objective in terms of performance and/or to manage cash. Transactions involving the lending and borrowing of securities are made to maximise the profitability of the holdings in the various securities in the portfolio.
The use of temporary sales and purchases is limited to 100% of the committed assets.
It is expected that 50% of the assets under management will be subject to securities financing transactions.

Types of transactions used	
Repurchase and reverse repurchase agreements in accordance with the French Monetary and Financial Code	✕
Securities lending and borrowing in accordance with the French Monetary and Financial Code	✕
Other	

Types of operation, all of which must be limited upon achievement of the management objective	
Cash management	✕
Optimisation of the Fund's income and performance	✕

Information on the use of temporary purchases and sales of securities
The purpose of using temporary sales of securities is to obtain an additional return for the UCITS and therefore to contribute to its performance. Furthermore, the UCITS may make repurchase agreements as part of the reinvestment of cash collateral and/or reverse repurchases to meet liquidity needs.

Remuneration: further information is provided in the section on fees and commissions.

10 – Information on collateral

Collateral received by the Fund usually involves the transfer of full ownership of securities and/or cash. Securities received as collateral must meet the criteria laid down by the regulations and must be granted by credit institutions or other entities that meet the legal, country and other financial criteria set out in the French Monetary and Financial Code.

The level of collateral and the discount policy are set in accordance with the risk policy defined by the management company with reference to the regulations in force.

The risk policy defined by the management company in relation to collateral received provides an explicit definition of the typologies of the authorised underlying assets:

- Cash collateral in various currencies according to a predefined list, such as EUR and USD;
- Collateral as debt or equity securities on the basis of a specific classification.

The risk policy explicitly defines the level of collateral required and the discounts applied to each type of collateral on the basis of rules that depend upon their specific characteristics.

In accordance with the regulations in force, it also specifies the rules for the division of risks, correlation, appraisal, credit quality and regular stress tests on the collateral's liquidity.

In accordance with the conditions set out in the regulations, in the event that collateral is received in cash, it may only be:

- Placed on deposit;
- Invested in high quality government bonds;
- Used in reverse repurchase agreements;
- Invested in short-term monetary undertakings for collective investment (UCI).

In accordance with the valuation rules laid down in this prospectus, the manager will conduct a daily valuation of received collateral on a mark-to-market basis. Margin calls will be made on a daily basis.

The collateral received by the Fund will be held by the Fund's custodian or, failing that, by any third-party custodian that is subject to prudential supervision and that has no connection with the provider of the collateral.

The risks associated with securities financing transactions, financial contracts and the management of collateral are described in the risk profile section.

INFORMATION ON THE TAXONOMY REGULATION (EU) 2020/852

The underlying investments in this financial product do not take into account the European Union criteria for environmentally sustainable economic activities.

RISK PROFILE

Your money will be primarily invested in financial instruments selected by the manager. These instruments will be subject to the trends and risks of the markets.

The net asset value is liable to fluctuate widely due to the financial instruments that make up the Fund's portfolio. The various risks detailed below may result in a fall in the Fund's net asset value.

CAPITAL RISK: The Fund is exposed to capital risk, since unitholders only benefit from partial protection of 75% of the highest net asset value.

MONETISATION RISK: This risk is indirectly linked to capital protection: the management method applied to determine the exposure of the Dynamic portion in the Fund may lead the management to switch to an approach based on monetary yield. Thus, from this point onwards, even if securities eligible for the Dynamic portion were to rise, unitholders will not benefit from this recovery.

EQUITY RISK: The Fund may be exposed to international equity markets, by means of assets (real securities or UCITS/AIFs/investment funds) contained in the Dynamic portion. These markets may experience significant falls, which corresponds to volatility risk. If this risk occurs, it may lead to a fall in the net asset value of the Fund.

RISK LINKED TO SMALL- AND MID-CAP EQUITIES: Investment in small- and mid-cap companies may involve greater risks than investment in larger companies, as well as lower managerial and financial resources. Small-cap equities may be particularly sensitive to unforeseen changes in interest rates, borrowing costs and profits. Due to the less frequent nature of trading, small-cap equities may also be subject to more significant price fluctuations.

LIQUIDITY RISK: The liquidity risk in the Fund arises from the difficulty of immediately buying or selling assets from property, infrastructure or small- or mid-caps, etc. The materialisation of this risk may negatively impact the Fund's net asset value.

INFLATION RISK: The holder is exposed through the Fund to the risk of currency depreciation.

INTEREST RATE RISK: The Fund may be exposed to European interest-rate markets. As such, the Fund is sensitive to interest-rate fluctuations and interest rates may cause the net asset value to fall.

CURRENCY RISK: Currency risk is the risk relating to fluctuations in the currencies in which all or part of the assets are invested. In fact, for investments made in a currency other than the euro, there is a risk that this currency may fall against the Fund's base currency. This risk may represent up to 100% of the assets and thus it may cause the net asset value to fall.

DISCRETIONARY MANAGEMENT RISK: the discretionary management style is based on anticipating changes in the various markets. There is a risk that the Fund may not be invested in the best-performing instruments at all times. Consequently, the net asset value may not benefit in full from the favourable trends of various underlying assets.

The risks outlined above are taken into account when determining the indicator presented in the KID.

This indicator is set on a regulatory basis according to the Fund's volatility and its exposure to the equity and interest rate markets. For UCITS implementing "portfolio insurance" management techniques, this volatility is the maximum between the portfolio's historical volatility and the volatility arising from the Fund's risk limits. The Fund volatility should stand below 15%.

COUNTERPARTY RISK: The Fund will be exposed to counterparty risk resulting from the use of forward financial instruments (swaps) and/or temporary purchases and sales of securities entered into with one or more counterparties. As such, it is exposed to the risk that these institutions are unable to honour their commitment(s) in respect of said instruments. This counterparty risk for swap contracts may not exceed 10% of the Fund's net assets per counterparty if the counterparty is a credit institution, and 5% in other cases.

CREDIT RISK: The portfolio may be invested in fixed-income products issued by private or public organisations. In the event of these issuers being downgraded, by financial rating agencies, for example, the value of the instruments could fall. If this risk occurs, it may lead to a fall in the net asset value of the Fund.

EMERGING COUNTRY RISK: The main risks linked to exposure to emerging countries may result from significant fluctuations in the price of securities and currencies in these countries, potential political instability, and the existence of accounting and financial practices that are less rigorous than those of developed countries.

Furthermore, with the financial markets of emerging markets being generally less liquid than developed markets, there is a portfolio liquidity risk.

If this risk should materialise, it may lead to a fall in the net asset value.

RISK ASSOCIATED WITH TEMPORARY PURCHASES AND SALES OF SECURITIES, TOTAL RETURN SWAPS (TRS) AND THE MANAGEMENT OF COLLATERAL: Temporary purchases and sales of securities and total return swaps (TRS) are likely to create risks for the Fund, such as the counterparty risk defined above. The management of collateral may create risks for the Fund, such as liquidity risk (i.e. the risk that a security received as collateral is not sufficiently liquid and cannot be sold quickly in the event that the counterparty defaults), and, where applicable, risks related to the reuse of cash collateral (i.e. primarily the risk that the Fund is unable to reimburse the counterparty).

SUSTAINABILITY RISK: This Fund is subject to sustainability risks as defined in Article 2 (22) of Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector (the "SFDR Regulation"). Sustainability risk refers to an environmental, social or governance event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of the investment.

However, even if the portfolio management objective is not primarily to mitigate this risk, the investment process implemented by the Fund manager respects all ESG policies as determined by Ostrum AM (sector-specific security exclusion policy, controversy management policy, voting policy and commitment policy). In addition, Ostrum AM systematically incorporates sustainability risks into its analysis of issuers. All these policies, as well as the sustainability risk management policy, are available on the delegated investment manager's website.

GUARANTEE OR PROTECTION

■ **GUARANTOR**

Unicredit Bank AG.

■ **PROTECTION LEVEL**

75% of the highest net asset value, excluding entry fees.

■ **SUBJECT**

Protection is granted to the Fund according to the procedures set out below.

■ **PROCEDURES**

This protection is defined as that which allows any unitholder who subscribed before the potential monetisation of the Fund to recover 75% of the highest net asset value (excluding entry fees), as long as the Fund is not monetised.

The guarantor's commitment relates to amounts calculated exclusive of taxes or any deductions charged to the Fund and/or to unitholders that might be imposed by any government or competent authority. The amount of the guarantee is understood to be before any taxes or social security charges that might be deducted from the amount of the guarantee and that might be payable by the Fund and/or the unitholders. No indemnity may be claimed from the guarantor to offset the effects on the Fund or the unitholders of such taxes or social security charges or in the event that the Fund is nationalised. The guarantee is given taking account of the legislation and regulations in force, in France and in the countries in which the Fund contracts, at the date of creation of the Fund.

In the event of any change that may be made to the said legislation and regulations (or to their interpretation in accordance with case law and/or by the administrations of the countries concerned), retroactively if applicable, after the date of creation of the Fund, and that entails the creation of new obligations for the Fund, and particularly of a direct or indirect tax or social security charge that has the effect of reducing the net asset value of the Fund's units, for example due to a change in the tax withholdings applicable to the Fund (or to the income that it receives), the guarantor may reduce the amount payable under the guarantee to reflect this new financial charge.

Unitholders are reminded that the guarantee will only be granted to the Fund up to the Fund's monetisation.

TARGET SUBSCRIBERS AND TYPICAL INVESTOR PROFILE

This Fund is aimed at all investors who wish to diversify their investments by focusing on international equity markets, whilst favouring the partial protection of their capital. This product can be used as a support for unit-linked life insurance policies and is adapted to the needs of insurers for their own account.

Minimum recommended investment period: three years.

Subscribers residing in the territory of the United States of America are not authorised to subscribe to this UCITS.
Taking into account the provisions of Council Regulation (EU) No 833/2014, subscription to units of this Fund is prohibited to any Russian or Belarusian national, to any natural person residing in Russia or Belarus, and to any legal person, entity or body incorporated in Russia or Belarus, except for nationals of a member state or any natural person holding a temporary or permanent residence permit in a member state.

The appropriate amount to invest in this Fund will depend on the personal situation of each investor. To determine this amount, investors should consider their personal assets, the applicable regulations, their current and future financial needs over the recommended investment period and the level of risk they are prepared to accept. Investors are strongly advised to diversify their assets so that they are not exposed solely to the risks of this UCITS. Moreover, investors wishing to subscribe to the shares of this UCITS should contact their usual advisor before subscribing to obtain information or advice tailored to their own personal situation.

PROCEDURES FOR DETERMINING AND ALLOCATING INCOME

The Fund is an accumulation fund. Consequently, the income is accumulated.

MAXIMUM AMOUNT OF ASSETS

The Fund will be capped at 50,000 units.

However, if markets conditions allow, the management company, in agreement with Unicredit Bank AG (the guarantor), reserves the right to accept new subscriptions.

UNIT FEATURES

Unit class	ISIN code	Distribution of income	Currency	Target subscribers	Minimum initial subscription	Initial net asset value
I unit	FR0013126869	Accumulation	Euro	All subscribers	EUR 100,000	EUR 10,000

SUBSCRIPTION AND REDEMPTION PROCEDURES

▪ Subscription and redemption orders are received by CACEIS Bank, whose registered office is located at 1-3 place Valhubert, 75013 Paris, France.

Subscription and redemption orders are executed in accordance with the table below:

D - 1 business day	D - 1 business day	D business day = net asset value calculation day	D + 1 business day	D + 2 business days	D + 2 business days
Clearing of subscription orders before 12.30 pm	Clearing of redemption orders before 12.30 pm	Execution of the order on D at the latest	Publication of the net asset value	Settlement of subscriptions	Settlement of redemptions

▪ Subscriptions and redemptions made each day before 12:30 pm will be executed on the basis of the following day's net asset value.

Unitholders' attention is drawn to the fact that those orders sent to the distributor(s) must take into account that the deadline for centralising orders applies to the transfer agent Caceis Bank. Consequently, these marketing agents may stipulate an earlier cut-off deadline than the one mentioned above in order to allow instructions to be sent to Caceis Bank in good time.

▪ Subscriptions and redemptions may be made in ten-thousandths of units, beyond the minimum initial subscription.

▪ Subscriptions will be suspended if the net asset value reaches 75% of the highest net asset value.

▪ The net asset value is available on the website: www.im.natixis.com.

DATE AND CALCULATION FREQUENCY OF NET ASSET VALUE

The net asset value is calculated on every Euronext Paris trading day, with the exception of French official public holidays.

Redemption capping mechanism (gates mechanism)

The Management Company may implement the so-called "gates mechanism" to spread redemption requests of the Fund's unitholders over several net asset values when they exceed a certain level, determined in an objective manner.

It may decide not to execute all redemptions at the same net asset value, irrespective of the implementation of the management strategy, in the event of "unusual" market conditions degrading liquidity on the financial markets and if the interests of unitholders so dictate.

Description of the method used:

The Management Company may decide not to carry out all redemptions at the same net asset value if its predetermined threshold is reached at the same net asset value.

Fund unitholders are reminded that the threshold for triggering the gates mechanism is linked to the ratio between:

The difference, at the same clearing date, between the number of units or shares of the undertaking for collective investment whose redemption request is made, expressed as an amount (number of units or shares multiplied by the last net asset value), and the number of units or shares of the same undertaking for collective investment for which subscription is requested or the total amount of these subscriptions; and

The net assets or the total number of units or shares of the UCI or sub-fund in question.

Redemption capping may be triggered by the Management Company when a 5% threshold of net assets is reached.

The trigger threshold is the same for all Fund unit classes.

When redemption requests exceed the trigger threshold, the Management Company may decide to honour them beyond the said threshold and thus execute some or all orders that may otherwise be blocked.

The maximum period for applying the redemption capping mechanism is 20 net asset values over three months.

Information procedures for unitholders:

If a redemption capping mechanism is activated, unitholders will be informed by any means on the website: https://www.im.natixis.com/uk/home.

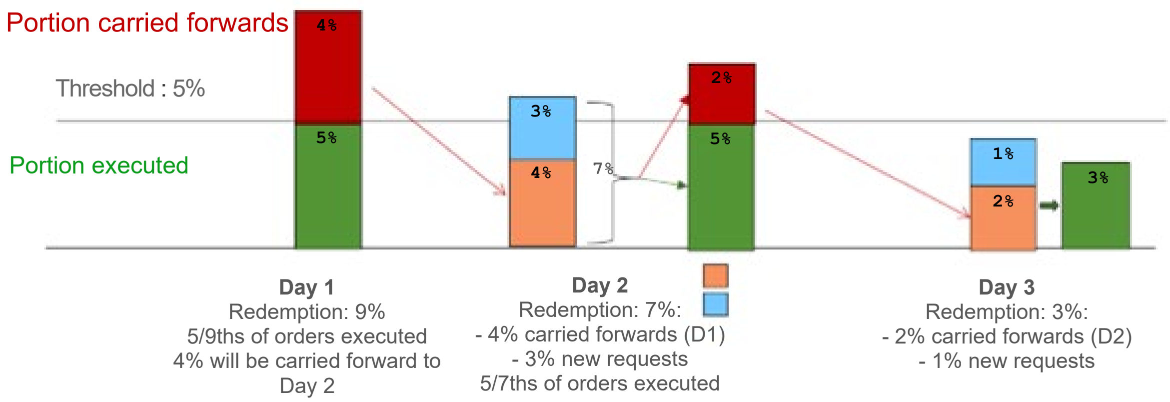
The Fund's unitholders whose orders have not been executed will receive a specific notification as soon as possible.

Processing of non-executed orders:

Redemption orders will be executed in the same proportions for Fund unitholders who have requested a redemption since the last clearing date. Non-executed orders will automatically be carried forward to the next net asset value and will not take priority over new redemption orders sent for execution at the following net asset value.

In any event, redemption orders that are not executed and are automatically carried forward may not be revoked by the Fund unitholders concerned.

Example of implementing the mechanism on the Fund:



Day 1: Assuming that the threshold is set at 5% and that total redemption requests amount to 9% for Day 1, then ≅4% of requests cannot be executed on Day 1 and will be carried forward to Day 2.

Day 2: Let's assume that total redemption requests amount to 7% (including 3% new requests). As the threshold is set at 5%, ≅2% of the requests will therefore not be executed on Day 2 and will be carried forward to Day 3.

FEES AND COMMISSIONS

Subscription and redemption fees increase the subscription price paid by the investor or reduce the redemption price. The fees charged by the UCITS serve to offset the charges it incurs when investing and divesting investors' holdings. Fees that are not paid to the UCITS are paid to the management company, distributor, etc.

Fees charged to the investor, payable at the time of subscription or redemption	Base	Rate scale
Maximum subscription fee		
Subscription fee not accruing to the UCITS	Net asset value x Number of units	0%
Subscription fee accruing to the UCITS	Net asset value x Number of units	0%
Maximum redemption fee		**0%**
Redemption fee not accruing to the UCITS	Net asset value x Number of units	0%
Redemption fee accruing to the UCITS	Net asset value x Number of units	0%

Exemption from fees

▪ Exemption from subscription fees for Founders on 17 May 2016.

Fees charged to the UCITS

These fees cover:

- Financial management fees,

- Operating and other service fees (statutory auditor, custodian, distribution, lawyers);

I. All fund registration and benchmarking fees
- All costs related to the registration of the UCI in other Member States (including costs charged by advisers (lawyers, consultants etc.) for carrying out marketing procedures with the local regulator on behalf of the portfolio management company);
- Costs for listing UCIs and publication of net asset values for investor information;
- Distribution platform fees (excluding retrocessions); agents in foreign countries involved in distribution: local transfer agent, paying transfer agent, facility agent etc.

Fund promotion fees, such as advertising, customer events and retrocessions to distributors, are excluded

II. All customer and distributor information costs
- Costs of compiling and distributing KIIDs/KIDs/prospectuses and regulatory reports;
- Costs related to the disclosure of regulatory information to distributors;
- Provision of information to unitholders by any means (publication in the press etc.);
- Information specific to direct and indirect unitholders: Letters to unitholders etc.;
- Website administration costs;
- Translation fees specific to the UCI.

Letters to unitholders are excluded if they relate to mergers, acquisitions and liquidations.

III. All data charges
- Licensing costs of the benchmark index used by the UCI;
- Costs of data used for redistribution to third parties (e.g. reuse of issuer ratings in reporting, index compositions, data etc.); ;
- Costs arising from specific client requests (e.g. a request to add two specific non-financial indicators to the reporting as requested by the client);
- Data charges for single products that cannot be amortised over several portfolios. Example: an impact fund requiring specific indicators;
- Audit fees and label promotion costs (e.g. SRI label, Greenfin label).

This excludes research fees in the interest of maintaining the current approach of displaying research fees outside the table described in Annex XIV of AMF Instruction 2011-19 and financial and non-financial data charges for financial management (e.g. Bloomberg messaging service and data visualisation).

IV. All custodian, legal, audit, tax fees etc.
- Statutory auditors' fees;
- Fees related to the custodian;
- Fees related to account-holders;
- Fees related to the delegation of administrative and accounting management;
- Audit fees;
- Tax expenses including lawyers and external experts (recovery of withholding taxes on behalf of the Fund, local tax agent etc.);
- Legal fees specific to the UCI;
- Guarantee fees;
- Costs of creating a new sub-fund that can be amortised over five years.

V. Fees related to compliance with regulatory obligations and regulatory reporting
- Costs of preparing regulatory reports to the regulator specific to the UCI (MMF reporting, AIFM, ratio overruns etc.);
- Mandatory professional association contributions;
- Operating fees for monitoring threshold crossings;
- Operating fees for the deployment of voting policies at Shareholders' Meetings.

VI. Operating expenses

- Fees for compliance monitoring and control of investment restrictions where such restrictions arise from specific customer requests and are specific to the UCI.

This excludes all fees relating to the purchase and sale of the UCI’s assets and fees relating to risk control.

VII. Fees related to customer knowledge

- Operating fees for customer compliance (due diligence and creation/updating of customer files).

- Maximum indirect costs (commissions and management fees) if this Fund invests more than 20% of its assets in other UCITS, AIFs or investment funds,
- Transfer fees,

- Performance fees.

Fees charged to the UCITS	Base	Rate scale
Financial management fees		0.65% Maximum rate
Operating expenses and other service costs		0.10% Maximum rate
Indirect costs (management fees and commissions)	Net assets	1% Maximum rate
Transfer fees	None	
Performance fees	None	

Information on remuneration generated by temporary purchases and sales of securities

Any proceeds resulting from the temporary purchase and sale of securities are paid to the UCITS, net of operational costs.

Temporary sales of securities may be transacted with NATIXIS TradEx Solutions, a company belonging to the management company’s group. In certain cases, such transactions may be made with market counterparties through the intermediary of NATIXIS TradEx Solutions. NATIXIS TradEx Solutions shall receive remuneration equal to 40%, including tax, of the income generated by temporary purchases and sales of securities, the amount of which shall be detailed in the UCITS’ annual report.

Description of the procedure for selecting intermediaries

The delegated investment manager has implemented a selection and assessment procedure for intermediaries and counterparties, which takes into account such objective criteria as the cost of intermediation and the quality of execution and research.

This procedure is available on the website of the delegated investment manager, at www.ostrum.com (under the heading "Our commitments", "Intermediary/counterparty selection policy").

Information on risks related to potential conflicts of interest

The management company has entrusted the intermediation service to NATIXIS TradEx Solutions. A French société anonyme with share capital of 15 million euros, NATIXIS TradEx Solutions obtained a banking licence for investment services from the CECEI on 23 July 2009. Both companies belong to the same group.

One of the particular objectives of NATIXIS TradEx Solutions is to provide intermediation services (i.e. receipt-transmission and execution of orders on behalf of third parties) primarily for the group's management companies.

As part of its activities, the delegated investment manager is required to place orders for the portfolios it manages. The manager may transmit almost all of its orders for financial instruments arising as a result of management decisions to NATIXIS TradEx Solutions.

In order to improve the portfolios' yields and financial income, the manager may use securities borrowing/lending transactions and repurchase/reverse repurchase agreements. Almost all temporary purchases/sales of securities are also carried out by NATIXIS TradEx Solutions. Furthermore, the portfolios may enter into repurchase arrangements to replace collateral received in cash as a result of these temporary purchases/sales of securities.

NATIXIS TradEx Solutions may act as "principal" or "agent". Acting as principal corresponds to acting as counterparty to the management company's portfolios. Acting as agent corresponds to NATIXIS TradEx Solutions working as an intermediary between the portfolios and market counterparties. These may be entities belonging to the management company's group or to the depositary's group.

The volume of temporary sales transactions handled by NATIXIS TradEx Solutions means that it has sound knowledge of this market and the management company's portfolios are thus able to benefit from it.

When acting as principal, NATIXIS TradEx Solutions may receive cash collateral, which may allow it to generate income resulting from processing operations. Any income realised would accrue to NATIXIS TradEx Solutions, and therefore indirectly to its group.

For more information on risks, please consult the "Risk profile" and "Information on financial guarantees" sections.

IV – Commercial Information

Environmental, Social and Governance Criteria

Information on the procedure for taking account of criteria relating to compliance with environmental, social and quality governance (ESG) objectives can be found in the annual reports for the relevant UCITS/AIFs and on the management company's website.

DISTRIBUTION OF THE PROSPECTUS AND ANNUAL AND INTERIM DOCUMENTS
These documents will be sent to unitholders upon written request to:
NATIXIS INVESTMENT MANAGERS INTERNATIONAL
Direction Service Clients [Customer Service Department]
43 avenue Pierre Mendès France
75013 Paris, France
ClientServicingAM@natixis.com
The documents will be sent within eight business days.

INFORMATION ON THE NET ASSET VALUE
The net asset value can be obtained from NATIXIS INVESTMENT MANAGERS INTERNATIONAL and from the website www.im.natixis.com.

INFORMATION IN THE EVENT OF AN AMENDMENT TO FUND OPERATIONS
Unitholders are informed of any changes concerning the Fund in line with the procedures drawn up by the AMF.
If applicable, this information may be provided via Euroclear France and its associated financial intermediaries.
An online notice will be posted as soon as the net asset value reaches 75% of the highest net asset value, to notify unitholders of the suspension of subscriptions.

V – INVESTMENT RULES

The UCITS complies with the rules relating to UCITS under French Law as stipulated by the French Monetary and Financial Code.

VI – OVERALL RISK

The calculation method used by the Fund is the commitment method.

VII – ASSET VALUATION AND ACCOUNTING RULES

A – ASSET VALUATION RULES

- ***SECURITIES PORTFOLIO***

The management company has delegated accounting management (including the valuation of the Fund's portfolio) to CACEIS Fund Administration (OR another entity to be specified).

The Fund's portfolio is valued each time the net asset value is calculated and on the closing of the accounts, at the closing price.

The Fund's annual accounts are drawn up on the basis of the final net asset value for the financial year.

The Fund complies with the accounting rules and methods prescribed by current regulations and with the UCITS charter of accounts, which, on the day of the prospectus' publication, are as follows:

Equities

French equities are valued on the basis of the latest quoted price in the case of securities admitted to a deferred settlement system or a spot market.
Foreign equities are valued on the basis of the latest price on the Paris stock exchange, if the securities are listed in Paris, or on the last trading day of their main market, converted into euros in accordance with the WMR rate for the currency on the valuation date.

Bonds

Bonds are valued on the basis of an average voluntarily reported price taken daily from market-makers and converted into euros, if necessary, in accordance with the WMR rate for the currency on the valuation date.

Transferable securities

Transferable securities for which the price has not been recorded on the valuation date or has been adjusted, are valued by the management company at their expected trading value.
In the case of unlisted transferable securities or those for which a price is not listed on the valuation date, as well as other items on the balance sheet, the management company adjusts its valuation on the basis of variations that seem likely in view of current events. The statutory auditor is informed of these valuations and the justifications for them during their audit.
Foreign securities are converted into the equivalent value in euros in accordance with the WMR rate on the day of valuation.

UCITS/AIFs/investment funds

Units or shares of UCITS/AIFs/investment funds are valued at the last known net asset value. Foreign undertakings for collective investment that carry out valuations at times that are incompatible with the calculation of the Fund's net asset value are valued on the basis of estimates supplied by the administrators of the undertakings, under the supervision and responsibility of the management company.

Negotiable debt securities

Negotiable debt securities are valued in accordance with the following rules:
- BTANs (fixed-rate, annual interest treasury bills) and BTFs (fixed rate bills) are valued on the basis of an average of contributed prices obtained from market makers;
- unlisted variable-rate debt securities are valued at cost price, adjusted to take into account any potential variations in credit spreads.
- other fixed-rate negotiable debt securities (certificates of deposit, commercial paper, warrants issued by financial institutions, etc.) are valued on the basis of their market price.

In the absence of an indisputable market price, negotiable debt securities are valued by applying a yield curve, adjusted, if necessary, by a margin calculated on the basis of the characteristics of the security (of the issuer):

However, negotiable debt securities with a residual maturity of three months or less may be valued using the straight-line method.

Temporary purchases and sales of securities

Contracts for temporary purchases and sales of transferable securities and equivalent transactions are valued at the contract rate, adjusted for any margin calls (valued in accordance with the conditions set out in the contract).
In the case of transferable securities that are unlisted or whose price has not been listed on the valuation date, as well as other items on the balance sheet, the management company's board of directors adjusts its valuation on the basis of variations that seem likely in view of current events.
Certain fixed-rate transactions with a maturity of over three months may be valued at market price.

- ***FUTURES AND OPTIONS TRANSACTIONS***

Organised futures and options markets

Derivatives listed on an organised market are valued on the basis of settlement prices.

Swaps

Asset swaps are valued at the market price based on the issuer's credit spreads indicated by the market makers. In the absence of a market-maker, the spreads will be obtained by any means from the available contributors.

Asset swaps with a maturity of three months or less may be valued using the straight-line method.
Other swaps are valued at market price based on yield curves.
Complex instruments such as CDS, SES and complex options are valued according to their type using an appropriate method.

Forward exchange contracts

These may be valued at the exchange rate for the currencies on the valuation date, allowing for the amortisation of carry-forward/discount.
They may be valued at market price based on forward foreign exchange curves.

- ***OFF-BALANCE SHEET COMMITMENTS***

Off-balance sheet commitments are valued as follows:

A – Commitments on futures markets

1 – Futures

Commitment = Settlement price x Nominal contract value x Quantity

Excepted are commitments under EURIBOR contracts traded on the MATIF, which are recorded at their nominal value.

2 – Swap commitments

● Interest rate swaps

- Interest rate swaps

Secured : ° Fixed rate/variable rate
- Appraisal of the fixed-rate portion at market price
° Variable rate/fixed rate
- Appraisal of the variable-rate portion at market price

Unsecured : ° Fixed rate/variable rate
- Appraisal of the fixed-rate portion at market price
° Variable rate/fixed rate
- Appraisal of the variable-rate portion at market price

● **Other swaps**

These will be appraised at market value.

B – <u>Commitments on options markets</u>

Commitment = quantity x nominal contract value (portion) x price of underlying x delta

❑ ***CURRENCIES***

Foreign currency prices are converted into euros at the WMR rate for the currency on the valuation date.

❑ ***UNLISTED FINANCIAL INSTRUMENTS AND OTHER SECURITIES***

● Financial instruments whose price has not been recorded on the valuation date are valued at the most recent officially published price or at their likely trading value, under the responsibility of the management company.

● Foreign securities are converted into the equivalent value in euros in accordance with the WMR rate on the valuation date.

● The management company is responsible for appraising financial instruments not traded on a regulated market at their likely trading value.

● Other financial instruments are appraised at their market value calculated by the counterparties, under the supervision and responsibility of the management company.

The valuations of unlisted financial instruments and the other securities referred to in this paragraph, together with the justifications for these valuations, are communicated to the statutory auditor during their audit.

<u>Swing-pricing mechanism of the net asset value with trigger threshold</u>

The delegated management company has implemented a net asset value (NAV) adjustment method with a trigger threshold.

This mechanism means that investors subscribing to or redeeming units must bear the costs relating to transactions made using the Fund's assets as a result of the movement (subscription/redemption) of Fund liabilities. This mechanism, supported by a policy, is designed to protect the unitholders who remain in the Fund by ensuring that they bear the lowest possible charges. This results in an adjusted "swung" NAV.

If, on a NAV calculation date, the total of net subscription/redemption orders made by investors across all of the Fund's unit classes exceeds a predetermined threshold, based on objective criteria by the delegated management company as a percentage of net assets, the NAV may be adjusted upwards or downwards to take into account readjustment costs attributable to the net subscription/redemption orders, respectively. If the Fund issues more than one unit class, the NAV of each unit class is calculated separately, but any adjustment has the same impact on the total NAV of the unit classes of the Fund.

The cost parameters of readjustments and of the trigger threshold are determined by the delegated management company and reviewed periodically. These costs are estimated by the delegated management company based on the transaction fees, the bid-ask spreads and any taxes applicable to the Fund.

It is not possible to accurately predict whether the adjustment mechanism will be applied at any given time in the future, or the frequency with which the delegated management company will make such adjustments.

Investors are notified that the volatility of the Fund's NAV cannot reflect only that of the securities held in the portfolio because of the application of the adjustment mechanism.

The "swung" NAV is the Fund's only net asset value, and the only one communicated to the Fund's unitholders. However, if there is a performance fee, this is calculated based on the NAV before the adjustment mechanism is applied.

B – ACCOUNTING METHODS

Interest on bonds and transferable debt securities is calculated using the income-received method.
Trading fees are stated in the specific Fund accounts and are not included in the price.
The weighted average cost price method is used for the settlement of securities. For derivative products, however, the FIFO ("First In, First Out") method is used.
The net asset value preceding a non-trading day (weekends and public holidays) does not take into account the accrued interest for that period. The date shall be the last day of the trading period.
Additions to the portfolio are recorded at their acquisition price excluding fees, and disposals are recorded at their sale price excluding fees.

VIII – REMUNERATION

Details of the remuneration policy are available at **www.im.natixis.com**.