



**ODDO BHF**  
ASSET MANAGEMENT

# *Prospectus and Management Regulations*

ODDO BHF Polaris Flexible

1 November 2023

Management Company  
ODDO BHF Asset Management Lux

This Prospectus consists of this Prospectus together with the Management Regulations, consisting of the General Section and the Specific Section, and shall, in cases of doubt, take precedence over the Key Information Document. It is only valid in conjunction with the last annual report of the Fund, whose reporting date must be no more than 16 months before this Prospectus. If the reporting date of the annual report is more than 8 months before the date of this Prospectus, a semi-annual report for the Fund must also be provided to investors.

The Prospectus together with the Management Regulations and the Key Information Document as well as the respective annual and semi-annual reports are available free of charge from the Management Company, Depositary and any paying and information agent.

The Key Information Document shall be made available to the investor free of charge in good time prior to the purchase of Fund units.

No information or declarations may be given that deviate from this Prospectus or the Key Information Document. Any unit purchase based on information or declarations that are not contained in the Prospectus or the Key Information Document is made exclusively at the purchaser's own risk.

This Prospectus replaces the previous version and enters into force with effect from 1 November 2023.

Units in the Fund will not be offered for sale in the USA and may not be offered to or purchased by US Persons. Units in the Fund are not registered in accordance with the United States Securities Act of 1933 with the US Securities and Exchange Commission (SEC) and have not been registered under the Investment Company Act of 1940. Applicants may be required to state that they are not US Persons, are not acquiring units on behalf of US Persons and will not sell units on to US Persons.

# CONTENTS

<b>PROSPECTUS</b>	<b>4</b>
INFORMATION REGARDING THE COMPANY	4
Management Company	4
Depositary and central administration agent	4
Fund Manager	6
Risk management	6
Distribution	6
INVESTMENT OBJECTIVES	6
INVESTMENT POLICY	6
General information	16
TYPICAL INVESTOR PROFILE	17
RISK INFORMATION	17
SPECIFIC INFORMATION REGARDING MARKET TIMING AND LATE TRADING	24
<b>MANAGEMENT REGULATIONS</b>	<b>25</b>
GENERAL SECTION	25
SECTION 1 THE FUND	25
SECTION 2 DEPOSITARY AND CENTRAL ADMINISTRATION AGENT	25
SECTION 3 MANAGEMENT COMPANY	27
SECTION 4 DEFINITIONS	28
SECTION 5 INVESTMENT PRINCIPLES AND RESTRICTIONS	29
SECTION 6 EFFICIENT PORTFOLIO MANAGEMENT TECHNIQUES	33
SECTION 7 RISK MANAGEMENT PROCEDURES	36
SECTION 8 COMPLIANCE WITH ACQUISITION LIMITS	37
SECTION 9 UNAUTHORISED TRANSACTIONS	37
SECTION 10 FUND UNITS AND UNIT CLASSES	37
SECTION 11 ISSUE AND REDEMPTION OF FUND UNITS	38
SECTION 12 ISSUE AND REDEMPTION PRICE	38
SECTION 13 TEMPORARY SUSPENSION OF PRICE CALCULATIONS	39
SECTION 14 CHARGES	39
SECTION 15 ACCOUNTING	40
SECTION 16 DISCLOSURE OF INFORMATION	40
SECTION 17 DURATION, DISSOLUTION AND MERGER OF THE FUND	41
SECTION 18 AMENDMENTS TO THE MANAGEMENT REGULATIONS	42
SECTION 19 TIME-BARRING OF CLAIMS	42
SECTION 20 PLACE OF PERFORMANCE, PLACE OF JURISDICTION AND CONTRACT LANGUAGE	42
SPECIAL SECTION	43
SECTION 21 DEPOSITARY	43
SECTION 22 INVESTMENT POLICY AND OBJECTIVE	43
SECTION 23 INVESTMENT PRINCIPLES	43
SECTION 24 RISK MANAGEMENT	44
SECTION 25 FUND CURRENCY, ISSUE AND REDEMPTION PRICE	44
SECTION 26 APPROPRIATION OF INCOME	44
SECTION 27 FINANCIAL YEAR	44
SECTION 28 ENTRY INTO FORCE	44
<b>GENERAL</b>	<b>45</b>

# PROSPECTUS

The ODDO BHF Polaris Flexible fund described in the present Prospectus is a Luxembourg fund (fonds commun de placement) that invests in securities and other permissible assets. It is governed by Part I of the Luxembourg Law of 2010 relating to undertakings for collective investment (the “Law of 2010” or “UCITS Law”), as amended, and meets the requirements of Directive 2009/65/EC of 13 July 2009, as amended by Directive 2014/91/EU. The Fund was established for an indefinite period.

## INFORMATION REGARDING THE COMPANY

### Management Company

ODDO BHF Asset Management Lux (hereinafter the “Management Company”), a subsidiary of ODDO BHF Asset Management GmbH, Düsseldorf, acts as Management Company of the Fund. The Management Company was incorporated on 7 February 1989 as a société anonyme (public limited company) for an indefinite period. The Company’s registered office is in Munsbach in the Grand Duchy of Luxembourg. The Management Company’s Articles of Association were published in the Mémorial, Recueil des Sociétés et Associations, the official gazette of the Grand Duchy of Luxembourg, on 14 March 1989. These were last amended on 19 September 2019 and published in the Recueil Electronique des Société et Associations (RESA) on 4 October 2019.

The corporate purpose is to establish and manage Luxembourg and/or foreign undertakings for collective investment in transferable securities authorised pursuant to Directive 2009/65/EC (including subsequent amendments and additions) and other undertakings for collective investment pursuant to Chapter 15 of the Law of 2010, and to establish and manage Luxembourg and/or foreign alternative investment funds pursuant to Directive 2011/61/EU (including subsequent amendments and additions). The corporate purpose also includes the tasks listed in Annex II of the Law of 2010 and in Annex I of the Law of 12 July 2013 on alternative investment fund managers; these lists are not exhaustive.

The task of the Management Company is to invest the monies paid into the Fund in accordance with the investment policy defined in the Management Regulations. The Management Regulations form an integral part of this Prospectus.

### Depositary and central administration agent

The Fund’s Depositary and central administration agent is CACEIS Bank, acting through its Luxembourg branch (CACEIS Bank, Luxembourg Branch).

With the approval of the CSSF, the Management Company has entered into an agreement (“Central Administration Services Agreement”) appointing CACEIS Bank, Luxembourg Branch as Central Administration Agent.

This agreement is concluded for an indefinite period and may be terminated by either party with three months’ written notice.

In its capacity as central administration agent, CACEIS Bank, Luxembourg Branch, performs, in particular, the calculation of the net asset value of the Fund’s units for each existing unit class, the accounting, the preparation of the annual and semi-annual financial statements and all central administration tasks, and cooperates with the auditors.

In its capacity as transfer agent and registrar, CACEIS Bank, Luxembourg Branch, will, in particular, process subscription, redemption and conversion orders, and maintain the register of unitholders. In this capacity, it is also responsible for monitoring anti-money laundering measures under the AML Regulations. CACEIS Bank, Luxembourg Branch, may request documents necessary for the identification of holders of registered units.

CACEIS Bank, acting via its Luxembourg Branch (CACEIS Bank, Luxembourg Branch), acts as depositary of the Fund (the “Depositary”) in accordance with a depositary agreement dated 1 November 2016, as restated from time to time (the “Depositary Agreement”) and the related provisions of the UCITS Law and the rules included therein (hereinafter the “UCITS Rules”).

Upon request, investors can consult the Depositary Agreement at the registered offices of the Fund in order to gain a better understanding and knowledge of the limited duties and liabilities of the Depositary.

CACEIS Bank, acting through its Luxembourg branch (CACEIS Bank, Luxembourg Branch), is a société anonyme (public limited company) incorporated under French law with its registered office at 89-91 rue Gabriel Peri, 92120 Montrouge, France, registered in the French Trade and Companies Register under number 692 024 722 RCS Paris. It is an authorised credit institution and its supervisory authorities are the European Central Bank (ECB) and the Autorité de Contrôle Prudentiel et de Résolution (ACPR). It has also been authorised to carry on banking and central

administration activities in Luxembourg through its Luxembourg branch.

The Depositary has been entrusted with custodial services, the maintenance of records for the Fund's assets and verification of ownership, and must comply with the duties provided for in Part I of the UCITS Law. In particular, the Depositary must ensure effective and appropriate monitoring of the Fund's cash flows.

In accordance with the UCITS Rules, the Depositary must:

- (i) ensure that the sale, issue, repurchase, redemption and withdrawal of units is carried out in accordance with applicable national law and the UCITS Rules or Management Regulations of the Fund;
- (ii) ensure that the value of the units is calculated in accordance with the UCITS Rules, the Management Regulations of the Fund and the procedures set out in the UCITS Directive;
- (iii) carry out the instructions of the Fund, unless they conflict with the UCITS Rules or the Management Regulations of the Fund;
- iv) ensure that, in respect of transactions involving the assets of the Fund, any remuneration is remitted to the Fund within the usual timeframe;
- (v) ensure that the Fund's income is used in accordance with the UCITS Rules and the Management Regulations of the Fund.

The Depositary may not delegate any of the duties set out in points (i) to (v) of this clause.

In accordance with the provisions of the UCITS Directive, the Depositary may, under certain circumstances, entrust all or part of the assets it holds in custody or for which it maintains records to a correspondent institution or a third-party depositary. The liability of the Depositary shall not be affected by such delegation, unless otherwise indicated, but only to the extent permitted under the UCITS Law.

Up-to-date information regarding the duties of the Depositary and any conflicts of interest that may arise, any depositary functions delegated by the Depositary, the list of correspondent institutions, third-party depositaries and sub-delegates and any conflicts of interest that may arise due to such delegation are made available to investors on the website: [www.caceis.com](http://www.caceis.com), in the section "veille réglementaire"; a paper copy is also available free of charge from the Depositary upon request. Up-to-date information regarding the identity of the Depositary, a description of its duties and any potential conflicts of interest, the depositary functions delegated by the Depositary and any potential conflicts of interest resulting from such delegation are available to investors on the aforementioned website and upon request.

A conflict of interest may arise in numerous situations, in particular, if the Depositary delegates its depositary functions or carries out other duties on behalf of the Management Company, such as administration agent and registrar services. These situations and any related conflicts of interest have been identified by the Depositary. In order to protect the interests of the Fund and its unitholders, and to comply with applicable rules, the Depositary has implemented guidelines and procedures to avoid and monitor any conflicts of interest that may arise, covering the following specific objectives:

- a) To determine and analyse any potential conflicts of interest.
- b) To document, manage and monitor conflicts of interest either:
  - through reliance on existing permanent measures for combating conflicts of interest, such as maintaining legally separate units, the separation of tasks and reporting lines, and insider lists for employees; or
  - through the establishment of management procedures on a case-by-case basis (i) to introduce appropriate preventive measures, e.g. create a new watch list, establish new Chinese walls, guarantee that transactions are executed on standard market conditions and/or notify the concerned unitholders, or (ii) to refuse to execute any activities which result in a conflict of interest.

The Depositary has implemented a functional, hierarchical and/or contractual separation between the assumption of its functions as Depositary and the execution of other tasks on behalf of the Management Company, in particular, administration agent and registrar services.

The Management Company and the Depositary can cancel the Depositary Agreement at any time with three months' written notice to the other party. However, the Management Company may only give notice to the Depositary if a new depositary is appointed within two months to take over the functions and duties of the Depositary. Following its termination, the Depositary must continue to perform its functions and duties until all the assets of the Fund have been transferred to the new Depositary.

The Depositary has no discretionary power in making decisions nor does it have any advisory duties in relation to the

investments of the Fund. The Depositary provides services to the Fund and is not responsible for the preparation of this Prospectus and therefore does not accept any responsibility for the accuracy of the information contained in this Prospectus or the validity of the structure and investments of the Fund.

### Fund Manager

Under its own responsibility and control, the Management Company has appointed ODDO BHF Trust GmbH, Gallusanlage 8, 60329 Frankfurt am Main, Federal Republic of Germany, as Fund Manager.

ODDO BHF Trust GmbH is a subsidiary of ODDO BHF SE, Frankfurt am Main. ODDO BHF Trust GmbH is registered in the Commercial Register of the Frankfurt am Main district court (HRB 24439). The Company's business purpose is the management of individual assets invested in financial instruments for others with discretionary decision-making powers (financial portfolio management pursuant to section 2, paragraph 2, no. 9 of the German Investment Firm Act (Wertpapierinstitutsgesetz – WpIG).

The fund manager will invest the fund assets after an in-depth analysis of all available information and a careful assessment of the risks and opportunities. However, the performance of fund units remains dependent on price movements in securities markets.

### Risk management

As part of the management of the Fund, the Management Company employs a risk management process that enables it to adequately identify, measure, manage and track the risk associated with the Fund's investment positions and their respective contribution to the overall risk profile at all times.

As part of the risk management process, the commitment approach is used to restrict market risk in the Fund. The Management Company's target is to restrict the increase in overall risk in the Fund as a result of the use of derivatives to 100% (leverage). However, this degree of leverage may be exceeded in exceptional circumstances.

The risk management procedure used is described in Section 7 and Section 24 of the Management Regulations.

Information on the Fund's risk profile can also be found in the Key Information Document.

### Distribution

The Management Company has entrusted distribution of the units in the Federal Republic of Germany to ODDO BHF Asset Management GmbH, Düsseldorf. The distributor is not authorised to accept money or securities from clients. The Management Company is responsible for the distribution of units in Luxembourg.

## INVESTMENT OBJECTIVES

The objective of an investment in ODDO BHF Polaris Flexible is to participate to the greatest extent possible in the value growth of rising equity markets, whilst limiting losses during downturns by building a portfolio of Fund investments with above-average sustainability.

## INVESTMENT POLICY

ODDO BHF Polaris Flexible follows a flexible investment policy, actively investing globally in equities, bonds, certificates and money market investments. The equity allocation fluctuates between 25% and 100%. On the bonds side, the Fund invests mainly in government, corporate and covered bonds. Up to 10% of its assets can be invested in units of investment funds and ETFs. Up to 10% of its assets can also be invested in precious metal certificates.<sup>1</sup> The Fund may also be managed using financial futures.

In accordance with Article 8 of the SFDR, the Fund Manager incorporates sustainability risks into its investment process by considering ESG (environmental, social and governance) characteristics in investment decisions as well as any principal adverse impacts that investment decisions may have on sustainability factors. The investment process is based on ESG integration, normative screening (including UN Global Compact, controversial weapons), sector exclusions and a best-in-class approach. The Fund's investments are thus subject to environmental, social and governance ("ESG") restrictions. The Management Company observes the United Nations Principles for Responsible Investment (UN PRI) with respect to environmental, social, and governance issues, and also applies the UN PRI in its commitments by exercising voting rights, actively exercising shareholder and creditor rights, and by engaging in

---

<sup>1</sup> These investments are exclusively certificates on gold which aim to replicate the performance of the gold price 1:1 (referred to as delta one certificates) and do not therefore include embedded derivatives with a non-linear payment profile, and which pursuant to the provisions of Article 2 of the Grand Ducal Regulation of 8 February 2008 relating to certain definitions of the amended Law of 20 December 2002 on undertakings for collective investment (hereinafter "GDR 2008") qualify as transferable securities. Certificates on precious metals are not assessed for their ESG performance as part of the ESG analysis.

dialogue with issuers.

The Fund is actively managed and follows the MSCI Europe (NTR) EUR (35%), the MSCI USA (NTR) EUR (20%), the MSCI Emerging Markets Daily (NTR) EUR (5%), the JPM Euro Cash 1 M (20%) and the Bloomberg Euro Aggregate 1-10yrs TR Index Value unhedged (20%) as its benchmark indices<sup>2</sup>, which form the basis for allocation of the different asset classes, the geographic diversification of the portfolio in various market situations, and management of the risk exposure by the Fund Manager. The Fund Manager seeks to outperform them rather than replicate either the benchmark indices or the relative proportion of the individual components of the benchmarks exactly, as a result of which significant differences – both positive and negative – are possible. For that reason, Fund performance may differ significantly from the performance of the given benchmark indices.

The Fund Manager has full control over the composition of the assets in the Fund. While the Fund will generally hold assets that are components of the benchmark, it may invest in such components to different degrees and it may hold assets that are not components of the benchmark.

**Additional information on the environmental characteristics of the Fund can be found in the Annex: Template – Pre-contractual disclosures for financial products referred to in Article 8(1), (2) and (2a) of Regulation (EU) 2019/2088 and Article 6(1) of Regulation (EU) 2020/852.**

The “do no significant harm” principle applies only to those investments underlying the Fund that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining part of this Fund do not take into account the EU criteria for environmentally sustainable economic activities.

The Fund may act as a master fund for other UCITS; it may not acquire shares or units of feeder funds.

The Fund may invest up to 10% of its assets indirectly in precious metals. These investments are exclusively certificates on gold which aim to replicate the performance of the gold price 1:1 (referred to as delta one certificates) and do not therefore include embedded derivatives with a non-linear payment profile, and which pursuant to the provisions of Article 2 of the Grand Ducal Regulation of 8 February 2008 relating to certain definitions of the amended Law of 20 December 2002 on undertakings for collective investment (hereinafter “GDR 2008”) qualify as transferable securities. Acquisition of the cited assets may not result in physical delivery of the underlying. Certificates on precious metals are not assessed for their ESG performance as part of the ESG analysis.

The Fund may enter into derivative transactions in the form of options, financial futures contracts and swaps, and combinations thereof. Derivatives may be used to efficiently manage Fund assets and for maturity and risk management purposes (e.g. currency hedging).

The benchmark and the benchmark index are indicated in the Fund currency, except for hedged unit classes ([H]), for which the benchmark and benchmark index are always indicated in EUR.

## ODDO BHF POLARIS FLEXIBLE

Pursuant to the provisions of the Management Regulations, unit classes may be formed for the Fund which differ, in particular, in terms of the investors who may acquire and hold units, the income distribution policy, entry charge, currency of unit value, including the use of currency hedging transactions, management fee, minimum investment amount or any combination of these features. All units participate in the same way in the income of their unit class.

If the Fund creates unit classes, hereinafter, the relationship to the Fund corresponds to the relationship to the relevant unit class.

A combination of letter codes in the unit class names denote the most important features of the unit classes. Whereby:

---

<sup>2</sup> JPM Euro Cash 1 M is a registered trademark of JPMorgan Chase & Co., which is its administrator. MSCI Europe (NTR) EUR, MSCI USA (NTR) EUR and MSCI Emerging Markets Daily (NTR) EUR are registered trademarks of MSCI Ltd, which is their administrator. Bloomberg Euro Aggregate is a registered trademark of Bloomberg Index Services Limited, which is its administrator. The administrators come from third countries. For third-country providers, the transition period for inclusion in the public register of benchmark administrators and benchmarks maintained by the European Securities and Markets Authority (ESMA) has been extended until 31 December 2023. The Company expects the administrators to be included in the register by the deadline. The administrators of the Fund’s benchmark indices do not review the indices and their constituents for ESG compliance. ESG risks for the issuers in the investment universe and their efforts to promote ESG objectives are incorporated into the Fund by the Fund Manager solely as part of the active investment process. A description of the method for calculating the indices can be found at: <https://assets.bbhub.io/professional/sites/27/Fixed-Income-Index-Methodology.pdf>; [msci.com/index-methodology](https://www.msci.com/index-methodology); and [jpmorganindices.com/indices/listing](https://www.jpmorganindices.com/indices/listing).

The Management Company has drawn up robust written plans containing measures it would take if components of the benchmark index change significantly or become unavailable.

**Appropriation of income:**

C units: the income of these unit classes is reinvested and not distributed. These are reinvesting/accumulating unit classes.

D units: the income of these unit classes is distributed to unitholders.

**Investor profile:**

R units: these unit classes are available for acquisition by all types of investors (i.e. institutional and retail investors).

I units: these unit classes are only available for acquisition by eligible counterparties or professional investors within the meaning of Directive 2014/65/EU (MiFID II), as amended. Institutional investors generally meet these requirements.

N units: these unit classes are available for acquisition by:

- (i) investors who acquire the units through a financial intermediary that offers independent investment advice in line with MiFID II,
- (ii) investors who acquire the units through a financial intermediary under an agreement on fees stipulating that the intermediary is paid solely by the investor,
- (iii) companies that offer portfolio management services in line with MiFID II,
- (iv) undertakings for collective investment managed by ODDO BHF Group companies, and
- (v) ODDO BHF Group companies that offer investors investment advice under the terms of an agreement on fees.

GC units: these unit classes are available for acquisition by:

- (i) insurance companies purchasing units on behalf of their clients for unit-linked products in their range as part of an advisory mandate;
- (ii) clients of ODDO BHF Group that have signed an advisory mandate with one of ODDO BHF Group's financial advisory partners.

Units in this class may be distributing or reinvesting.

X units: these unit classes are available for acquisition by institutional investors who have concluded a special individual agreement with the Management Company or one of its representatives.

P units: these unit classes are available for acquisition by institutional investors with the explicit or implicit approval of the Management Company or one of its representatives.

The Management Company may decide at its own discretion whether to approve the issue of "P" or "X" unit classes, whether it is prepared to enter into the individual agreement that is required, and how to structure any special individual agreement.

**Cost structure**

W units: these unit classes are not subject to a performance fee.

**Minimum investment**

For all unit classes, the minimum investment does not apply to investments by the Management Company itself, by companies belonging to the ODDO BHF Group, or by other investment funds managed by the Management Company or companies belonging to the ODDO BHF Group.

**Unit class currency**

Whereby:

"EUR" means euro (€),

"USD" means US dollar (\$),

"CHF" means Swiss franc,

"GBP" means British pound,

"SEK" means Swedish krona.

[H] units: the currency of these unit classes differs from the Fund currency. These unit classes are hedged against the

resulting foreign exchange risk.

The redemption price for unit classes with the letter “I”, “X” and “P” in the name, and for “GC” units is paid out in the reference currency of the relevant unit class or another freely convertible currency, as indicated by the unitholder. In the latter case, the unitholder bears the cost of currency conversion.

The redemption price for unit classes with the letter “R” or “N” in the name is paid out in EUR, USD, CHF, GBP or SEK. Any currency conversion costs that arise in connection with the conversion of the redemption price of units in these unit classes from the reference currency of the Fund into EUR, USD, CHF, GBP or SEK will be borne by the relevant unit class. However, unitholders should note that any currency conversion costs that arise for these unit classes as a result of a unitholder’s request for payment of the redemption price in a currency other than that of the subscription price are borne by that unitholder. The redemption price may be higher or lower than the price paid at the time of unit subscription or acquisition.

Units in the following unit classes are currently in issue for the Fund:

ODDO BHF Polaris Flexible (DRW-EUR),

ODDO BHF Polaris Flexible (DNW-EUR),

ODDO BHF Polaris Flexible (CN-EUR),

ODDO BHF Polaris Flexible (CR-EUR),

ODDO BHF Polaris Flexible (CPW-EUR) and

ODDO BHF Polaris Flexible (CI-EUR).

Overview of unit classes:

ODDO BHF Polaris Flexible (DRW-EUR)	
ISIN	LU0319572730
Launch	1 August 2012
Date of first issue	1 August 2012
Initial issue price	EUR 55.78 (unit price of the Dynamisches Total Return Portfolio sub-fund on 1 August 2012 plus entry charge)
Management fee	up to 1.75% p.a., currently 1.6% p.a. based on the net asset value as determined each valuation day for the unit class
Distribution	Income is distributed

ODDO BHF Polaris Flexible (DNW-EUR)	
ISIN	LU1807158784
Launch	1 August 2018
Date of first issue	1 August 2018
Initial issue price	EUR 50.00
Management fee	up to 1.75% p.a., currently 1.3% p.a. based on the net asset value as determined each valuation day for the unit class
Distribution	Income is distributed
Investor profile	(i) investors who purchase units via a financial intermediary that provides independent investment advice in accordance with MiFID II, (ii) investors who purchase units via a financial intermediary, whereby a fee agreement is made according to which the financial intermediary is remunerated exclusively by the investor, (iii) companies that offer portfolio management services in accordance with MiFID II, (iv) undertakings for collective investment that are managed by companies in the ODDO BHF Group, and (v) companies in the ODDO BHF Group that offer investment advice under a fee agreement made with the investor.

The Management Company may, at its discretion, decline to accept subscriptions until the investor has provided evidence of qualification as a suitable investor.

ODDO BHF Polaris Flexible (CN-EUR)	
ISIN	LU1874837278
Launch	10 December 2018
Date of first issue	10 December 2018
Initial issue price	EUR 50.00
Management fee	up to 1.75% p.a., currently 1.2% p.a. based on the net asset value as determined each valuation day for the unit class plus a performance fee of 10%
Distribution	None, income is reinvested
Investor profile	(i) investors who purchase units via a financial intermediary that provides independent investment advice in accordance with MiFID II, (ii) investors who purchase units via a financial intermediary, whereby a fee agreement is made according to which the financial intermediary is remunerated exclusively by the investor, (iii) companies that offer portfolio management services in accordance with MiFID II,

	(iv) undertakings for collective investment that are managed by companies in the ODDO BHF Group, and (v) companies in the ODDO BHF Group that offer investment advice under a fee agreement made with the investor.
--	--

The Management Company may, at its discretion, decline to accept subscriptions until the investor has provided evidence of qualification as a suitable investor.

ODDO BHF Polaris Flexible (CR-EUR)	
ISIN	LU1874836890
Launch	10 December 2018
Date of first issue	10 December 2018
Initial issue price	EUR 50.00
Management fee	up to 1.75% p.a., currently 1.50% p.a. based on the net asset value as determined each valuation day for the unit class plus a performance fee of 10%
Distribution	None, income is reinvested

ODDO BHF Polaris Flexible (CPW-EUR)	
ISIN	LU2120130302
Launch	26 February 2020
Initial issue price	EUR 1,000
Management fee	up to 1.75% p.a., currently 0.8% p.a. based on the net asset value as determined each valuation day for the unit class
Distribution	None, income is reinvested
Minimum investment amount	EUR 10,000,000
Investor profile	The CPW-EUR unit class is intended specifically for institutional investors who have previously signed an agreement with the Management Company.

ODDO BHF Polaris Flexible (CI-EUR)	
ISIN	LU2192036163
Launch	8 April 2021
Initial issue price	EUR 1,000
Management fee	up to 1.75% p.a., currently 0.7% p.a. based on the net asset value as determined each valuation day for the unit class plus a performance fee of 10%
Distribution	None, income is reinvested
Entry charge	None
Minimum investment amount	EUR 10,000,000
Investor profile	Eligible counterparties or professional investors within the meaning of Directive 2014/65/EU (MiFID II).

The Management Company may, at its discretion, decline to accept subscriptions until the investor has provided evidence of qualification as a suitable investor.

The following remains applicable to all unit classes:

<b>Fund currency</b>	EUR The unit class currency may differ from the Fund currency.
<b>Management fee</b>	up to 1.75% p.a. based on the net asset value as determined each valuation day for the unit class plus a performance fee of 10% where applicable; In addition, the costs listed in Section 14 paragraphs 1 b) and 2 of the Management Regulations may be charged to the Fund.
<b>Units</b>	there is no entitlement to the delivery of physical certificates; no fractional units, only whole units, may be acquired through Euroclear
<b>Entry charge</b>	up to 5.00% payable to the distributor, unless otherwise indicated for individual unit classes
<b>Financial year</b>	1 September to 31 August
<b>Valuation day</b>	each banking and stock exchange day in both Frankfurt am Main and Luxembourg

### Definition of the performance fee

For the management of unit classes subject to a performance fee as indicated above, the Company may receive a performance fee per unit issued of up to 10% of the amount by which the unit performance exceeds the performance of the benchmark index at the end of an accounting period (outperformance versus the benchmark index, i.e. when the unit performance deviates positively from the benchmark performance, hereinafter also referred to as “positive benchmark deviation”). The costs charged to the unit class may not be deducted from the benchmark index performance before the comparison.

If the unit performance falls below the benchmark index performance at the end of an accounting period (underperformance versus the benchmark index, i.e. when the unit performance deviates negatively from the benchmark performance, hereinafter also referred to as “negative benchmark deviation”), the Company will not receive a performance fee. In line with the calculation of the performance fee in the event of positive benchmark deviation, in future, an underperformance amount per unit value will be calculated on the basis of the negative benchmark deviation and carried forward in the following accounting period as a cumulative underperformance. The cumulative underperformance will not be capped. For the subsequent accounting period, the Company will only receive a performance fee if the amount of the positive benchmark deviation calculated at the end of said accounting period exceeds the cumulative underperformance from the previous accounting period. In this case, the remuneration entitlement will be calculated based on the difference between both amounts. If the amount of the positive benchmark deviation does not exceed the cumulative underperformance from the previous accounting period, both amounts will be offset. The remaining underperformance amount per unit value will once again be carried forward to the next accounting period as a new “cumulative underperformance”. If, at the end of the following accounting period, another negative benchmark deviation occurs, the cumulative underperformance that already exists will be increased by the underperformance amount calculated on the basis of this negative benchmark deviation. When calculating the remuneration entitlement on an annual basis, any underperformance amounts during the five previous accounting periods will be taken into account. If the unit class has existed for fewer than five previous accounting periods, all of the previous accounting periods will be taken into account.

In this case, the performance fee can only be withdrawn if the unit value at the end of the accounting period exceeds the unit value at the beginning of the accounting period (“cumulative outperformance”).

Any positive amount per unit value resulting from positive benchmark deviation (after deduction of any cumulative underperformance that needs to be taken into account) which cannot be withdrawn is also carried forward to the next accounting period (“cumulative outperformance”). When calculating the remuneration entitlement on an annual basis, any positive amounts from the five previous accounting periods will be taken into account. If the unit class has existed for fewer than five previous accounting periods, all of the previous accounting periods will be taken into account.

### Sample calculation

The following table serves purely to illustrate the method described above for the calculation of the performance fee. It does not reflect past or future performance.

Explanation	Year	Fund performance	Benchmark performance	Net performance of the Fund versus the benchmark.	Out/underperformance after adjusting for cumulative underperformance	Cumulative underperformance	Payment of a performance fee
Payment of a performance fee based on net outperformance of the Fund versus the benchmark of 5%.	1	10%	5%	5%	5%	No	Yes
No cumulative underperformance as zero difference in net performance versus the benchmark.	2	5%	5%	0%	0%	No	No
Cumulative underperformance of 5% underperformance versus the benchmark. This must be offset over the following five years.	3	0%	5%	-5%	-5%	Yes	No
Reduction in the existing cumulative underperformance, from 5% to 2%, to reflect 3% outperformance versus the benchmark.	4	8%	5%	3%	-2%	Yes	No
Cumulative underperformance fully offset.	5	7%	5%	2%	0%	No	No
Payment of a performance fee based on net outperformance versus the benchmark of 5% after adjusting for the cumulative underperformance from the previous five years.	6	10%	5%	5%	5%	No	Yes
Payment of a performance fee based on net outperformance versus the benchmark of 5%.	7	10%	5%	5%	5%	No	Yes
Cumulative underperformance versus the benchmark of 10%. This must be offset over the following five years.	8	-5%	5%	-10%	-10%	Yes	No
Reduction in the existing cumulative underperformance, from 10% to 8%, to reflect 2% outperformance versus the benchmark.	9	7%	5%	2%	-8%	Yes	No
Reduction in the existing cumulative underperformance, from 8% to 6%, to reflect 2% outperformance versus the benchmark.	10	7%	5%	2%	-6%	Yes	No
Reduction in the existing cumulative underperformance, from 6% to 4%, to reflect 2% outperformance versus the benchmark.	11	7%	5%	2%	-4%	Yes	No
As the existing loss cumulative underperformance from Year 8 has not been fully offset, the five-year rule on the cumulative underperformance applies, and the cumulative underperformance of 4% will	12	5%	5%	0%	-4%	No	No

no longer apply in the coming period.							
Payment of a performance fee based on net outperformance versus the benchmark of 2%.	13	7%	5%	2%	2%	No	Yes
Cumulative underperformance versus the benchmark of 6%. This must be offset over the following five years.	14	-1%	5%	-6%	-6%	Yes	No
Reduction in the existing cumulative underperformance, from 6% to 4%, to reflect 2% outperformance versus the benchmark.	15	7%	5%	2%	-4%	Yes	No
Reduction in the existing cumulative underperformance, from 4% to 2%, to reflect 2% outperformance versus the benchmark.	16	7%	5%	2%	-2%	Yes	No
Increase in the existing cumulative underperformance, from 2% to 6%, to reflect 4% underperformance versus the benchmark.	17	1%	5%	-4%	-6%	Yes	No
The five-year rule on the cumulative underperformance applies and the cumulative underperformance from Year 14 is therefore cancelled (despite not having been offset) and a new cumulative underperformance of 4% from Year 17 applies for the following period, based on the five-year view.	18	5%	5%	0%	-4%	Yes	No
Payment of a performance fee based on net outperformance versus the benchmark of 1%, after adjusting for the cumulative underperformance of 4% since Year 15.	19	10%	5%	5%	1%	No	Yes

### Treatment of unit redemptions in the Fund

If unitholders request the redemption of units before the end of an accounting period, the performance fee crystallises on a proportional basis on the day of redemption by the investor, solely for the redeemed units.

### Definition of the accounting period

The accounting period begins on 1 September and ends on 31 August of each calendar year. The performance fee is calculated daily and paid annually.

### Benchmark index

The benchmark index is the €STR plus 600 basis points.

If the benchmark index ceases to exist, the Company will designate another index to replace the aforementioned index.

The Fund is actively managed and the benchmark index has little influence on the composition of the assets in the Fund. The choice of benchmark index is based on the Fund's investment objective, which is to participate to the greatest extent possible in the value growth of rising equity markets, whilst limiting losses during downturns by building a portfolio of Fund investments with above-average sustainability. The benchmark plus the hurdle rate is appropriate for calculating a performance fee, as it ensures that unitholders receive a significant portion of the

Fund's performance without the deduction of a performance fee, whilst also offering an incentive to the Fund Manager to generate performance for the Fund in excess of that of the benchmark plus the hurdle rate.

### Provisions

Based on the outcome of a daily comparison, any performance fee incurred is set aside within the unit class per unit issued or a previous booked provision is written back accordingly. Written back provisions revert to the unit class. Accruals charged or written back to a unit class have a proportional impact on the net asset value of this unit class. A performance fee can only be withdrawn if corresponding provisions have already been built up.

### Recipient of the performance fee

The Management Company pays any performance fee that is due in full to the fund manager.

### General information about €STR®

The Management Company uses €STR plus the number of basis points above for calculating the performance fee.

€STR is the euro short-term interest rate issued by the European Central Bank based on transactions conducted and settled on the previous business day, and notified to banks in the Eurozone based on money market statistical reporting (MMSR) data.

The administrator of €STR does not review the index for ESG compliance. ESG risks for the issuers in the investment universe and their efforts to promote ESG objectives are incorporated into the Fund by the Fund Manager solely as part of the active investment process. A description of the method for calculating the index can be found at: [ecb.europa.eu/paym/interest\\_rate\\_benchmarks/WG\\_euro\\_risk-free\\_rates/shared/pdf/ecb.ESTER\\_methodology\\_and\\_policies.en.pdf](http://ecb.europa.eu/paym/interest_rate_benchmarks/WG_euro_risk-free_rates/shared/pdf/ecb.ESTER_methodology_and_policies.en.pdf).

The Company has drawn up robust written plans containing measures it would take if the benchmark index changes significantly or becomes unavailable.

### Simplified calculation formula for the performance fee

The following is a simplified formula for the calculation of the performance fee, which is not intended to provide a comprehensive overview of the methodology used for the calculation of this fee. For additional information, please refer to the explanations and examples provided above. The contribution of units issued to the performance fee is calculated daily on the basis of the actual units issued and deducted from the performance fee to be accrued (neutralisation of unit issues). We do not present the underlying formula here, due to the complexity of the calculation, and in the interests of a better understanding of the general approach.

If the performance of a specific unit class in a specific accounting period lies significantly above that of the benchmark during this same period, the performance fee corresponds to:

$$\left[ \left( \frac{NAV_{YE} - NAV_{BY}}{NAV_{BY}} \right) \times 100 - PERF_{Bench AP} \right] \times 10\% \times NAV_{YE}$$

Where:

- $NAV_{YE}$  - is the net asset value (NAV) of the relevant unit class on the last valuation day in the accounting period (whereby any distributions made during the calculation period are added back to the NAV).
- $NAV_{BY}$  - is the NAV of the relevant unit class on the first valuation day in the accounting period.
- $Perf_{Bench AP}$  - is the performance of the benchmark plus the relevant hurdle rate during the accounting period.

The Dynamisches Total Return Portfolio sub-fund of the ODDO BHF Exklusiv: umbrella fund, launched on 10 October 2007 pursuant to Part II of the Luxembourg Investment Act, was merged into ODDO BHF Polaris Flexible on 1 August 2012.

The track record of the Dynamisches Total Return Portfolio sub-fund since inception on 10 October 2007 (initial issue price EUR 50.00) was adopted by ODDO BHF Polaris Flexible.

However, the Management Company points out that past performance is no guarantee of the future success of the Fund.

ODDO BHF Polaris Flexible is subject to Part I of the Law of 2010.

The Fund does not enter into securities financing transactions within the meaning of Article 3(11) of Regulation (EU) 2015/2365 and total return swaps within the meaning of Article 3(18) of the same.

## General information

Participation in the Fund is governed by this Prospectus including the Management Regulations. These Management Regulations shall enter into force on 1 November 2023 and have been filed with the Commercial Register at the District Court of Luxembourg. A notice of filing was published in the Recueil Electronique des Sociétés et Associations (RESA) on or around 1 November 2023.

As with the Fund, legal relations between unitholders and the Management Company are subject to Luxembourg law. The German text of this Prospectus including the Management Regulations shall prevail.

Subscriptions and redemptions of Fund units may be made against immediate payment via the Management Company or a third party appointed by it, the Depositary and the listed paying agents. Where applicable, units in specific unit classes in the Fund may only be purchased and held by certain investors.

The Management Company or a third party appointed by it may, at its own discretion and at the request of the Unitholder, issue Units in exchange for the contribution in kind of securities and other assets. It is assumed that these securities and other assets comply with the investment objectives and the investment policy as well as the provisions of the Management Regulations. The Fund's auditor shall draw up a report on this subject, which shall be available to all investors at the registered office of the Management Company. The costs of such contribution in kind shall be borne by the relevant investor. Units will be issued at the relevant issue price equal to the valuation amount of the contribution in kind as determined by the auditor.

Please visit [am.oddo-bhf.com](http://am.oddo-bhf.com) for information on the Company's strategies for integrating sustainability risks into the investment process and on its consideration of the principal adverse impacts of investment decisions on sustainability factors for individual funds. Investment decisions regarding the Fund will be made by the Fund Manager, and therefore the above strategies made available by the Management Company are only used to a limited extent.

The Fund Manager publishes its strategy in this regard at [oddo-bhf.com](http://oddo-bhf.com). If the principal adverse impacts of investment decisions on sustainability factors are taken into account, the strategies for ensuring the relevant due diligence are also disclosed in the Fund Manager's published strategy. The Management Company does not review the Fund Manager's investment decisions with regard to adverse sustainability impacts, and therefore does not take these into account for the Fund.

Information on the Fund's environmental or social attributes can be found at [am.oddo-bhf.com](http://am.oddo-bhf.com).

Details of the Management Company's current remuneration policy are available at [am.oddo-bhf.com](http://am.oddo-bhf.com). This includes a description of the methods used to calculate the remuneration and benefits paid to specific groups of employees, the identities of the people responsible for awarding remuneration and benefits and how sustainability risk management is integrated into the remuneration. A hard copy of the policy can be obtained free of charge from the Company.

The Management Company ensures that specific information for unitholders is published in the appropriate manner. This specifically includes the publication of unit prices in countries where the units of a fund are distributed to the public. At present, issue and redemption prices are published on the website: [www.am.oddo-bhf.com](http://www.am.oddo-bhf.com). They can also be requested from the Management Company, Depositary and the listed paying and information agents.

The Management Company notifies investors that unitholders may only assert all their rights as unitholders directly against the UCITS if they are registered in the register of unitholders of the UCITS in their own name. If a unitholder has invested in a UCITS via an intermediary, which holds the investment in its own name on behalf of the unitholder, the unitholder may not be able to assert all their rights directly against the UCITS. Unitholders are advised to inform themselves of their rights.

For disputes in connection with contracts for sales or services that have been made online, consumers may also make use of the EU's online dispute resolution platform ([www.ec.europa.eu/consumers/odr](http://www.ec.europa.eu/consumers/odr)). The following email address may be given as the contact address for ODDO BHF Asset Management Lux: [kundenservice@oddo-bhf.com](mailto:kundenservice@oddo-bhf.com). The platform does not resolve disputes itself, but directs the parties towards the competent national arbitration body.

Further information on investor rights and complaints management can be found at [am.oddo-bhf.com](http://am.oddo-bhf.com).

The Fund is subject to tax in the Grand Duchy of Luxembourg in the form of a *taxe d'abonnement*, levied on the net fund assets disclosed at the end of each quarter. This tax is generally 0.05 percent p.a. A reduced "*taxe d'abonnement*" of 0.01% p.a. applies to unit classes with units issued exclusively to institutional investors. The income of the Fund is not taxed in Luxembourg. However, it may be subject to withholding taxes in countries in which the Fund assets are invested. Neither the Management Company nor the Depositary will collect receipts for such withholding taxes for unitholders individually or as a whole.

Unitholders who are not resident in Luxembourg, or who do not maintain a permanent establishment there, do not have to pay income, gift or inheritance tax in Luxembourg on their units or on the income from their units. They are subject to their respective national tax laws, of which investors must inform themselves. However, unitholders may be subject to withholding tax in Luxembourg.

### TYPICAL INVESTOR PROFILE

An investment in ODDO BHF Polaris Flexible is suitable for investors who have already gained some experience of financial markets. Investors must be prepared and able to withstand significant fluctuations in the value of the units and, potentially, significant capital losses.

In some circumstances, the Fund may not be suitable for investors who wish to liquidate their investment in the Fund within five years. The Management Company's assessment does not constitute investment advice. Its purpose is to give investors an initial indication of whether the Fund is appropriate for them, given their level of experience, risk appetite and investment horizon.

Units in specific unit classes in the Fund may only be purchased and held by certain investors. These are described in the section above entitled ODDO BHF Polaris Flexible.

### RISK INFORMATION

#### GENERAL CONSIDERATIONS

The basic risk of the Fund is based on the fact that the Fund may not generate an appropriate risk-adjusted return for unitholders. Accordingly, no guarantee whatsoever can be provided that the objectives of the investment policy will be achieved.

Investors should be aware of the risks that an investment in the Fund may entail and should only take an investment decision once they have received comprehensive advice from their legal, tax, financial and other advisors, and auditors regarding: (i) whether an investment in the Fund is suitable given their personal financial and tax position and other circumstances; (ii) the information included in this Prospectus; and (iii) the investment policy of the Fund. Investors are recommended to regularly check with their investment advisors on the performance of the Fund.

In addition to the price risks associated with investments, the following risks should be noted:

#### Regulatory considerations

The Fund is governed by Luxembourg law and investors should note that the regulatory protections which may be afforded by their respective regulatory authorities may not apply. Investors should consult their financial adviser or other professional adviser for further information on this subject.

#### Market risk

How financial products perform in terms of price or market value depends in particular on the performance of the capital markets, which is influenced in turn both by the general global economic climate and by the overall economic and political conditions in the relevant countries. On a stock exchange in particular, general price performance can also be influenced by irrational factors such as sentiment, opinions and rumours.

### Market risks arising in conjunction with sustainability risks

Environmental, social and governance (ESG) risks can also have an impact on market prices. For instance, if companies do not act sustainably or make sustainable investments, this may affect market prices. Likewise, the strategic approaches of companies that do not take sustainability into account may have the effect of depressing their share price. The resultant reputational risk if a company fails to act sustainably can also have a negative impact. Last but not least, physical damage caused by climate change or measures for converting to a low-carbon economy may also have a negative impact on the market price.

### Country or transfer risk

Country risk refers to the risk that a foreign debtor, despite being solvent, may be unable to make payment because a currency is not transferable because its home country is unwilling to permit transfers. This may result, for example, in payments to which the Fund is entitled not being made or being made in a currency that is no longer convertible due to currency restrictions.

### Custody risk

Custody risk describes the risk resulting from the fundamental possibility that the investments held in custody may be partially or completely withdrawn from the access of the Fund to its detriment in the event of insolvency, breaches of due diligence or abusive conduct on the part of the depositary or a sub-depositary.

### Risks arising from late settlement of securities transactions via central securities depositories within the EU

On 1 February 2022, the Regulatory Technical Standards (“RTS”) on the settlement discipline regime under Regulation (EU) No 909/2014 and Commission Delegated Regulation (EU) 2018/1229 (hereinafter jointly referred to as the Central Securities Depositories Regulation – “CSDR”) came into force. These RTS require central securities depositories (“CSDs”) to apply cash penalties to users for the delayed settlement of a security and to credit these penalties to those participants affected by the delayed delivery or payment. Participants are depositaries and brokers. The Depositary of the Fund will debit or credit any cash penalties charged by or received from a central securities depository to the Fund. Thresholds may be applied to reimbursement demands in this respect. Penalty receipts can be used to offset penalties charged. However, the vast majority of cash penalties will be for very small amounts.

### Concentration risk

Further risks may result from the concentration of investments in particular assets or markets. The Fund is then especially dependent on the performance of those assets or markets.

### Settlement risk

In particular, when investing in unlisted securities, there is a risk that settlement by a transfer system may not be executed as expected due to delayed or non-agreed payment or delivery.

### Liquidity risk

The acquisition of assets that are not admitted to trading on the official market of a stock exchange or included in an organised market is, in particular, associated with the risk of problems selling the assets on to third parties.

### Legal and tax risk

The legal and tax treatment of investment funds may change in unforeseeable and uncontrollable ways. Rectifying errors in the Fund’s basis of assessment for previous financial years may result in corrections that are detrimental to the investor. As a result, investors may have to bear the tax burden associated with a correction for previous financial years even if they were not invested in the Fund at that time. Conversely, investors may be unable to benefit from favourable tax corrections for the current and previous financial years in which they were invested in the Fund if they redeemed or sold their Units before the correction was made.

In addition, a correction of tax data may result in taxable income or tax benefits being assessed for tax in a different assessment period to the most appropriate assessment period, which may have a negative effect on the individual investor.

The tax treatment of investors depends on their personal situation and may be subject to future changes.

### Risk of criminal wrongdoing, irregularities or natural disaster

The Fund may be the victim of fraud or other criminal wrongdoing. It may also incur losses due to errors by employees of the Management Company or of outside third parties, or suffer harm as a result of external events such as

pandemics or natural disasters. These events can be brought about or exacerbated by, for example, the failure by an issuer and/or the Fund management to take account of sustainability requirements.

### Default risk

The default of an issuer or counterparty may result in losses for the Fund. Issuer risk refers to the impact of particular developments concerning a given issuer, which, together with general trends on capital markets, affect the price of a security. Even if securities are selected carefully, losses resulting from the deterioration of an issuer's financial situation cannot be ruled out. Counterparty risk is the risk of a party to a mutual contract defaulting on part or all of its own receivable. This applies to all agreements concluded for the account of the Fund.

### Currency risk

The reference currency of the Fund need not be the same as the investment currencies. If the assets of a fund are invested in currencies other than the fund currency, the fund receives the income, redemptions and proceeds from such investments in the respective currency. If the value of this currency falls against the fund currency, the value of the Fund will fall.

### Political risk / regulatory risk

The Fund's assets may be invested abroad. This is accompanied by the risk of adverse international political developments, changes in government policy, taxation and other legal developments.

### Inflation risk

Inflation carries a risk of devaluation for all assets. This includes the assets held by the Fund. The inflation rate may exceed the increase in the value of the Fund.

### Key person risk

Fund assets for which the investment performance in a particular period is very positive owe this success to the aptitude of the individuals in charge and correct decisions take by its management team and advisers. However, the composition of the Fund's management team and its advisers may change. New decision-makers may then be less successful.

### Amendments to the investment policy

A change in the investment policy within the investment spectrum permissible for the Fund's assets may change the content of the risk associated with the Fund's assets.

### Sustainability risks

Sustainability risks can jeopardise the Fund's assets. The term "sustainability risk" refers to environmental, social and governance (ESG) events and/or conditions that, if they occur, could have an actual or potential material adverse impact on the Fund's assets.

Sustainability risks can either constitute risks in themselves or can affect and materially exacerbate other risks, such as price change risks, liquidity risks, counterparty risks or operational risks. These events or conditions are broken down into environmental, social and governance (ESG) categories and concern, for example, the following:

#### ENVIRONMENTAL:

- Climate change
- Adaptation to climate change
- Biodiversity protection
- Sustainable use and protection of water and marine resources
- Transition to a circular economy, waste prevention and recycling
- Pollution prevention and control
- Preservation of healthy ecosystems and
- Sustainable land use

#### SOCIAL

- Compliance with recognised labour law standards (no child or forced labour, no discrimination)
- Compliance with health and safety requirements

- Adequate pay, fair conditions in the workplace, diversity and opportunities for continuing professional development
- Freedom to organise and freedom of assembly
- Guarantees of sufficient product safety, including health protection
- Identical requirements for companies in the supply chain and
- Inclusive projects and consideration of the interests of communities and minorities.

#### GOVERNANCE:

- Tax compliance
- Anti-corruption measures
- Sustainability management from the Board of Directors
- Director remuneration tied to sustainability
- Whistleblowing system
- Employee rights guarantees
- Data protection guarantees and
- Disclosure of information.

Issuers whose securities are held by the fund either directly or indirectly may be exposed to financial or reputational risks resulting from non-compliance with ESG standards or from physical risks of climate change. Sustainability risks can lead to a material deterioration in the underlying investment's financial profile, liquidity, profitability or reputation. If sustainability risks are not anticipated and taken into account within investment valuations, they may have a considerable adverse impact on the anticipated/estimated market price and/or on the liquidity of the investment and, by extension, on the Fund's return.

#### The impact of ESG criteria

The application of ESG criteria may influence the Fund's performance, which may therefore differ on the upside or on the downside from that of similar funds that do not apply ESG criteria. If exclusion criteria have been defined for a fund on the basis of environmental, social or ethical criteria, this may mean that the fund refrains from buying certain assets even if doing so would be advantageous; equally, the fund might sell assets even if doing so would be detrimental. The Fund's normative exclusions and sector exclusions may not directly correlate with each individual investor's subjective ethical perspective.

The assessment of a security or an issuer based on ESG criteria may rely on information and data from external ESG ratings providers that may be incomplete, incorrect or unavailable. There is therefore a risk that the assessment is inaccurate. ESG criteria may not be correctly applied, or the Fund may be indirectly exposed to issuers that do not fulfil the ESG criteria. Neither the Fund nor the Management Company provide any explicit or implicit assurances or guarantees concerning the suitability, accuracy, precision, fairness or completeness of such an ESG assessment.

#### Amendments to the Management Regulations; dissolution or merger

The Management Company reserves the right in the Management Regulations for the Fund to amend the Management Regulations. Furthermore, in accordance with the provisions of the Management Regulations, it may dissolve the Fund entirely or merge it with another fund. This means that there is a risk that investors will not be able to achieve the holding period they planned.

#### Credit risk

Investors should be aware that such an investment may involve credit risks. Bonds or debt securities carry a credit risk with respect to the issuer, for which the credit rating of the issuer may serve as a measure. Bonds or debt securities issued by issuers with a lower rating are generally considered to be securities with a higher credit risk and with a higher probability of default of the issuer than such securities issued by issuers with a better rating. If an issuer of bonds or debt instruments experiences financial or economic difficulties, this may affect the value of the bonds or debt instruments (which may fall to zero) and the payments made on these bonds or debt instruments (which may fall to zero).

#### Counterparty risk

When entering into over-the-counter ("OTC") transactions, the Fund may be exposed to risks relating to the creditworthiness of its counterparties and their ability to meet the terms of such contracts. For example, the Fund may enter into forward, option and swap transactions or use other derivative techniques, each of which exposes the Fund to the risk that the counterparty may not fulfil its obligations under the relevant contract. Even if securities are selected carefully, losses resulting from the deterioration of an issuer's financial situation cannot be ruled out.

## Interest rate risk

Investments in fixed-income securities are associated with the possibility that the market interest rate that prevailed at the time a security was issued may change. If market interest rates rise compared with the interest rate at the time of issue, then the prices of fixed-income securities tend to go down. Conversely, if the market interest rate drops, the price of fixed-income securities goes up. Such price movements mean that the current yield on a fixed-income security is more or less the same as the current market interest rate. The severity of these price fluctuations varies depending on the time to maturity of the securities. However, fixed-income securities with shorter maturities also tend to have a lower yield than those with longer maturities. Money market instruments tend to have lower price risks, because of their short maturity periods that do not exceed 397 days. In addition, interest rate movements for different interest-bearing financial instruments denominated in the same currency with comparable residual terms may not be the same.

## Risks in connection with derivatives

When using derivative instruments to enhance returns in pursuit of its investment objective, the Fund will take on additional risks. As has been shown in the past, many traders have suffered significant losses when using derivatives.

The risk associated with the Fund's investments can be effectively reduced by using derivative instruments to hedge the Fund's assets ("hedging"). As a consequence, hedging also leads to the fact that in the event of a positive development of the hedged investment, the Fund cannot participate in this positive development or can only do so to a limited extent.

Exposure to the futures and options market and to swap and foreign exchange transactions involves investment risks and transaction costs to which the Fund is exposed solely as a result of the hedging transaction. Compared to conventional investments, especially investments in securities, futures and options market investments entail considerable additional risks, such as high volatility or lower liquidity. In particular, there is a risk that:

a) forecasts on the future performance of interest rates, securities prices and currency markets subsequently prove incorrect. This gives rise to the following risks:

- Changes in the price of the underlying may reduce the value of an option or futures contract. If the value falls and the derivative thus becomes worthless, the Management Company may be forced to allow the acquired rights to lapse. The Fund may also experience losses due to changes in the value of an asset underlying a swap.
- The purchase of options entails the risk that the option cannot be exercised because the prices of the underlyings do not change as expected, resulting in the forfeit of the option premium paid by the Fund.
- The sale of options entails the risk that the Fund will be obliged to buy assets at a higher price than the current market price or to deliver assets at a lower price than the current market price. The Fund would then experience a loss amounting to the price differential less the option premium received.
- Futures contracts also entail the risk that the Fund will be obliged to cover the difference between the initial price at the time of entering into the contract and the market price at the time of closing out or maturity of the contract. The Fund would thus suffer losses. It is not possible to measure the risk of loss when entering into the futures contract.

b) there is a lack of correlation between the prices of futures and options contracts, on the one hand, and the price movements of the securities or currencies they hedge, on the other, which means that full hedging may not be possible;

c) there is no liquid secondary market for a certain investment instrument at a certain time. As a result, it may not be possible to close out a derivative position even though this would make sense from an investment policy perspective;

d) the securities underlying the derivatives cannot be sold at a favourable time or have to be bought or sold at an unfavourable time;

e) the use of derivative instruments gives rise to a potential loss which may not be foreseeable and could even exceed the amounts invested in the derivative transaction;

f) a counterparty becomes insolvent or defaults on payment;

g) an additional financial loss is incurred as a result of a margin call on derivative transactions already entered into.

h) the leverage effect of options may have a greater impact on the value of the Fund than the direct purchase of the underlyings would.

i) furthermore, it may be necessary to conclude an offsetting transaction (closing out), which entails costs.

### Risk of investing in target funds

If the Fund invests its net fund assets in target funds, any associated entry charges and redemption fees must be taken into account where applicable. It should also be noted that, in addition to the costs charged on the net fund assets in accordance with the provisions of this Prospectus and the Management Regulations, costs will be incurred for the management and administration of the target funds, the Depositary fee, auditors' fees, taxes and other costs and fees of the target funds and thus multiple charges of similar costs may arise. **With the exception of entry charges and redemption fees, this also applies if the acquired target fund is managed by the Management Company itself or another company with which it is associated by way of a substantial direct or indirect holding.**

The risks of the Target Funds acquired for the Fund relate to the risks of the assets held in these Target Funds and the investment strategies pursued by these Target Funds. However, the cited risks may be reduced by the diversification of assets within the target funds whose units are acquired, and by diversification within the Fund.

However, since the managers of the individual target funds act independently of one another, it is possible for multiple target funds to pursue similar or opposing investment strategies. As a result, existing risks may accumulate and any opportunities may cancel each other out.

As a rule, the Management Company has no control over the management of the Target Funds. Their investment decisions do not necessarily coincide with the assumptions or expectations of the Management Company.

The Management Company will often not have timely knowledge of the current composition of the target funds' investments. If the composition does not correspond to its assumptions or expectations, then it might not be able to react without a considerable delay by redeeming target fund units.

Open-ended investment funds in which the Fund acquires units could temporarily suspend the redemption of units. In this case, the Management Company would be prevented from selling target fund units by redeeming them in return for payment of the redemption price at the management company or depositary of the target fund.

### Risks in connection with indirect investment in commodities and precious metals

Investments offering exposure to commodities or precious metals are associated with additional risks, in excess of the risks associated with conventional investments. In particular, political and military events and natural catastrophes may influence the production and trade of commodities and precious metals and therefore also financial instruments that offer exposure to commodities and precious metals. Terrorism and other criminal activities may have an impact on the availability of commodities and precious metals, and therefore may also negatively influence financial instruments that offer exposure to commodities and precious metals.

### Risk of negative interest on credit balances

The Management Company invests the Fund's liquid assets with the Depositary or other banks for the account of the Fund. In some cases, an interest rate is agreed for these bank balances which is equal to the European Interbank Offered Rate (Euribor) less a certain margin. If Euribor falls to less than the agreed margin, the interest rate on the account in question will be negative. Depending on how the interest rate policy pursued by the European Central Bank develops, short-term, medium-term and even long-term bank deposits may generate negative interest.

### Risks related to the use of securities lending and repurchase agreements

If the Management Company, acting for the account of the Fund, grants a loan of securities, this means that it transfers those securities to a borrower who must return securities of an identical type, quantity and rating at the end of the transaction (securities lending). The Management Company has no power of disposition over the loaned securities for the term of the transaction. If the security loses value during the term of the transaction and the Management Company wishes to sell it, it must terminate the lending transaction and await completion of the usual settlement cycle, which may give rise to a risk of loss for the Fund.

If the Management Company, acting for the account of the Fund, grants a loan of securities it must arrange to be furnished with sufficient collateral to cover the default of the counterparty. The amount of the furnished collateral will as a minimum correspond to the quoted price of the securities transferred as a securities loan. The borrower will post further collateral if the value of the loaned securities rises, the quality of the furnished collateral falls, or its economic circumstances deteriorate and the existing collateral is not sufficient. If the borrower cannot fulfil this obligation to post additional collateral, then there is a risk that the right to recover the loaned instruments will not be fully covered against the default of the counterparty. If the collateral is held at an institution other than the Fund's Depositary, the risk also exists that it may not be possible to realise it immediately and/or in full in the event of default by the borrower.

If the Management Company sells securities under a repurchase agreement, this means that it sells them and

undertakes to buy them back at a premium at the end of the term. The premium and the buy-back price to be paid by the seller at the end of the term are set when the transaction is entered into. If the securities sold under the repurchase agreement lose value during the term of the transaction and the Management Company wishes to sell them in order to limit the losses, it can only do so by exercising its right to early termination. Early termination of the transaction may cause the Fund to incur financial penalties. The premium payable at the end of the term may also turn out to be higher than the returns made by the Management Company from reinvesting the cash received as the sale price.

If the Management Company holds securities under a repurchase agreement, this means that it buys them and undertakes to sell them again at the end of a specific term. The buy-back price and a premium are set in advance when the transaction is entered into. The securities purchased under repurchase agreements serve as collateral for the provision of liquidity to the counterparty. The Fund will not benefit from any rise in the value of the securities.

If the Management Company, acting for the account of the Fund, sells securities under repurchase agreements, it must arrange to be furnished with sufficient collateral to cover the default of the counterparty. The Management Company has the right to realise the collateral if the counterparty defaults during the term of the repurchase transaction. A risk of loss may ensue for the Fund if the collateral is no longer sufficient to cover the Management Company's claim for the return of the securities, for instance because the securities sold under the repurchase agreement have risen in price.

#### **Risks in connection with the receipt of collateral**

The Management Company receives collateral for derivatives, securities lending and repurchase transactions. Derivatives, loaned securities or securities sold under repurchase agreements may rise in value. In such an event, the collateral received may no longer be sufficient to cover the full amount of the Management Company's claim against the counterparty for delivery or return.

The Management Company may invest cash collateral in blocked bank accounts, in high-quality sovereign bonds or in short-term money market funds. However, the credit institution holding the bank deposit may default. Government bonds and money market funds may also exhibit negative performance. When the transaction ends, the invested collateral may no longer be available in full, even though the Management Company must return the collateral on the Fund's behalf in the amount originally granted. The Fund would then have to bear the losses incurred on the collateral.

#### **Potential conflicts of interest**

Conflicts of interest may arise for the Management Company. The interests of Unitholders may conflict with the following interests:

- Interests of the Management Company and affiliates of the Management Company,
- Interests of the Management Company's employees,
- Interests of another person directly or indirectly associated with the Management Company by way of a control relationship, or
- Interests of other Unitholders in the Fund or any other Fund.

Circumstances or relationships that may give rise to conflicts of interest include, but are not limited to:

- Interests of the Management Company's employees,
- Employees' trading activities,
- Benefits provided to employees of the Management Company,
- Acquisition of products issued by affiliates or in whose issue an affiliate was involved,
- Regrouping of investments within the fund,
- Window dressing of the fund's performance at the end of the year,
- Transactions between the Management Company and investment funds or personal portfolios under the management of the Management Company; or
- Transactions between investment funds or personal portfolios under the management of the Management Company,
- - aggregation of multiple orders ("block trades"),
- Hiring of affiliates and related persons,
- large individual investments,
- if the Management Company has subscribed for shares on behalf of several investment funds or personal portfolios ("IPO contingents") following the oversubscription of a share issue,
- Late trading, i.e. transactions executed after the close of trading at the known closing price,
- Exercise of voting rights.

Services in kind (broker research, financial analysis, market and price information systems) may accrue to the Management Company in connection with transactions on behalf of the Fund; these services are used in making investment decisions in the interests of Unitholders.

The Management Company does not receive any rebates on fees and expense reimbursements paid by the Fund to the Depositary or third parties.

The Management Company grants recurring brokerage fees in the form of broker trail commissions to intermediaries, e.g. credit institutions, usually once a year. The amount of such commissions is essentially dependent on the volume brokered. The payment shall be borne by the Management Company. Broker trail commissions do not constitute an additional fee to Unitholders.

The Management Company employs the following organisational measures to identify, prevent, manage, monitor and disclose conflicts of interest:

- Existence of a compliance department, which monitors compliance with applicable laws and regulations and to which conflicts of interests must be reported,
- Disclosure requirements,
- organisational measures such as
  - separation of duties and physical separation,
  - Retention of existing and creation of new confidentiality zones and the establishment of an information management system, so as to prevent the misuse of confidential information,
  - Allocation of responsibilities in such a way as to avoid undue influence,
  - Establishing organisational rules and defining and documenting workflows,
- Rules of conduct for employees in relation to employee trading, imposition of obligations to comply with insider trading law and training courses,
- Establishing principles for the remuneration system and rules for the acceptance, granting and disclosure of benefits,
- Establishing rules for the receipt of other benefits in kind,
- Principles for taking into account the client's interests and providing advice appropriate to the client and investments, and for observing the agreed investment principles,
- Best Execution Policy for the purchase and sale of financial instruments,
- Guidelines for voting by proxy,
- Existence of a Conflict of Interests Policy (organisational guidelines for dealing with conflicts of interest),
- Implementation procedures and measures to prevent transaction costs from having an unreasonable adverse effect on investors' interests,
- Setting a limit on portfolio churn,
- - establishing order cut-off times,
- Investment advisors and fund managers are contractually bound to avoid conflicts of interest.

In accordance with the 2010 Law and the applicable CSSF administrative rules, the Management Company has sufficient and appropriate structures and control mechanisms in place and, in particular, acts in the best interests of the Fund. Conflicts of interest arising from the delegation of tasks are described in the organisational guidelines on dealing with conflicts of interest. These are published on [am.oddo-bhf.com](http://am.oddo-bhf.com). Where the interests of Unitholders are affected by a conflict of interest, the Management Company will disclose the nature/sources of the existing conflict of interest on the website. When outsourcing tasks to third parties, the Management Company shall ensure that the third parties have taken the necessary measures to comply with all organisational requirements and the requirements to avoid conflicts of interest in accordance with the applicable Luxembourg laws and regulations and to monitor compliance with these requirements.

#### **SPECIFIC INFORMATION REGARDING MARKET TIMING AND LATE TRADING**

The Management Company does not tolerate market timing practices in the Fund and will introduce appropriate measures to prevent market timing where necessary. To prevent late trading practices, the Management Company will execute purchase and sales orders received after the order cut-off time indicated in Section 11, paragraph 7 of the Management Regulations at the fixing price of the valuation day two days later.

# MANAGEMENT REGULATIONS

## GENERAL SECTION

### SECTION 1 The Fund

1. The Fund is a legally independent fund (fonds commun de placement) under the laws of the Grand Duchy of Luxembourg, which is composed of securities and other assets, and is managed by ODDO BHF Asset Management Lux, a public limited company under Luxembourg law (the "Management Company"), in its own name for the common account of the holders of units (the "unitholders"). Unitholders have a fractional co-ownership interest in the Fund's assets in proportion to their holding.

2. The Management Company invests the Fund assets separately from its own assets in accordance with the principle of risk spreading. The resultant rights are issued to unitholders in the form of unit confirmations in accordance with Section 10 of these Management Regulations (the "Fund units").

3. Upon purchasing units, unitholders accept the Management Regulations and any approved and published changes thereto. The current version of these Management Regulations and any changes are filed with the Commercial Register at the District Court of Luxembourg, with a filing notice published in the Recueil Electronique des Sociétés et Associations, the official gazette of the Grand Duchy of Luxembourg (RESA).

### SECTION 2 Depositary and central administration agent

The Fund's Depositary and central administration agent is CACEIS Bank, acting through its Luxembourg branch (CACEIS Bank, Luxembourg Branch).

With the approval of the CSSF, the Management Company has entered into an agreement ("Central Administration Services Agreement") appointing CACEIS Bank, Luxembourg Branch as Central Administration Agent.

This agreement is concluded for an indefinite period and may be terminated by either party with three months' written notice.

In its capacity as central administration agent, CACEIS Bank, Luxembourg Branch, performs, in particular, the calculation of the net asset value of the Fund's units for each existing unit class, the accounting, the preparation of the annual and semi-annual financial statements and all central administration tasks, and cooperates with the auditors.

In its capacity as transfer agent and registrar, CACEIS Bank, Luxembourg Branch, will, in particular, process subscription, redemption and conversion orders, and maintain the register of unitholders. In this capacity, it is also responsible for monitoring anti-money laundering measures under the AML Regulations. CACEIS Bank, Luxembourg Branch, may request documents necessary for the identification of holders of registered units.

1. The Management Company has appointed CACEIS Bank, acting through its Luxembourg branch (CACEIS Bank, Luxembourg Branch), as the sole Depositary of the Fund. The function of the Depositary is governed by the 2010 Law, as amended, any directly applicable European laws, the pronouncements of the CSSF, the Prospectus and the Depositary Agreement. The Depositary acts independently of the Management Company and in the sole interests of the Unitholders.

2. The Depositary and the Management Company shall be entitled to terminate the appointment of the Depositary at any time by giving three months' written notice. Termination will take effect when another bank which fulfils the requirements of the 2010 Law assumes the duties and functions of depositary in accordance with the Management Regulations. Until such time, the existing Depositary will continue to perform its duties and functions as Depositary in accordance with Article 18 of the Law of 2010 in full, in order to protect the interests of unitholders.

3. The Depositary holds all securities, liquid assets and other assets of the Fund in safekeeping in blocked accounts or deposits, which can only be disposed of in accordance with the provisions of this Prospectus and the Law of 2010.

4. The Depositary ensures that:

a) Fund unit sales, issues, redemptions, cancellations, and related payments are carried out in accordance with Luxembourg law and the Management Regulations of the Fund;

b) calculation of the value of units in the Fund is carried out in accordance with Luxembourg law and the Management Regulations of the Fund;

c) the instructions of the Management Company are complied with, unless they are in breach of Luxembourg law or the Management Regulations of the Fund;

d) the equivalent value resulting from transactions in Fund assets is transferred to the Fund within the usual time limits;

e) the income of the Fund is used in accordance with Luxembourg law and the Management Regulations of the Fund.

5. The Depositary ensures that the Fund's cash flows are effectively and properly monitored, and specifically ensures that all payments for the subscription of units in the Fund by investors or on behalf of investors are received, and that all monies of the Fund are recorded in cash accounts, which:

a) are opened in the name of the Fund, the name of the Management Company acting on behalf of the Fund or the name of the Depositary acting on behalf of the Fund;

b) are opened with an institution referred to in Article 18(1) a, b and c of Commission Directive 2006/73/EC;

c) are managed in accordance with the principles defined in Article 16 of Directive 2006/73/EC.

If the cash accounts are opened in the name of the Depositary acting on behalf of the Fund, neither the monies of the cited institution nor monies of the Depositary may be booked to such accounts.

6. a) For financial instruments within the meaning of the Law of 2010 that may be held in custody, the following shall apply:

aa) The Depositary shall hold in custody all financial instruments which may be entered in an account for financial instruments in the custody account and all financial instruments which may be physically delivered to the Depositary.

ab) The Depositary shall ensure that all financial instruments which may be recorded in the custody account in an account for financial instruments are properly registered in the books of the Depositary in separate accounts opened in the name of the Fund or of the Management Company acting on its behalf, in accordance with the principles laid down in Article 16 of Directive 2006/73/EC, so that the financial instruments can at all times be clearly identified as belonging to the Fund in accordance with applicable law.

b) For other assets, the following shall apply:

ba) The Depositary shall verify that the Fund or the Management Company acting on behalf of the Fund is the owner of the relevant assets based on information and documents provided by the Fund or the Management Company and, where available, other external proof.

bb) The Depositary keeps up-to-date records on checks made on assets to verify that the Fund or the Management Company acting on behalf of the Fund is the owner of such assets.

7. The Depositary provides the Management Company with a comprehensive list of all assets of the Fund on a regular basis.

8. The assets held in custody by the Depositary or by a third party to which the depositary function has been delegated may not be reused by the Depositary or such third party for their own account. Reuse means any transaction in the assets held in custody including the transfer, pledge, sale or loan of such assets. The assets held in custody by the Depositary may only be reused if:

a) reuse of the assets is for the account of the Fund;

b) the Depositary is acting on the instructions of the Management Company acting on behalf of the Fund;

c) the reuse is to the benefit of the Fund and in the interests of unitholders; and

d) the transaction is covered by high-quality liquid collateral received by the Fund under a title transfer agreement.

The market value of the collateral must at all times be at least as high as the market value of the assets being reused plus an uplift.

9.a) The Depositary may only outsource the custody tasks referred to in points 6a) and b) above to another company (sub-depositary) on the following conditions:

aa) The tasks are not transferred with the intention of circumventing the provisions of the Law of 2010.

ab) The Depositary can prove that there are objective grounds for the transfer.

ac) The Depositary has selected and appointed the third party to which it wishes to transfer part of its tasks with the necessary expertise, care and conscientiousness, and carries out regular checks and ongoing controls on third parties to which parts of its tasks have been transferred and on the agreements with third parties concerning the transferred tasks, with the necessary expertise, care and conscientiousness.

b) The Depositary ensures that the sub-depositary complies with the following conditions at all times when carrying out the tasks transferred to it:

ba) The sub-depositary has an appropriate and suitable organisational structure and specialist knowledge to handle the type and complexity of assets of the Fund or of the Management Company acting on the Fund's behalf, which are entrusted to it.

bb) With regards to the custody tasks referred to under point 6. aa) above, the sub-depositary is subject to effective regulatory supervision including minimum capital requirements, to appropriate legal supervision in the relevant jurisdiction, and to regular external audits in order to ensure that the financial instruments are in its possession.

bc) The sub-depositary separates the assets of the clients of the Depositary from its own assets and from the assets of the Depositary in such a way that they can be clearly identified as the property of clients of a specific depositary at all times.

bd) The Depositary will take all necessary steps to ensure that in the event of the insolvency of the third party, the assets of the Fund held in custody at the third party cannot be distributed to the creditors of the third party or used for their benefit.

c) If the legal provisions of a third country require certain financial instruments to be held in custody with a local institution, and none of the local institutions comply with the appointment requirements referred to in point 9. bb) above, the Depositary may only transfer its depositary tasks to a local institution to the extent and for as long as this is required under the laws of this third country and none of the local institutions meet the requirements for a sub-depositary; the first half sentence shall apply subject to the following conditions:

ca) Prior to investment, investors in the relevant fund must be properly informed of the requirement to transfer custody in this way due to legal restrictions in the third country, the circumstances justifying such transfer, and the risks associated with such transfer.

cb) The Management Company acting on behalf of the Fund must instruct the Depositary to transfer custody of these financial instruments to such a local institution. The sub-depositary can further transfer these tasks on the same conditions.

Neither the provision of services within the meaning of Directive 98/26/EC of the European Parliament and of the Council by the securities settlement systems cited for the purposes of Directive 98/26/EC nor the provision of comparable services by securities settlement systems in third countries shall be considered as a transfer of depositary functions.

10. The Depositary is liable vis-à-vis the Fund and its unitholders for any losses by the Depositary or a third party to which custody of financial instruments held in safekeeping pursuant to 6.a) was transferred.

If a financial instrument held in custody is lost, the Depositary shall immediately give the Management Company acting on behalf of the Fund a financial instrument of the same kind or shall repay a corresponding sum. The Depositary shall not be liable if it can prove that the loss is attributable to outside events that could not be reasonably controlled and whose consequences were unavoidable in spite of all appropriate efforts. The Depositary is also liable vis-à-vis the Fund and the investors in the Fund for all other losses that they may suffer as a result of the Depositary's negligent or intentional failure to fulfil the duties of depositary under this law.

The liability of the Depositary shall remain unaffected by any transfer of custodial duties to a sub-depositary in accordance with point 8.

The liability of the Depositary cannot be excluded or limited by agreement. Any such agreement shall be null and void.

Unitholders of the Fund can assert the liability of the Depositary directly or indirectly via the Management Company, provided that this does not result in any duplication of claims or the inequitable treatment of unitholders.

11. In performing its tasks, the Depositary acts honestly, fairly, professionally, independently and exclusively in the interests of the Fund and its investors.

### SECTION 3 Management Company

1. The Management Company acts independently of the Depositary and exclusively in the interests of unitholders. Its management powers extend to the exercise of all rights relating directly or indirectly to the assets of the relevant Fund or the relevant unit class. It may appoint an investment adviser and take advice from an investment committee under its own responsibility and at its own cost.

2. The Management Company is entitled to acquire assets for the Fund in accordance with the provisions of these

Management Regulations with the monies invested by the unitholders, to resell these assets and to invest the proceeds elsewhere. It is further empowered to accomplish all other legal acts proceeding from the management of the assets of the Fund.

3. For the fulfilment of its duties as defined in the Law of 2010, the Management Company is authorised to delegate its functions and duties in full or in part to third parties, provided it retains responsibility for and supervision of such third parties. The resulting costs are borne by the Management Company in accordance with the cost rules in Section 14 of these Management Regulations.

The Management Company may outsource part of the activities for which it is responsible. It has delegated the following functions to third parties in order to enhance the efficiency of operations: central administration, and marketing and distribution. A detailed description of the delegation of the aforementioned functions to third parties can be found in the following sections of the Prospectus: Central Administration Agent and Distribution.

The Management Company always acts in the best interests of unitholders and in accordance with the provisions of the Law of 2010, the Prospectus and the Management Regulations. In compliance with the relevant articles of the Law of 2010, the Management Company fulfils the requirements which Luxembourg law imposes on its organisation, the outsourcing requirements, risk management procedures, supervisory rules, applicable rules of conduct for the management of the assets of UCITS, and reporting duties.

#### SECTION 4 Definitions

The following definitions shall apply:

*"CSSF"*

The Luxembourg financial sector supervisory authority (*Commission de Surveillance du Secteur Financier*).

*"Derivatives"*

Derivative financial instruments, in particular options, futures and swaps.

*"Third country"*

A country that is not a Member State.

*"Money market instruments"*

Instruments that are normally traded on the money market, are liquid and whose value can be accurately determined at any time.

*"Total return swap"*

A derivative contract within the meaning of Article 2(7) of Regulation (EU) 648/2012, whereby a counterparty transfers to another counterparty the total return of an underlying liability including income from interest and fees, profits and losses from price fluctuations, and credit losses.

*"Law of 2010" or "UCITS Law"*

Law of 17 December 2010 on undertakings for collective investment (including subsequent amendments and additions).

*"Equity investments"*

- Shares in companies which are admitted to official trading on an exchange or admitted to or included in another organised market within the meaning of the German Investment Tax Act;
- shares of capital companies located in a Member State of the European Union or another signatory state of the Agreement on the European Economic Area, which are subject to taxation of income for capital companies there and are not exempt from it;
- Shares in companies that are located in a third country and that are subject to corporation tax in that country of at least 15% and are not tax-exempt;
- units in other investment funds at the level, published each valuation day, at which they actually invest in the aforementioned units of capital companies; where no actual level is published, at the minimum level set out in the terms of investment of the other investment fund.

*"Member State"*

A Member State of the European Union and signatory states to the Agreement on the European Economic Area, within the limits defined by this Agreement and the related agreements.

“OECD country”

For the purposes of these Management Regulations, all countries that are full members of the Organisation for Economic Co-operation and Development are OECD countries.

“UCI”

Undertaking for collective investment.

"UCITS"

Undertaking for collective investment in transferable securities governed by Directive 2009/65/EC.

"Directive 2009/65/EC"

Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (a “UCITS”).

“Directive 2014/91/EU”

Directive 2014/91/EU of the European Parliament and of the Council of 23 July 2014 amending Directive 2009/65/EC on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) as regards depositary functions, remuneration policies and sanctions.

“Month-end position”

Holdings on the last business day of each month, i.e. the holdings determined at month-end.

“Securities”

- Shares and other securities equivalent to shares (the "Shares")
- Debt securities and other securitised debt instruments (the "Debt Securities")
- any other negotiable securities giving the right to acquire securities by subscription or exchange, excluding the techniques and instruments referred to in Section 6.

“Securities financing transactions”

“Securities financing transactions” within the meaning of Article 3.11 of the Regulation (EU) 2015/2365 of 25 November 2015 (SFTR):

- Repurchase transactions and reverse repurchase transactions
- Securities or commodities lending transactions,
- Buy/sellback transactions,
- Sell/buyback transactions.

## SECTION 5 Investment principles and restrictions

1. The investment objectives and the specific investment policy of the Fund are based on the following general guidelines in the Special Section of the Management Regulations. Unless otherwise stated in the Special Section of the Management Regulations, the Fund assets may generally be invested in:

- a) securities and money market instruments that are listed or traded on a regulated market as defined in Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments;
- b) securities and money market instruments traded on another regulated market of a Member State, which operates regularly and is recognised and open to the public;
- c) securities and money market instruments officially listed on a securities exchange in a non-EU Member State or traded on another regulated market in a non-EU Member State that operates regularly and is recognised and open to the public;
- d) newly issued securities and money market instruments, provided the terms of issue stipulate that an application must be made for admission to official listing on one of the securities exchanges or regulated markets mentioned under (a) to (c), and that this admission must be granted within one year of the issue of the securities;
- e) units of authorised UCITS pursuant to Directive 2009/65/EC and/or other UCIs within the meaning of Article 1(2)a) and b) of Directive 2009/65/EC, irrespective of whether they are established in a Member State, providing that:

- such other UCIs have been approved in accordance with legislation subjecting them to prudential supervision that, in the opinion of the CSSF, is equivalent to that which applies under Community law (currently the United States of America, Canada, Switzerland, Hong Kong, Japan, Iceland, Liechtenstein, Norway, Jersey and Guernsey) and that adequate provision exists for ensuring cooperation between authorities;
- the level of protection afforded to unitholders of the other UCIs is equivalent to that afforded to unitholders of a UCITS and, in particular, regulations apply that are equivalent to those in Directive 2009/65/EC governing the segregation of assets, borrowing, lending and the short-selling of securities and money market instruments;
- the business operations of the other UCIs are the subject of annual and semi-annual reports that permit an assessment to be made of the assets and liabilities, income and transactions arising during the reporting period; and
- the UCITS or other UCIs, whose units are to be acquired, may invest no more than 10% of their assets in units of other UCITS or UCIs pursuant to their Management Regulations or articles of incorporation;

f) sight deposits or demand deposits with a maximum term of 12 months with credit institutions, providing that the relevant credit institution has its registered office in a Member State, or if the registered office is in a third country, providing that the credit institution is subject to prudential supervision which, in the opinion of the CSSF, is equivalent to that which applies under Community law;

g) derivative financial instruments (“derivatives”), specifically including options, futures and swaps, including equivalent cash-settled instruments, that are traded on one of the regulated markets listed in (a), (b) and (c) above, and/or derivatives that are not traded on a stock exchange (“OTC derivatives”), provided that:

- the underlyings are instruments within the meaning of this paragraph a) to h), or are financial indices, interest rates, foreign exchange rates or currencies in which the Fund may invest in accordance with the cited investment objectives in the Special Section of the Management Regulations;
- the counterparties in OTC derivatives transactions are institutions subject to prudential supervision in one of the categories authorised by the CSSF; and
- the OTC derivatives are valued daily in a reliable and verifiable manner and may be sold, liquidated or settled by means of a back-to-back transaction at any time, upon the Fund’s initiative and at the appropriate fair value.

h) money market instruments that are not admitted to trading on a regulated market and do not comply with the definition in Section 4, providing that the issuer or the issuer of these instruments is itself subject to deposit and investor protection regulations, and providing that they are:

- issued or guaranteed by a central, regional or local authority or the central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, a third country, or, in the case of a country that is a federation, a member state of the federation, or by a public international institution to which at least one Member State belongs; or
- issued by an undertaking whose securities are traded on the regulated markets listed under letters (a), (b) and (c); or
- issued or guaranteed by an institution that is subject to prudential supervision in accordance with the criteria laid down by Community law or by an institution that is subject to supervision that, in the opinion of the CSSF, is at least as stringent as that provided for by Community law, and the institution complies with this; or
- issued by other issuers belonging to a category approved by the CSSF, provided that investor protection regulations that are equivalent to those in the first, second or third points above apply to investments in these instruments, and provided that the issuers constitute either a company with equity capital amounting to at least ten million euros (EUR 10,000,000) that prepares and publishes its annual accounts in accordance with the Fourth Council Directive 78/660/EEC, or an entity within a group encompassing one or more listed companies and responsible for its financing, or an entity which is to fund the securitisation of liabilities by means of a credit line provided by a bank.

2. The Fund may also:

a) invest up to 10% of its net fund assets in securities and money market instruments other than those listed in paragraph 1;

b) hold up to 20% of its net fund assets in cash on a temporary and supplementary basis – this upper limit may be exceeded temporarily for a period deemed absolutely necessary provided this is justified by extraordinarily unfavourable market conditions and is considered to be in the interests of unitholders;

c) invest up to 49% of its net fund assets in money market funds or commercial paper. In exceptional cases, these assets may make up more than 49% of net fund assets on a temporary basis, if and to the extent that this is considered to be in the interests of unitholders;

d) take out short-term loans for up to an equivalent amount of 10% of its net fund assets. Hedging transactions in connection with the sale of options, or the purchase or sale of forward contracts and futures do not qualify as borrowing for the purposes of this investment restriction;

e) acquire currencies as part of back-to-back transactions.

### 3. Risk mitigation

a) The Fund may not invest more than 10% of its net fund assets in the securities or money market instruments of a single issuer. The Fund may not invest more than 20% of its net fund assets in deposits at a single institution. The counterparty loss exposure in relation to Fund transactions involving OTC derivatives may not exceed 10% of its net fund assets, providing that the counterparty is a credit institution within the meaning of paragraph 1f). In all other cases, the maximum exposure must not exceed 5% of net fund assets.

b) The value of securities and money market instruments of all issuers in which the Fund has invested more than 5% of its net fund assets, may not in total exceed 40% of the value of its net fund assets. This restriction does not apply to deposits and transactions involving OTC derivatives executed with financial institutions that are subject to prudential supervision.

Irrespective of the individual upper limits referred to in a), the Fund may invest a maximum of 20% of its net fund assets in a single institution in a combination of:

- securities or money market instruments issued by this institution and/or
- deposits with this institution and/or
- OTC derivatives transactions with this institution.

c) The upper limit referred to in a) sentence 1 is 35% if the securities or money market instruments are issued or guaranteed by a Member State or its regional authorities, by a third country or by a public international body to which at least one Member State belongs.

d) The upper limit referred to in a) sentence 1 is 25% for certain debt instruments, which are issued by a credit institution with its registered office in a Member State and that is subject to special prudential supervision as a result of legal provisions for the protection of holders of these debt instruments. Specifically, the proceeds of the issue of these debt instruments must be invested, in accordance with statutory provisions, in assets which will provide sufficient cover for the liabilities arising in connection with the debt instruments for the entire term of these securities. The assets in which the proceeds are invested must be earmarked primarily for repaying the principal and paying the interest in the event of the issuer's default.

If the Fund invests more than 5% of its net fund assets in debt instruments as defined in the previous subparagraph that are issued by a single issuer, the total value of those investments may not exceed 80% of the value of the net fund assets of the Fund.

e) The securities and money market instrument referred to in c) and d) shall not be taken into account when applying the 40% investment limit specified in b).

The limits referred to in a), b), c) and d) are not cumulative; accordingly, investments made in accordance with a), b), c) and d) in the securities or money market instruments of a single issuer, in deposits with and the derivatives of this same issuer must not exceed 35% of net fund assets.

Management companies belonging to the same group for the purposes of consolidated accounts, as defined by Council Directive 83/349/EEC or recognised international accounting rules, must be treated as a single issuer for the calculation of the investment limits set out in points a) to e) of this section.

The Fund may cumulatively invest up to 20% of its net assets in the securities and money market instruments of a single group.

f) Without prejudice to the investment limits laid down in j), k) and l), the upper thresholds referred to in a) to e) for investments in equities and/or debt instruments of a single issuer shall be 20% if, according to the Special Section of the Management Regulations, the aim of the Fund's investment policy is to replicate the composition of a certain equity or debt security index recognised by the CSSF. This is subject to the proviso that

- the composition of the index is sufficiently diversified;
- the index is an appropriate benchmark for the market it represents;
- the index is published in an appropriate manner.

g) The limit prescribed in f) may be raised to 35% if justified by extraordinary market conditions, in particular, in regulated markets which are dominated by certain securities and money market instruments. An investment up to

this level is only possible for a single issuer.

h) In derogation of the provisions of a) to e), the CSSF may authorise the Fund, in the interests of risk diversification, to invest up to 100% of its net fund assets in the securities and money market instruments of various issues that are guaranteed or issued by a Member State or its local authorities, an OECD member state, or a public international body to which one or more Member States belong.

The CSSF will only grant such approval if it considers that the unitholders of the UCITS enjoy the same protection as the unitholders of UCITS that comply with the restrictions of Articles 43 and 44 of the Law of 2010.

These UCITS must hold securities from at least six different issues, and securities from a single issue may not account for more than 30% of fund assets.

The UCITS referred to in h) must expressly state in their Management Regulations the countries, local authorities and public international bodies which are the issuers or guarantors of the assets in which the UCITS intends to invest more than 35% of its net assets.

Furthermore, the UCITS referred to in h) must issue a statement highlighting this approval in their prospectus or marketing material and indicating the countries, local authorities and public international bodies in whose assets they intend to invest or have invested more than 35% of their net fund assets.

i) Up to 10% of net fund assets may be invested in units of other investment funds, providing such investment funds are UCITS and/or other UCIs within the meaning of paragraph 1e).

If the Fund has acquired units of a UCITS and/or other UCIs, the investment assets of this UCITS or other UCIs are not included for the purposes of calculating the upper limits referred to in points a) to e).

If the Fund acquires units of other UCITS and/or UCIs that are directly or indirectly managed by the same Management Company or by a different company with which the Management Company is associated, either through common management or control, or by way of a significant direct or indirect holding, neither the Management Company nor the other company is entitled to charge fees for unit subscriptions or redemptions by the Fund in those other UCITS and/or UCIs. The entry charges, redemption fees, and management fees paid by the Fund are shown in the relevant annual report.

Only units in open-ended target funds may be acquired.

j) The Management Company must not acquire for the Fund and for the totality of the UCITS that it manages enough voting shares in an issuer to enable it to exert significant influence over the management of the issuer.

k) Furthermore, the Fund may not acquire more than:

- 10% of the non-voting shares of a single issuer;
- 10% of the debt instruments of a single issuer;
- 25% of the units of a single UCITS and/or other UCI;
- 10% of the money market instruments of a single issuer

The limits prescribed in the second, third and fourth points need not be respected upon acquisition, if the gross amount of the debt instruments or money market instruments or the net amount of the issued units cannot be calculated at the time of acquisition.

l) The previous provisions under points j) and k) do not apply to:

la) securities and money market instruments issued or guaranteed by a Member State or its local authorities;

lb) securities and money market instruments issued or guaranteed by a third country;

lc) securities and money market instruments issued by public international bodies to which one or more Member States belong;

ld) shares in companies incorporated under the laws of a non-Member State, providing that:

- such companies primarily invest their assets in the securities of issuers from this same country,
- a participation in the capital of such companies is the only way for the Fund to acquire the securities of issuers in that country, in accordance with that country's laws, and,
- in relation to their investment in assets, such companies comply with the investment restrictions referred to in a) to e) and i) to k) above.

m) At least 25% of the net fund assets are invested in equity investments within the meaning of Section 4 of these Management Regulations.

For equity investment, the provisions of Article 41 of the Law of 2010 are taken into account regarding the regulated market.

4. Without prejudice to any contrary provisions contained herein:

- a) the Fund need not comply with the investment limits prescribed in paragraphs 1 to 3 when exercising subscription rights related to securities or money market instruments held in the Fund assets;
- b) if these provisions are exceeded for reasons beyond its control or as a result of subscription rights, the Fund shall endeavour, as a priority, to correct this situation via sales, whilst bearing in mind the interests of unitholders;
- c) without prejudice to its obligation to ensure compliance with the principle of risk diversification, the Fund may deviate from the investment restrictions of paragraph 3 (Risk mitigation) for a period of six months after its admission;
- d) the Board of Directors of the Fund is entitled to impose additional investment restrictions where this is necessary to comply with legal and administrative provisions in countries in which Fund units may be offered or sold.

## SECTION 6 Efficient portfolio management techniques

Pursuant to CSSF Circular 14/592, the Fund may use efficient portfolio management techniques. This includes all forms of derivative transactions, securities lending and repurchase agreements.

Such techniques and instruments are used in accordance with legal requirements. These techniques and instruments are used in the best interests of the Fund. The corresponding risk information is explained in the Prospectus in the chapter: Risk Information. Details of the direct and indirect costs and fees in connection with these efficient portfolio management techniques and instruments can be found in Section 14: Costs. This means that the Fund receives all income related to such techniques and instruments, after deduction of the direct and indirect costs described in the Prospectus and Management Regulations.

### 1. Use of derivatives

- a) The Fund may – subject to an appropriate risk management system – invest in all forms of derivatives for which the underlyings are assets that may be acquired for the Fund, or interest rates, exchange rates, currencies or financial indices which are sufficiently diversified, represent an adequate benchmark for the market to which they refer and are published in an appropriate manner. These include in particular: options, financial futures contracts and swaps, as well as combinations thereof. They may be used both for hedging purposes and as part of the investment strategy.
- b) Derivatives are used within the investment limits for the efficient management of Fund assets and for maturity and risk management of the investments.

### 2. Securities financing transactions

The Prospectus indicates and expressly states whether the Fund enters into securities financing transactions. If the Fund does enter into securities financing transactions, the Prospectus will include a general description of the securities financing transactions and total return swaps used by the Fund, the exact conditions for the use of such securities financing transactions, and the grounds/objectives for and impacts of their use, where applicable, including their contribution to the investment strategy. The Prospectus will also indicate:

- the full information to be reported for each type of securities financing transaction and total return swap,
- the type of assets that may be used in such transactions,
- the maximum proportion of assets under management that may be used in such transactions,
- the maximum proportion of assets under management that are expected to be used in such transactions,
- the criteria for selecting counterparties,
- the collateral accepted by types of assets, issuers, maturity and liquidity, and diversification and correlation strategies,
- a description of the methods for valuing collateral and its principles, and an indication of whether daily market valuations and daily margin calls are used,
- a description of the risks related to securities financing transactions and total return swaps and the risks related to collateral management (e.g. operational, liquidity, counterparty, custodial and legal risks, and, where applicable, risks related to their reuse),
- a description of the gross income and costs/fees arising from the use of securities financing transactions,
- a description of any potential conflicts of interest arising from the use of securities financing transactions,
- how the assets used in securities financing transactions and total return swaps, and any collateral received are

held in safekeeping,

- any (legal or self-imposed) restrictions on the reuse of collateral,
- the split of returns achieved through securities financing transactions and total return swaps.

### 3. Securities lending transactions

a) The Fund is authorised to lend securities included in its assets to a counterparty for a specified period in return for compensation in line with prevailing market rates. The Fund ensures that any securities transferred as part of a securities lending transaction can be returned at any time, and that any securities lending agreements can be terminated at any time.

b) Unless the investment guidelines of the Fund impose other restrictions, the Fund may conclude securities lending transactions. The relevant restrictions can be found in CSSF Circular 08/356, as amended.

c) These transactions may be entered into for one or more of the following purposes: (i) risk mitigation, (ii) cost reduction, and (iii) to generate additional capital or income growth with a level of risk that corresponds to the risk profile of the Fund and the provisions on risk diversification to which it is subject. These transactions may be carried out in relation to 100% of the Fund, providing that: (i) the transaction volume is always held at an appropriate value or the return of the loaned securities can be requested so that the Fund can, at all times, meet its redemption obligations, and (ii) these transactions do not jeopardise the management of the Fund assets in accordance with its investment policy. These risks are managed as part of the Management Company's risk management procedures.

d) The Fund may only enter into securities lending transactions if the following provisions are complied with:

- The Fund may only lend securities via a standardised system operated by a recognised clearing house or via a securities lending programme operated by a first-class financial institution which is specialised in such transactions and subject to prudential rules that the CSSF considers equivalent to the rules laid down in European Community law.
- The borrower must be subject to prudential rules that the CSSF considers equivalent to the rules laid down in European Community law.
- The counterparty risk as a result of one or more securities lending transactions with a single counterparty (for clarification, this can be reduced by the use of collateral) may not exceed 10% of the assets of the Fund for financial institutions covered by Article 41(1)(f) of the Law of 2010, or 5% of its assets in all other cases.

e) The Management Company discloses the total value of securities lent in the Fund's semi-annual and annual reports.

f) Synthetic securities lending transactions are also permissible. Synthetic securities lending occurs when a security in the Fund is sold to a counterparty at the current market price. The sale is concluded on the condition that the Fund simultaneously receives from the counterparty an unleveraged option certificate entitling the Fund to request, at a later date, the delivery of securities of the same type, quality and quantity as the securities sold. The option price corresponds to the actual market price from the sale of the securities less (i) the securities lending fee, (ii) the income (e.g. dividends, interest payments, corporate actions) from the securities that can be reclaimed upon exercise of the option, and (iii) the exercise price of the option. The option is exercised during its term at the exercise price. If the securities underlying the synthetic securities lending transaction are sold during the term of the option in order to implement the investment strategy, this can also be carried out by selling the option at the prevailing market price less the exercise price.

### 4. Repurchase transactions

a) Unless otherwise provided for in the investment guidelines of the Fund, the Fund may enter into repurchase agreements, which consist of the purchase and sale of securities and include the right or obligation of the seller to repurchase the securities sold from the buyer at a price and on terms contractually agreed by both parties; it may also enter into reverse repurchase agreements, which consist of futures transactions which, upon maturity, oblige the seller (counterparty) to repurchase the sold securities and the Fund to return the securities received under the transaction; (together referred to as "repurchase agreements").

b) The Fund may act as buyer or seller in an individual or in a series of consecutive repurchase agreements. However, such transactions are subject to the following provisions:

- The Fund may only buy or sell securities as part of a repurchase agreement if the counterparty to the transaction is subject to prudential rules that the CSSF considers equivalent to the rules laid down in European Community law.
- The counterparty risk as a result of one or more repurchase agreements with a single counterparty (for clarification, this can be reduced by the use of collateral) may not exceed 10% of the assets of the Fund for financial institutions covered by Article 41(1)(f) of the Law of 2010, or 5% of its assets in all other cases.

- During the term of a repurchase agreement in which the Fund acts as buyer, it may only sell the security covered by the repurchase agreement once the counterparty has exercised its right to repurchase this security or the period for potential repurchase has expired, unless the Fund has other covering funds.
- The Fund will ensure that it can, at all times, request the return of the full cash amount, or end the repurchase agreement either on the basis of the full accrued amount or at a mark-to-market value. If return of the cash amount at a mark-to-market value can be requested at any time, the mark-to-market value of the repurchase agreement shall be used when calculating the net asset value of the Fund.
- The Fund will ensure that it can, at all times, request the return of the underlying securities or end the repurchase agreement. Repurchase agreements with a duration of up to 7 days should be considered as agreements under which the Fund may request the return of the assets at any time.
- Securities acquired by the Fund under repurchase agreements must comply with the Fund’s investment policy and investment restrictions and are limited to:
  - (i) short-term bank certificates or money market instruments pursuant to the definition in EU Directive 2007/16/EC of 19 March 2007;
  - (ii) the bonds of non-government issuers that offer adequate liquidity; or
  - (iii) assets referred to in Section 6 under securities lending transactions.

c) The Management Company discloses the total amount of open repurchase agreements in its annual and semi-annual reports.

5. Collateral management for transactions involving OTC derivatives and techniques for efficient portfolio management

- a) For transactions involving OTC derivatives, securities lending and reverse repurchase transactions, the Management Company may receive collateral to reduce counterparty risk.
- b) The Management Company only accepts cash and securities as collateral against obligations.

Cash in the form of bank deposits must be held in blocked accounts either at the Depository of the Fund or, with the Depository’s consent, at another credit institution.

- c) Any cash received as collateral is not reinvested. Any non-cash collateral received will not be sold, reinvested or pledged.
- d) The Management Company ensures that the legal requirements on collateral management for transactions involving OTC derivatives and techniques for efficient portfolio management are followed, in particular the provisions of ESMA Guidelines 14/937.

Discounts or haircuts are calculated for collateral to reflect market pricing risk, currency risk and liquidity risk in the underlying collateral.

The Management Company follows a haircut strategy whereby different haircuts are applied depending upon the type of collateral and the related risks.

The following list indicates the level of haircut applied, depending on the type of collateral received, and, for example, the counterparty creditworthiness, maturity, currency and price volatility of the asset:

Type of collateral	Valuation haircuts
Cash in the Fund currency	0%
Cash in a currency other than the Fund currency, but excluding EUR, CHF, USD	up to 10%
Bonds and/or other debt instruments or claims, with a fixed or variable interest rate	up to 10%
In exceptional cases, other assets may be accepted which meet the collateral requirements	up to 30%

e) The Fund does not enter into unsecured OTC transactions. However, a minimum amount for the transfer of collateral is routinely agreed, and it may be that this minimum amount, which is usually set at EUR 250,000, is not reached in a specific case and therefore there is no immediate provision of collateral.

f) Securities lending transactions are fully collateralised. The collateral value is equal to the listed price of the securities transferred plus the corresponding income. Collateral furnished by the borrower may not fall below the collateral value plus a premium in line with standard market practice.

g) Collateral must be received before or at the same time as the transfer of the loaned securities for a securities lending transaction. If securities are lent via intermediaries, the transfer of securities may be made prior to the receipt of collateral, providing the intermediary guarantees proper completion of the transaction. Such intermediaries may provide collateral instead of the borrower.

h) As the provision of cash as collateral represents a credit risk for the Management Company vis-à-vis the administrator of this collateral, this is subject to the 20% restriction indicated in Article 43(1) of the Law of 2010. Furthermore, such cash collateral may not be held in custody by the counterparty, unless the Management Company is legally protected against the consequences of a payment default by the counterparty.

i) The Management Company ensures that it can enforce its rights in relation to the collateral if an event occurs requiring those rights to be exercised; i.e., the collateral must at all times be available, either directly or via the intermediary of a first-class financial institution or a wholly owned subsidiary of this institution, in a form that enables the Management Company to appropriate or realise the assets provided as collateral, should the counterparty fail to honour its duty to return the loaned securities.

j) The collateral may not be otherwise used as collateral or pledged throughout the term of the agreement, unless the Management Company receives other covering funds.

k) Any Fund accepting collateral for more than 30% of its assets must have an appropriate stress test strategy to ensure that regular stress tests are carried out, both under normal and under extraordinary liquidity conditions, so that the Fund can assess the liquidity risk associated with the collateral. The strategy for liquidity stress tests must include at least provisions covering the following aspects:

ka) concept for the stress test scenario analysis including calibration, certification and sensitivity analysis;

kb) an empirical approach for the estimation of consequences, including back-testing of liquidity risk estimates;

kc) reporting frequency and reporting limits/loss tolerance threshold(s);

kd) measures for loss mitigation, including haircut strategies and gap risk protection.

## SECTION 7 Risk management procedures

As part of the management of the Fund, a risk management process is employed that enables the Management Company to monitor and measure the risk associated with the Fund's investment positions and their respective contribution to the overall risk profile of the investment portfolio at all times.

The Management Company monitors the Fund in compliance with the Law of 2010 and the applicable management provisions of the CSSF, in particular, CSSF Regulation 10-4. It regularly reports to the CSSF on the risk management process employed.

a) As part of the risk management process, the Management Company uses the following methods:

### *Commitment approach:*

The "commitment approach" is based on the market value of the underlying assets. Under the commitment approach, derivative financial instrument positions are converted into their corresponding underlying equivalents using the delta approach. Netting and hedging effects between derivative financial instruments and their underlyings are taken into account.

### *VaR approach:*

The value-at-risk (VaR) ratio is a risk measure that corresponds to the potential loss of the Fund at a given probability (confidence level) during a given period.

### *Relative VaR approach:*

Under the relative VaR approach, the Fund's VaR will not exceed the VaR of a derivative free reference portfolio with the same market value by more than 100%. As such, the reference portfolio generally depicts the Fund's investment policy accurately.

### *Absolute VaR approach:*

In the absolute VaR approach, the VaR of the Fund may not exceed a certain limit in relation to the fund assets.

b) The risk management process for limiting market risk is specified for the Fund in the Management Regulations.

c) The Management Company's target is to restrict the increase in overall risk in Fund assets as a result of the use of derivatives to 100% (leverage). However, this degree of leverage may be exceeded in exceptional circumstances.

The Management Company calculates leverage in accordance with the management provisions of the responsible supervisory authority and using the commitment approach.

Information on the Fund's risk profile, which is in accordance with the techniques and instruments mentioned above, can also be found in the Key Information Documents

### SECTION 8 Compliance with acquisition limits

The restrictions referred to in Section 5 apply at the time of acquisition. If percentages are subsequently exceeded due to price changes or reasons other than additional acquisitions, the Management Company will attempt to immediately return to within the prescribed limits, with consideration for the best interests of unitholders.

### SECTION 9 Unauthorised transactions

The Fund may not:

1. Purchase securities or money market instruments if their sale is subject to restrictions on the basis of contractual agreements;
2. Take on liabilities in connection with the acquisition of partly paid securities, money market instruments or other financial instruments listed under Section 5(1)e), g) and h), which – in conjunction with loans pursuant to Section 5(2)c) – would exceed 10% of net fund assets;
3. Grant loans or assume third-party guarantees;
4. Make short sales of securities, money market instruments or other financial instruments listed in Section 5(1)e), g) and h);
5. Pledge or encumber, transfer as collateral or assign as security any of the assets of the Fund, except as part of transactions that are permissible under these Management Regulations;
6. Acquire precious metals with physical delivery.

### SECTION 10 Fund units and unit classes

1. The unitholders have an interest in the assets of the Fund as co-owners in proportion to their holding. Units are issued as bearer or registered units. If registered units are issued, these are registered by the registrar and transfer agent in the unit register of the unit class. Units may be provided, inter alia, through Clearstream Banking, Euroclear, FundSettle, Vestima and/or other centralised management systems. Unitholders are advised that Euroclear will only accept deliveries for whole units. Neither the issue of bearer units nor the issue of registered units entitles the unitholder to receive physical certificates. Units may only be purchased for holding in custody accounts.

2. Units are transferable, unless restrictions are defined in the Prospectus. When a Unit is transferred, the rights certified therein shall also be transferred.

3. All Fund units have equal rights, unless the Management Company decides to issue different unit classes for the Fund.

4. The Management Company may provide for different unit classes. All units are equally entitled to the income, capital gains and liquidation proceeds of their unit class, from the day of issue.

a) Unit classes may be formed for the Fund which differ, in particular, in terms of the investors who may acquire and hold units, the income distribution policy, entry charge, currency of unit value, including the use of currency hedging transactions, management fee, minimum investment amount or any combination of these features. Unit classes may be formed at any time at the Management Company's discretion.

b) Existing unit classes shall be listed individually both in the Prospectus and in the annual and semi-annual reports. The features defining each unit class shall be described in detail in the Prospectus and in the annual and semi-annual reports.

c) Assets may only be acquired for the Fund as a whole, and may not be acquired for individual unit classes.

d) It is permitted to enter into currency hedging transactions exclusively in favour of a single currency unit class. For currency unit classes with currency hedging in favour of the currency of this unit class (reference currency), the Management Company may, regardless of Section 5 of the Management Regulations, use derivatives on exchange rates or currencies for the purpose of avoiding losses of unit value due to foreign exchange losses on Fund assets that are not denominated in the reference currency of the unit class.

e) The unit value shall be calculated separately for each unit class, in the process of which the set-up costs of new unit

classes, distribution of income, management fees and the results of currency hedging transactions relating to a particular unit class, including any income equalisation where relevant, shall be exclusively attributed to the unit class in question.

## SECTION 11 Issue and redemption of Fund units

1. Fund units are issued by the Management Company or a third party appointed by it on each valuation day. The valuation day is each banking and stock exchange day in Frankfurt am Main and Luxembourg. The number of Fund units that can be issued is in principle unlimited. However, the Management Company or a third party appointed by it reserves the right to temporarily or completely suspend the issue of Fund Units or to reject subscription applications and also to repurchase Fund Units against payment of the redemption price if this appears necessary in the interest of the unitholders, in the public interest, or for the protection of the Fund or the unitholders. In such cases, any payments made will be refunded immediately without interest.
2. Fund units may be acquired against immediate payment from the Management Company, Depositary and central administration agent, and paying agents, or through distribution agents authorised by the Management Company.
3. The Management Company or a third party appointed by it may, at its own discretion and at the request of the Unitholder, issue Units in exchange for the contribution in kind of securities and other assets. It is assumed that these securities and other assets comply with the investment objectives and the investment policy as well as the provisions of the Management Regulations. The Fund's auditor shall draw up a report on this subject, which shall be available to all investors at the registered office of the Management Company. The costs of such contribution in kind shall be borne by the relevant investor. Units will be issued at the relevant issue price equal to the valuation amount of the contribution in kind as determined by the auditor.
4. Unitholders may request the redemption of Fund units on any valuation day by submitting a redemption request to the Management Company, the Depositary and central administration agent or the paying agents. The Management Company or a third party appointed by it is obliged to redeem the Fund units on each valuation day at the applicable redemption price for the account of the Fund. The redemption price will be paid immediately after the valuation day in the currency determined for the Fund (the "fund currency").
5. In the event of an unusually high volume of redemption requests, the Management Company or a third party appointed by it reserves the right, with the prior consent of the Depositary, to redeem the Fund units at the valid redemption price only after it has sold corresponding assets without delay, but while safeguarding the interests of all unitholders.
6. The Depositary is only obliged to make payment to the extent that no legal provisions, e.g. foreign exchange regulations or other circumstances for which the depositary is not responsible, prevent the transfer of the redemption price.
7. Buy and sell orders received by the central administration agent by 2.00 pm on a valuation day will be settled at the issue and redemption price determined on the next valuation day.

## SECTION 12 Issue and redemption price

1. The issue and redemption price for units of a specific unit class is determined by the Management Company under the supervision of the Depositary or by one of the delegated management companies in Luxembourg. For this purpose, the value of the assets belonging to the unit class less the liabilities of the Fund (the "net asset value") is divided by the number of units in circulation for that unit class (the "unit value").

Whereas:

- Assets admitted to official stock exchange listing are valued using the latest available price;
- Assets not admitted to official stock-exchange listing but traded on a regulated or other organised market are also valued using the latest available price;
- Assets that are neither listed on an exchange nor included in another organised market, or for which no trading price is available, are valued at the current fair value that is appropriate on the basis of a careful assessment using suitable valuation models and taking overall market circumstances into account;
- Assets whose price is not in line with the market and all other assets are valued at their probable sale value, which shall be determined with due care and in good faith;
- Liquid assets are valued at their nominal value plus interest;
- Investment fund units are valued at the latest available redemption price;
- Fixed-term deposits are valued at their fair value, providing there is a corresponding agreement between the management company and the financial institution where the deposit is held stipulating that fixed-term deposits can be terminated at any time, and the fair value corresponds to the probable sale value;

- Assets denominated in currencies other than the Fund currency are translated into the Fund currency at the previous day's average foreign exchange rate.
2. When setting the issue price, an entry charge may be added to the unit value to cover the issue costs incurred by the Management Company. The amount of this entry charge is set out in the Special Section of the Management Regulations. If stamp duties or other charges are incurred in a country in which the Fund Units are issued, the issue price will be increased accordingly.
  3. The redemption price is the unit value calculated according to paragraph 1, unless otherwise specified in the Special Section of the Prospectus.
  4. The issue price and the redemption price per unit are published regularly on the website: [www.am.oddo-bhf.com](http://www.am.oddo-bhf.com).

### SECTION 13 Temporary suspension of price calculations

1. The calculation of the net asset value, and the issue and redemption of units, may be temporarily suspended by the Management Company or a third party appointed by it if and as long as:
  - a stock exchange or other regulated market on which a substantial portion of the Fund's securities are traded is closed, or trading is restricted or suspended, except for ordinary weekends and holidays;
  - the acquisition or disposal of assets is restricted due to the limited investment horizon of a Fund on the market;
  - the equivalent values are not to be transferred in the case of purchases as well as sales;
  - it is impossible due to a political, economic, monetary and other emergency to properly determine the net asset value;
  - the net asset value calculation for target funds in which a significant portion of Fund assets are invested has been suspended.
2. The suspension and resumption of the calculation of the net asset value will be notified without delay to unitholders who have offered their Fund units for redemption.

### SECTION 14 Charges

1. a) The Management Company receives remuneration for managing the Fund. The remuneration is calculated on the basis of the net asset value as determined each valuation day for the Fund.

Furthermore, the Management Company may charge a performance fee for individual unit classes. Details of remuneration for management of the Fund can be found in the Prospectus in the unit class overview. The Management Company is free to charge a lower fee for one or more unit classes, or to refrain from charging a fee.

b) The Management Company also receives an administration fee in the amount of 0.1% p.a. calculated on the basis of the net asset value as determined each valuation day for the Fund. The administration fee covers the costs incurred by the Depositary, the central administration agent including fund administration, and the Luxembourg paying agent, registrar and transfer agent, the costs of drafting, producing and sending out the Key Information Document, the Prospectus, the reports for the investors as well as administration expenses such as insurance and VAT/insurance tax, if applicable.

2. In addition, the following costs may be charged to the Fund:

a) Costs and fees in connection with buying, holding, administering and selling assets and other payments to third parties (e.g. brokers, settlement and clearing houses, correspondent banks) – with the exception of entry charges and redemption fees relating to units in target funds managed by the Management Company itself or by another company with which it is associated by way of a substantial direct or indirect holding – and other normal account management charges including custody charges, interest on short-term overdrafts, costs for collateral management and legally required transaction reports;

b) The costs of preparing, officially examining, filing and publishing the Management Regulations, including any amendment procedures and other contracts and regulations relating to the Fund, as well as the handling and costs of authorisation procedures with the competent authorities;

c) The costs of the publication of issue and redemption prices and other notices;

d) The costs of informing investors using a durable medium, except in the case of notices about fund mergers, measures in connection with breaches of investment limits or calculation errors when determining unit values;

e) The costs of professional memberships;

f) Audit and legal fees;

- g) Any costs of hedging transactions, securities lending transactions and repurchase agreements;
- h) A reasonable share of the costs of promotion and costs directly incurred as a result of the offer and sale of units;
- i) Legal fees incurred by the Management Company or the Depositary when acting in the interest of unitholders;
- j) Any taxes levied on the Fund's assets, income and expenses (including VAT and turnover tax) charged to the Fund; this specifically includes the *taxe d'abonnement*;
- k) The costs of any stock exchange listing(s);
- l) Fees of the supervisory authorities and/or the costs of registering units for distribution to the public in different countries, the costs of representatives, tax representatives and paying agents in countries where units are authorised for distribution to the public, and the costs of determining the required tax figures in those countries and for the translation of obligatory publications and disclosures;
- m) The costs in connection with Fund rating by recognised rating agencies and Fund certification by recognised third parties (e.g. for sustainability labels);
- n) The costs of the dissolution of the Fund;
- o) Third-party costs for the exercise of voting rights at general meetings in relation to the Fund's assets;
- p) Costs and any fees that may be incurred in connection with the acquisition and/or use or setting of a benchmark or benchmark index;
- q) Costs incurred in connection with the technical set-up of the measures for measuring and analysing the performance and market risk as well as liquidity measurement of the Fund;
- r) The costs of the provision by third parties of analysis material or services (e.g. ESG research and data) in relation to one or more financial instruments or other assets or in relation to the issuers or potential issuers of financial instruments or in close connection with a particular industry or market, up to an amount of 0.1% per annum of the average value of the Fund assets based on the net asset value as determined each valuation day;

The amounts paid as fees and costs are included in the annual reports.

All costs are first charged to current income, then to capital gains and finally to the Fund assets.

Costs and handling fees associated with the acquisition or disposal of assets are included in the cost price or deducted from the proceeds of sale.

## SECTION 15 Accounting

1. The Fund and its accounting records are audited by a statutory auditor appointed by the Management Company.
2. The Management Company will publish an audited annual report for the Fund within four months of the end of each financial year.
3. The Management Company will publish an unaudited semi-annual report for the Fund within two months of the end of the first half of the financial year.
4. The reports can be obtained from the Management Company, the Depositary and the paying and information agents.

## SECTION 16 Disclosure of information

### Remuneration policy

The Management Company has defined and applies a remuneration policy and practice which complies with legal provisions; in particular, the principles laid down in Articles 111 and 111ter of the Law of 2010. This is consistent with the risk management procedures defined by the Management Company, promotes these and does not encourage the acceptance of risks that are not compatible with the risk profiles and the Management Regulations and/or articles of incorporation of the funds it manages; furthermore, it does not prevent the Management Company from duly acting in the best interests of the Fund.

The remuneration policy and practice include fixed and variable salary components and voluntary pension contributions.

The remuneration policy and practice apply to those categories of employees – including the Executive Committee, risk takers, employees with a control function, and employees whose total remuneration places them in the same income bracket as the Executive Committee and risk takers – whose activities have a significant influence on the risk profiles of the Management Company or the funds it manages.

The remuneration policy of the Management Company is compatible with sound and effective risk management and consistent with the business strategy, targets, values and interests of the Management Company, the UCITS it manages, and their investors. It includes measures to avoid conflicts of interest. Adherence to the remuneration principles and their implementation is checked annually. There is an appropriate relationship between fixed and variable remuneration components. Fixed remuneration represents a sufficiently high proportion of total remuneration to facilitate a fully flexible approach to variable remuneration. It is possible that no variable remuneration is paid.

The assessment of variable remuneration is defined in a multi-year financial plan befitting the holding period of investors in the UCITS managed by the Management Company. This is intended to ensure that the assessment procedure is based on the longer-term performance of the UCITS and that current payments of performance-based components of the remuneration policy are spread over the full period.

Details of the current remuneration policy, including a description of how remuneration and other allowances are calculated and the names of the persons responsible for allocating remuneration and other allowances, including the composition of the remuneration committee, where one exists, can be downloaded free of charge from the Management Company's website: [www.am.oddo-bhf.com](http://www.am.oddo-bhf.com), and will be provided in paper format free of charge upon request.

#### Other disclosures

The following information will be published in the annual report:

- total amount of remuneration paid in the last financial year. This will be broken down into fixed and variable remuneration paid by the Management Company to employees, the number of beneficiaries and, where applicable, any amounts paid directly by the UCITS, including performance fees;
- total amount of remuneration paid,
- a description of how remuneration and other benefits are calculated;
- the results of the reviews referred to in Article 14b, paragraph 1c) and d) of Directive 2014/91/EU, including any irregularities noted;
- any significant changes to the adopted remuneration policy.

The following information will be made available to investors upon request:

- any change in Depositary;
- changes to the tasks of the Depositary and any related conflicts of interest;
- changes to the sub-depositaries and any potential conflicts of interest which may result.

### **SECTION 17 Duration, dissolution and merger of the Fund**

1. The Fund is established for an indefinite period; however, it may be dissolved at any time by resolution of the Management Company.

2. If the Fund is liquidated, this must be published in the RESA and in two daily newspapers. For this, the Management Company will choose a Luxembourg daily newspaper and daily newspapers in the countries where the units are authorised for distribution to the public. The issue of units will be suspended on the day of the resolution regarding liquidation of the Fund. The assets will be sold and the Depositary will distribute the liquidation proceeds, net of liquidation expenses and fees, among the unitholders in proportion to their claims on the instructions of the Management Company or, as the case may be, the liquidators appointed by it or the Depositary in agreement with the regulatory authorities. Liquidation proceeds which have not been claimed by unitholders at the close of the liquidation procedure will, to the extent then required by law, be converted into the currency of the Grand Duchy of Luxembourg and deposited by the Depositary for the account of the entitled unitholders with the Caisse de Consignation in Luxembourg, where such amounts will be forfeited if not claimed there within the statutory period.

3. The Fund may, by resolution of the Board of Directors, be merged with another fund which, based on its investment policy, falls under the scope of application of Directive 2009/65/EC (merger). This resolution will be published in accordance with the provisions of paragraph 2 above, one month prior to effect. The merger is implemented in the same way as a dissolution of the Fund combined with a simultaneous takeover of all assets by the receiving fund. In contrast to a fund dissolution in accordance with paragraph 2, investors will receive units in the receiving fund, the number of which is calculated on the basis of the unit value ratio of the relevant funds at the time of merger, with compensation for any partial units where applicable. The Fund's auditor verifies implementation of the merger. Taking into account Section 13 of these Management Regulations, investors have the right to redeem their units free of charge during the notice period referred to above.

## **SECTION 18 Amendments to the Management Regulations**

1. The Management Company may amend the Management Regulations in whole or in part at any time with the consent of the Depositary.
2. Amendments to the Management Regulations are published in the RESA.

## **SECTION 19 Time-barring of claims**

Claims by unitholders against the Management Company or the Depositary may not be pursued by judicial process after five years from the date on which the claim arose. This does not apply in the event of the dissolution of the Fund pursuant to Section 17 of the General Section of the Management Regulations.

## **SECTION 20 Place of performance, place of jurisdiction and contract language**

1. The place of performance is the Management Company's registered office.
2. Any legal dispute between unitholders, the Management Company and the Depositary shall be subject to the jurisdiction of the competent court in the Grand Duchy of Luxembourg. The Management Company and the Depositary are entitled to submit themselves and the Fund to the laws and jurisdiction of other countries in which the Fund's units are distributed, should unitholders resident in those countries bring claims against the Management Company or the Depositary in connection with Fund unit subscriptions and redemptions.
3. The German text of these Management Regulations shall prevail. The Management Company and the Depositary may declare documents translated into the languages of countries where the Fund's units are authorised for distribution to the public as binding upon themselves and the Fund.

## SPECIAL SECTION

The following provisions also apply to ODDO BHF Polaris Flexible:

### SECTION 21 Depositary

The Depositary is CACEIS Bank, Luxembourg Branch.

### SECTION 22 Investment policy and objective

The objective of an investment in ODDO BHF Polaris Flexible is to participate to the greatest extent possible in the value growth of rising equity markets, whilst limiting losses during downturns by building a portfolio of Fund investments with above-average sustainability.

ODDO BHF Polaris Flexible follows a flexible investment policy, actively investing globally in equities, bonds, certificates and money market investments. The equity allocation fluctuates between 25% and 100%. On the bonds side, the Fund invests mainly in government, corporate and covered bonds. Up to 10% of its assets can be invested in units of investment funds and ETFs. Up to 10% of its assets can also be invested in precious metal certificates.<sup>3</sup> The Fund may also be managed using financial futures.

In accordance with Article 8 of the SFDR, the Fund Manager incorporates sustainability risks into its investment process by considering ESG (environmental, social and governance) characteristics in investment decisions as well as any principal adverse impacts that investment decisions may have on sustainability factors. The investment process is based on ESG integration, normative screening (including UN Global Compact, controversial weapons), sector exclusions and a best-in-class approach. The Fund's investments are thus subject to environmental, social and governance ("ESG") restrictions. The Management Company observes the United Nations Principles for Responsible Investment (UN PRI) with respect to environmental, social, and governance issues, and also applies them in its commitments, e.g. by exercising voting rights, actively exercising shareholder and creditor rights and engaging in dialogue with issuers.

The Fund is actively managed and follows the MSCI Europe (NTR) EUR (35%), the MSCI USA (NTR) EUR (20%), the MSCI Emerging Markets Daily (NTR) EUR (5%), the JPM Euro Cash 1 M (20%) and the Bloomberg Euro Aggregate 1-10yrs TR Index Value unhedged (20%) as its benchmark indices<sup>4</sup>, which form the basis for allocation of the different asset classes, the geographic diversification of the portfolio in various market situations, and management of the risk exposure by the Fund Manager. The Fund Manager seeks to outperform them rather than replicate either the benchmark indices or the relative proportion of the individual components of the benchmarks exactly, as a result of which significant differences – both positive and negative – are possible. For that reason, Fund performance may differ significantly from the performance of the given benchmark indices.

The Fund Manager has full control over the composition of the assets in the Fund. While the Fund will generally hold assets that are components of the benchmark, it may invest in such components to different degrees and it may hold assets that are not components of the benchmark.

The Fund may act as a master fund for other UCITS; it may not acquire shares or units of feeder funds.

### SECTION 23 Investment principles

The Management Company may purchase the following assets for the Fund:

a) Securities and money market instruments pursuant to Section 5, paragraph 1a) to d) and h);

<sup>3</sup> These investments are exclusively certificates on gold which aim to replicate the performance of the gold price 1:1 (referred to as delta one certificates) and do not therefore include embedded derivatives with a non-linear payment profile, and which pursuant to the provisions of Article 2 of GDR 2008 qualify as transferable securities. Certificates on precious metals are not assessed for their ESG performance as part of the ESG analysis.

<sup>4</sup> JPM Euro Cash 1 M is a registered trademark of JPMorgan Chase & Co., which is its administrator. MSCI Europe (NTR) EUR, MSCI USA (NTR) EUR and MSCI Emerging Markets Daily (NTR) EUR are registered trademarks of MSCI Ltd, which is their administrator. Bloomberg Euro Aggregate is a registered trademark of Bloomberg Index Services Ltd., which is its administrator. The administrators come from third countries. For third-country providers, the transition period for inclusion in the public register of benchmark administrators and benchmarks maintained by the European Securities and Markets Authority (ESMA) has been extended until 31 December 2023. The Company expects the administrators to be included in the register by the deadline. The administrators of the Fund's benchmark do not review the indices and their constituents for ESG compliance. ESG risks for the issuers in the investment universe and their efforts to promote ESG objectives are incorporated into the Fund by the Fund Manager solely as part of the active investment process. A description of the method for calculating the indices can be found at: [msci.com/index-methodology](https://www.msci.com/index-methodology); [jpmorganindices.com/indices/listing](https://www.jpmorganindices.com/indices/listing); and <https://assets.bbhub.io/professional/sites/27/Fixed-Income-Index-Methodology.pdf>. The Management Company has drawn up robust written plans containing measures it would take if components of the benchmark index changes significantly or becomes unavailable.

- b) Units in other investment funds pursuant to Section 5, paragraph 1e);
- c) Sight deposits or demand deposits with a maximum term of 12 months pursuant to Section 5, paragraph 1f); and
- d) Derivatives pursuant to Section 5, paragraph 1g).

#### **SECTION 24 Risk management**

As part of the risk management process, the commitment approach is used to restrict market risk in the Fund.

#### **SECTION 25 Fund currency, issue and redemption price**

1. The Fund currency is the euro.
2. The entry charge for individual unit classes to cover the issue costs (section 12 (2)) shall be up to 5.0% of the unit value. Detailed information on this is provided in the Prospectus or the Key Information Document.
3. The Management Company may, at its own discretion and at the request of the unitholder, issue units in exchange for the contribution in kind of securities and other assets. It is assumed that these securities and other assets comply with the investment objectives and the investment policy as well as the provisions of the Management Regulations. The Fund's auditor shall draw up a report on this subject, which shall be available to all investors at the registered office of the Management Company. The costs of such contribution in kind shall be borne by the relevant investor. Units will be issued at the relevant issue price equal to the valuation amount of the contribution in kind as determined by the auditor.
4. The Management Company shall ensure that unit prices are published in a suitable manner in the countries in which the Fund is distributed to the public.

#### **SECTION 26 Appropriation of income**

For distributing unit classes, the Management Company intends to distribute the ordinary net income generated within two months of the end of the financial year. Furthermore, realised and unrealised capital gains, and capital gains from previous years may be distributed. Distributions are paid to units in issue on the date of the distribution.

Distribution amounts that are not claimed within five years of the publication of the distribution notice shall be forfeited in favour of the Fund pursuant to Section 19 of the General Section. Irrespective of the above, the Management Company is entitled to pay out distribution amounts claimed following the end of the limitation period to unitholders, charging these to the Fund assets.

For reinvesting unit classes, the Management Company intends to reinvest the ordinary net income generated (including interest, dividends, other income and realised gains on disposal) in Fund assets.

#### **SECTION 27 Financial year**

The financial year of the Fund begins on 1 September and ends on 31 August of the following year.

#### **SECTION 28 Entry into force**

These Management Regulations enter into force on 1 November 2023.

## GENERAL

### MANAGEMENT COMPANY

ODDO BHF Asset Management Lux  
6, rue Gabriel Lippmann  
5365 Munsbach, Luxembourg

Postal address:  
Postfach 258  
2012 Luxembourg

Tel.: +352 457676-1  
Telefax (00352) 458324

### MANAGING DIRECTORS

**Udo Grünen**

**Holger Rech**

**Carsten Reek**

### BOARD OF DIRECTORS

**Philippe de Lobkowicz**

Chairman

Also member of the management team of ODDO BHF Asset Management GmbH, Düsseldorf

Also member of the Board of Directors of ODDO BHF Private Equity Lux GP II Sarl, Grand Duchy of Luxembourg

Also member of the Board of Directors of ODDO BHF Private Equity Lux GP Sarl, Grand Duchy of Luxembourg, and

Also member of the Board of Directors of ODDO BHF Environmental Opportunities II Lux GP, Grand Duchy of Luxembourg

**Francis Huba**

Also member of the Board of Directors of SICAV ODDO BHF, Luxembourg

Also member of the Board of Directors of SICAV ODDO BHF, Paris

**Stephan Tiemann**

Also member of the Board of Directors of ARAGON SICAV, Grand Duchy of Luxembourg

### SHAREHOLDER OF ODDO BHF ASSET MANAGEMENT LUX

**ODDO BHF Asset Management GmbH**

Herzogstrasse 15  
40217 Düsseldorf, Germany

### AUDITOR

**Pricewaterhouse Coopers, Société coopérative  
Cabinet de révision agréé**

2, rue Gerhard Mercator  
L-2182 Luxembourg

### DEPOSITARY AND CENTRAL ADMINISTRATION AGENT

**CACEIS Bank, Luxembourg Branch**

5, allée Scheffer  
2520 Luxembourg

### PAYING AGENT IN THE GRAND DUCHY OF LUXEMBOURG

**CACEIS Bank, Luxembourg Branch**

5, allée Scheffer  
2520 Luxembourg

### DISTRIBUTION AGENT IN THE GRAND DUCHY OF LUXEMBOURG

**ODDO BHF Asset Management Lux**

6, rue Gabriel Lippmann  
5365 Munsbach, Luxembourg

### FUND MANAGER

**ODDO BHF Trust GmbH**

Gallusanlage 8  
60329 Frankfurt am Main, Germany

### LEGAL ADVISOR OF THE FUND

**PwC Legal SARL**

Independent law firm, member of the PwC network

2, rue Gerhard Mercator  
L-2182 Luxembourg

Current information on the bodies and equity of the Management Company and the Depositary can be found in the latest annual/semi-annual report.

## OTHER FUNDS MANAGED BY THE MANAGEMENT COMPANY

ODDO BHF Emerging ConsumerDemand

ODDO BHF Exklusiv:

ODDO BHF Leading Global Trends

Grand Cru

HELLAS Opportunities Fund

DC Value Global Dynamic

Rhein Asset Management (LUX) Funds

SMS Ars selecta

# Environmental and/or social characteristics

Product name: ODDO BHF Polaris Flexible

Legal Entity Identifier (LEI): 5299003T0G95JF98Z011

DOES THIS FINANCIAL PRODUCT HAVE A SUSTAINABLE INVESTMENT OBJECTIVE?

●● <input type="checkbox"/> Yes	●● <input checked="" type="checkbox"/> No
<p><input type="checkbox"/> It will make a minimum of <b>sustainable investments with an environmental objective</b>: N/A%</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> in economic activities that qualify as environmentally sustainable under the EU Taxonomy</li> <li><input type="checkbox"/> in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy</li> </ul> <p><input type="checkbox"/> It will make a minimum of <b>sustainable investments with a social objective</b>: N/A%</p>	<p><input checked="" type="checkbox"/> It promotes <b>Environmental/Social (E/S) characteristics</b> and while it does not have as its objective a sustainable investment, it will have a minimum proportion of 10% of sustainable investments.</p> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy</li> <li><input checked="" type="checkbox"/> with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy</li> <li><input type="checkbox"/> with a social objective</li> </ul> <p><input type="checkbox"/> It promotes E/S characteristics but <b>will not make any sustainable investments.</b></p>



## WHAT ENVIRONMENTAL AND/OR SOCIAL CHARACTERISTICS ARE PROMOTED BY THIS FINANCIAL PRODUCT?

The Fund promotes environmental characteristics. This is reflected in the construction and weighting of the portfolio on the basis of MSCI ESG Ratings, exclusions and monitoring of controversies by the Fund Manager.

## WHAT SUSTAINABILITY INDICATORS ARE USED TO MEASURE THE ATTAINMENT OF EACH OF THE ENVIRONMENTAL OR SOCIAL CHARACTERISTICS PROMOTED BY THIS FINANCIAL PRODUCT?

The MSCI ESG rating model uses various features and indicators. The fund's monthly ESG report currently includes the following indicators that demonstrate that these have been achieved:

- The portfolio's weighted MSCI ESG rating to assess overall achievement of environmental and social characteristics;
- The weighted MSCI score to assess the quality of corporate governance;
- The weighted MSCI score to assess human capital;
- The Fund's carbon intensity (weighted sum of: CO<sub>2</sub> Scope 1 and Scope 2 emissions divided by the revenue of the relevant company).

**Sustainable investment** means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not include a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

**Sustainability indicators** measure how the sustainable objectives of this financial product are attained.

**Principal adverse impacts** are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

## WHAT ARE THE OBJECTIVES OF THE SUSTAINABLE INVESTMENTS THAT THE FINANCIAL PRODUCT PARTIALLY INTENDS TO MAKE AND HOW DOES THE SUSTAINABLE INVESTMENT CONTRIBUTE TO SUCH OBJECTIVES?

The Fund's sustainable investments pursue the following objectives:

1. EU Taxonomy: Contribution to climate change adaptation and mitigation and the four other environmental objectives of the EU Taxonomy. This contribution is demonstrated by the weighted total amount of EU Taxonomy-aligned revenues of each investment in the portfolio and based on the data published by investee companies. If there is no available data on investee companies, MSCI research can be used.
2. Environment: Contribution to environmental impacts as defined by MSCI ESG Research through the "sustainable impact" section in relation to environmental objectives. This includes impacts on the following categories: alternative energy, energy efficiency, green building, sustainable water, pollution prevention and control, sustainable agriculture.

## HOW DO THE SUSTAINABLE INVESTMENTS THAT THE FINANCIAL PRODUCT PARTIALLY INTENDS TO MAKE, NOT CAUSE SIGNIFICANT HARM TO ANY ENVIRONMENTAL OR SOCIAL SUSTAINABLE INVESTMENT OBJECTIVE?

The following approach is defined to be consistent with Article 2(17) of Regulation (EU) 2019/2088 on sustainability-related disclosure requirements in the financial services sector.

1. Rating exclusions: The Fund does not invest in issuers with an MSCI ESG rating of CCC or B.
2. Sector and standard-related exclusions: The exclusion policy is applied to exclude sectors that have the most significant negative impact on the sustainability objectives.

This exclusion policy is consistent with or complements the Fund's specific exclusions and includes coal, UNGC, unconventional oil and gas, controversial weapons, tobacco, biodiversity destruction and fossil fuel production in the Arctic.

3. - Consideration of the main adverse impacts: The fund manager sets control rules (before trading) for certain selected significantly harmful activities: Exposure to controversial weapons (PAI 14 and 0% tolerance), activities negatively impacting biodiversity-sensitive areas (PAI 7 and 0% tolerance), CO<sub>2</sub> intensity of the Fund (PAI 3 and lower than the investment universe) and serious violations of the principles of the UN Global Compact and the Organisation for Economic Cooperation and Development (OECD) Guidelines for Multinational Enterprises (PAI 10 and 0% tolerance).

For the other adverse impacts (1. GHG emissions, 2. Carbon footprint, 4. Exposure to companies active in the fossil fuel sector, 5. Share of non-renewable energy consumption and energy production, 6. Energy consumption intensity per high impact climate sector, 8. Emissions to water, 9. Hazardous and radioactive waste ratio, 11. Lack of processes and compliance mechanisms to monitor compliance with UNGC principles and OECD Guidelines for Multinational Enterprises, 12. Unadjusted gender pay gap, 13. Board gender diversity, 15. GHG intensity, 16. Investee countries subject to social violations - the manager has not set any explicit control rules. These adverse impacts are only considered in the context of the MSCI ESG Scores for individual companies or countries, where applicable.

4. Dialogue, engagement and voting: Our policy of dialogue, engagement and voting supports the goal of avoiding significant harm by identifying key risks and making our voices heard to drive change and improvement.

## HOW WERE THE INDICATORS FOR ADVERSE IMPACTS ON SUSTAINABILITY TAKEN INTO ACCOUNT?

Regulation (EU) 2020/852 defines certain areas that may in principle have a negative impact ("PAI"). The fund manager applies the pre-trade rules to three PAIs: Exposure to controversial weapons (PAI 14 and 0% tolerance), activities negatively impacting biodiversity-sensitive areas (PAI 7 and 0% tolerance), CO<sub>2</sub> intensity of the Fund (PAI 3 and lower than the investment universe) and serious violations of the principles of the UN Global Compact and the Organisation for Economic Cooperation and Development (OECD) Guidelines for Multinational Enterprises (PAI 10 and 0% tolerance).

MSCI ESG ratings also incorporate environmental, social and governance issues when the use of other PAI core data for companies and governments can support their ESG rating. For companies, ESG analysis includes, where data is available, monitoring of greenhouse gas emissions (PAI 1), lack of processes and compliance mechanisms to monitor compliance with the principles of the UN Global Compact and the OECD Guidelines for Multinational Enterprises (PAI 11), and board gender diversity (PAI 13). For government issuers, GHG intensity per capita (PAI 15, usually based on GDP rather than per capita) and

countries in which investments are made that are subject to social violations (PAI 16) are also taken into account.

However, the fund manager does not set specific objectives or defined control rules for these other core PAIs apart from those mentioned in the first paragraph.

For more information about MSCI ESG Ratings visit <https://www.msci.com/zh/esg-ratings>

#### HOW ARE THE SUSTAINABLE INVESTMENTS ALIGNED WITH THE OECD GUIDELINES FOR MULTINATIONAL ENTERPRISES AND THE UN GUIDING PRINCIPLES ON BUSINESS AND HUMAN RIGHTS? DETAILS:

The Management Company shall ensure that the Fund's sustainable investments comply with the United Nations Global Compact (UNGC) exclusion list as described in the management company's exclusion policy. Due to poor data quality, OECD Guidelines for Multinational Enterprises and the United Nations Guiding Principles on Business and Human Rights are currently not considered directly. However, individual aspects from the aforementioned Guidelines and Guiding Principles are considered indirectly (via the ESG Ratings of MSCI ESG Research).

*The EU Taxonomy sets out a "do no significant harm" principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.*

**The "do no significant harm" principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.**

*Any other sustainable investments must also not significantly harm environmental or social objectives.*



#### DOES THIS FINANCIAL PRODUCT CONSIDER PRINCIPAL ADVERSE IMPACTS ON SUSTAINABILITY FACTORS?

Yes, in accordance with the provisions of Article 8 of Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector (SFDR), the fund manager takes sustainability risks into account by incorporating ESG (environmental, social and governance) criteria into the investment decision-making process. This process also makes it possible to assess the management team's ability to manage the negative impacts of their business activities on sustainability. Exposure to controversial weapons (PAI 14), activities that negatively affect biodiversity-sensitive areas (PAI 7) and violations of the principles of the UNGC and the Organisation for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises (PAI 10) are not tolerated. Any such issuers shall be excluded from the portfolio. Information in accordance with Article 11 of Regulation (EU) 2019/2088 can be found in the Fund's annual report, on the website: [am.oddo-bhf.com](http://am.oddo-bhf.com), and on request from the Company.

No



#### WHAT INVESTMENT STRATEGY DOES THIS FINANCIAL PRODUCT FOLLOW?

ODDO BHF Polaris Flexible follows a flexible investment policy, actively investing globally in equities, bonds, certificates and money market investments.

In accordance with Article 8 of the SFDR\*\*, the Fund Manager incorporates sustainability risks into its investment process by considering ESG (environmental, social and governance) characteristics in investment decisions as well as any principal adverse impacts that investment decisions may have on sustainability factors. The investment process is based on ESG integration, normative screening (including UN Global Compact, controversial weapons), sector exclusions and a best-in-class approach. The Fund's investments are thus subject to environmental, social and governance ("ESG") restrictions. The Management Company observes the United Nations Principles for Responsible Investment (UN PRI) with respect to environmental, social, and governance issues, and also applies the UN PRI in its commitments by exercising voting rights, actively exercising shareholder and creditor rights, and by engaging in dialogue with issuers. Companies that significantly violate the principles of the UN Global Compact are excluded. Companies included in the MSCI ACWI Index (the "parent index")\*\*\* represent the starting point for the Fund's investment universe for the ESG analysis of issuers for both equities and corporate bonds. The Fund may also invest in companies or issuers from OECD countries with a market capitalisation of at least EUR 100 million or a minimum volume of issued bonds of EUR 100 million. These are also subject to ESG

**The investment strategy** guides investment decisions based on factors such as investment objectives and risk tolerance.

analysis. As part of the analysis, an ESG filter is applied, resulting in the exclusion of at least 20% of the companies included in the parent index.

The ESG filter is based on the following ratings, among others:

1. The MSCI ESG Rating evaluates the exposure of companies to ESG related risks and opportunities on a scale of CCC (worst rating) to AAA (best rating). It is based on the sub-ratings on a scale of 0 (worst) to 10 (best) for the environment, social and governance areas.

The Fund does not invest in issuers with an MSCI ESG Rating of CCC or B.

2. MSCI Business Involvement Screening provides an analysis of the turnover generated in potentially critical sectors by companies under consideration. The Fund does not acquire the securities of companies generating any turnover with controversial weapons (biological/chemical weapons, cluster munitions, blinding laser weapons, land mines, etc.), or more than a specified level of turnover with other weapons (proportion of total turnover generated from nuclear, conventional and non-military weapons), gambling, pornography, tobacco, coal mining or coal-fired power generation.

3. The MSCI ESG Controversies Score analyses and monitors corporate management strategies and their effectiveness in preventing breaches of international norms and standards. Compliance with the UN Global Compact principles is one of the issues monitored. Companies that do not comply with these principles based on the MSCI ESG Controversies Score are not acquired for the Fund.

4. If the Fund directly acquires the securities or bonds of governments (direct investment), the securities of countries with an inadequate Freedom House score are not acquired. However, Freedom House scores are not considered for securities purchased indirectly as part of an investment in a target fund (no look-through).

Additional ESG assessments conducted by in-house research or by third parties may also be used.

At least 90% of the issuers in the portfolio have an ESG rating, taking into account the weighting of the individual securities. Target funds with an ESG rating at fund level are also considered. The sub-fund focuses on companies and countries with a strong sustainability performance and targets an average MSCI ESG rating of A for the Fund assets.

0.5% of the Fund's net assets are invested in Taxonomy-aligned activities. The Fund is required to invest a minimum of 10% of its assets in sustainable investments.

The Management Company also observes the CDP (Carbon Disclosure Project). Furthermore, as part of its exclusion policy, the Company has implemented a tiered divestment strategy, under which it will no longer invest in issuers in the coal industry above certain thresholds. The aim is to reduce the thresholds to 0% by 2030 for issuers from EU and OECD countries and by 2040 for the rest of the world.

## WHAT ARE THE BINDING ELEMENTS OF THE INVESTMENT STRATEGY USED TO SELECT INVESTMENTS TO ATTAIN EACH OF THE ENVIRONMENTAL OR SOCIAL CHARACTERISTICS PROMOTED BY THIS FINANCIAL PRODUCT?

The Fund does not acquire the securities of companies generating any turnover with controversial weapons (biological/chemical weapons, cluster munitions, blinding laser weapons, land mines, etc.), or more than a specified level of turnover with other weapons (proportion of total turnover generated from nuclear, conventional and non-military weapons), gambling, pornography, tobacco, coal mining or coal-fired power generation.

The Fund does not invest in issuers with an MSCI ESG Rating of CCC or B. At least 90% of the issuers in the portfolio have an ESG rating, taking into account the weighting of the individual securities. Target funds with an ESG rating at fund level are also considered. The sub-fund focuses on companies and countries with a strong sustainability performance and targets an average MSCI ESG rating of A for the Fund assets.

The Management Company also observes the CDP (Carbon Disclosure Project). Furthermore, as part of its exclusion policy, the Company has implemented a tiered divestment strategy, under which it will no longer invest in issuers in the coal industry above certain thresholds. The aim is to reduce the thresholds to 0% by 2030 for issuers from EU and OECD countries and by 2040 for the rest of the world. Information and details about the Management Company's exclusion policy and exclusion thresholds, as well as the Fund's European SRI Transparency Code, which provides further details about ESG integration, exclusions and exclusion thresholds, can be found at: [am.oddo-bhf.com](http://am.oddo-bhf.com).

#### Good governance

practices include sound management structures, employee relations, remuneration of staff and tax compliance.

### WHAT IS THE COMMITTED MINIMUM RATE TO REDUCE THE SCOPE OF THE INVESTMENTS CONSIDERED PRIOR TO THE APPLICATION OF THAT INVESTMENT STRATEGY?

The management team considers non-financial criteria by means of a selectivity-based approach that results in at least 20% of the MSCI ACWI Index\*\*\* universe being excluded. The approach described above reduces the size of investments based on applicable sector exclusions and based on the MSCI ESG rating obtained and the ESG ratings assigned to eligible issuers.

### WHAT IS THE POLICY TO ASSESS GOOD GOVERNANCE PRACTICES OF THE INVESTEE COMPANIES?

The ODDO BHF Asset Management Global Responsible Investment Policy sets out our definition and assessment of good corporate governance and is published on the “am.oddo-bhf.com” website. A good indicator of the degree to which corporate strategies are aligned with sustainable aspects is their position on the UN Global Compact. By committing to the ten principles on human rights, labour, environment and anti-corruption, companies send a positive signal regarding their ambitions towards building a sustainable financial ecosystem. The fund manager also checks whether companies apply a sustainability policy or if they have set appropriate targets. If so, the fund manager goes on to analyse the measures implemented to achieve these targets, who is in charge and whether there is a link between achieving these targets and executive remuneration.



### WHAT IS THE ASSET ALLOCATION PLANNED FOR THIS FINANCIAL PRODUCT?

The Fund actively invests globally in equities, bonds, certificates and money market investments.

At least 80% of the Fund's net asset value is aligned with environmental and/or social characteristics.

The fund may also hold up to 20% of its net asset value in “Other”, as defined below, which includes the remaining investments of the financial product which are neither aligned with the environmental or social characteristics, nor are qualified as sustainable investments.

At least 10% of the Fund's net asset value is invested in sustainable investments. The Fund may also hold assets aligned with the environmental or social characteristics that do not qualify as sustainable investments.

At least 0.5% of the Fund's net asset value is invested in Taxonomy-aligned investments. There is no minimum commitment for other environmental or social investments.

At least 90% of the issuers in the portfolio have an ESG rating, taking into account the weighting of the individual securities. Target funds with an ESG rating at fund level are also considered.

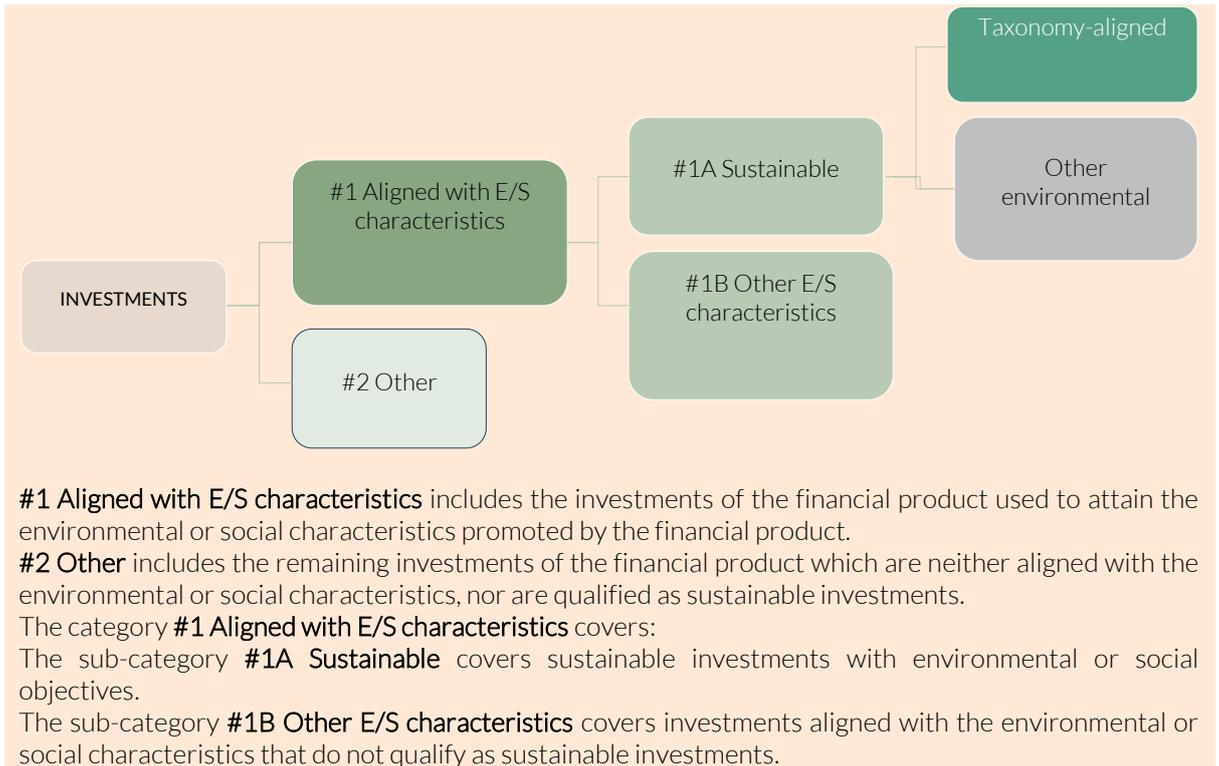
**Asset allocation** describes the share of investments in specific assets.

Taxonomy-aligned activities are expressed as a share of:

-**turnover** reflecting the share of revenue from green activities of investee companies.

-**capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.

-**operational expenditure** (OpEx) reflecting green operational activities of investee companies.



### HOW DOES THE USE OF DERIVATIVES ATTAIN THE ENVIRONMENTAL OR SOCIAL CHARACTERISTICS PROMOTED BY THE FINANCIAL PRODUCT?

Derivatives are not actively used to improve ESG alignment or reduce ESG risk.



### TO WHAT MINIMUM EXTENT ARE SUSTAINABLE INVESTMENTS WITH AN ENVIRONMENTAL OBJECTIVE ALIGNED WITH THE EU TAXONOMY?

#### ARE INVESTMENTS IN ACTIVITIES IN THE FIELD OF FOSSIL GAS AND/OR NUCLEAR<sup>5</sup> ENERGY WHICH ARE ALIGNED WITH THE EU TAXONOMY MADE BY THE FINANCIAL PRODUCT?

- Yes
- In fossil gas       In nuclear energy
- No

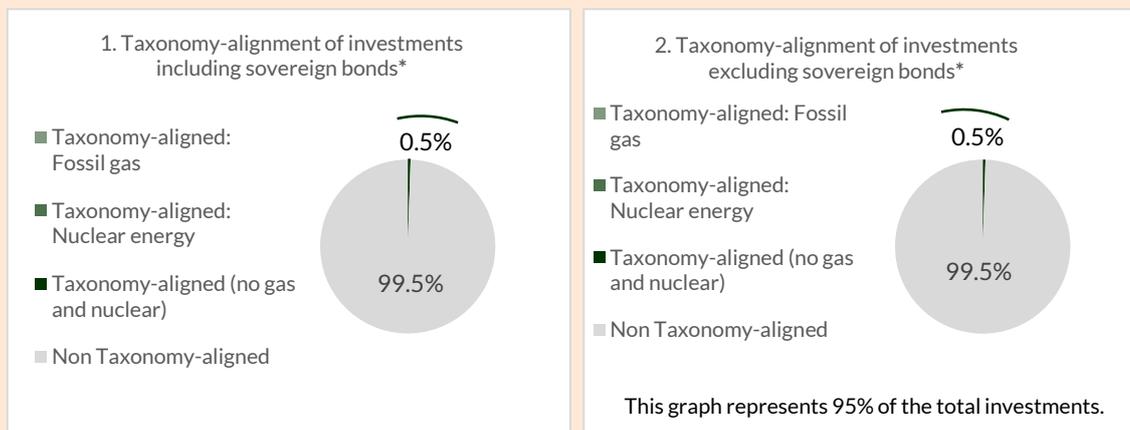
The Fund Manager analyses portfolio positions based on ESG criteria. Investments in nuclear energy and fossil gas are not excluded for the fund. A minimum proportion of Taxonomy-aligned activities connected with investment in these areas is not intended for the Fund.

<sup>5</sup> Activities in the field of fossil gas and/or nuclear energy are only aligned with the EU Taxonomy if they contribute to mitigating climate change ("climate protection") and do no significant harm to any of the objectives of the EU Taxonomy – see explanation in the left-hand margin. The full criteria for economic activities in the field of fossil gas and nuclear energy which are aligned with the EU Taxonomy are defined in Commission Delegated Regulation (EU) 2022/1214.

**Enabling activities** directly enable other activities to make a substantial contribution to an environmental objective.

**Transitional activities** are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to best performance.

The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds\*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.



\*For the purpose of these graphs, "sovereign bonds" consist of all sovereign exposures.

## WHAT IS THE MINIMUM SHARE OF INVESTMENTS IN TRANSITIONAL AND ENABLING ACTIVITIES?

The minimum share is 0.00%.



### WHAT IS THE MINIMUM SHARE OF SUSTAINABLE INVESTMENTS WITH AN ENVIRONMENTAL OBJECTIVE THAT ARE NOT ALIGNED WITH THE EU TAXONOMY?

The percentage of sustainable investments with an environmental objective must be at least 1.0%.



### WHAT IS THE MINIMUM SHARE OF SOCIALLY SUSTAINABLE INVESTMENTS?

The minimum share is 0.00%.



### WHAT INVESTMENTS ARE INCLUDED UNDER "#2 OTHER", WHAT IS THEIR PURPOSE AND ARE THERE ANY MINIMUM ENVIRONMENTAL OR SOCIAL SAFEGUARDS?

The investments included in "#2 Other" are cash, derivatives, securities, target funds and money market instruments for which ESG data and ESG ratings are not available. All assets acquired for the fund are subject to the minimum exclusions applicable to the fund; therefore, minimum environmental or social safeguards exist. At instrument investment level, however, only the conditions specified for this investment instrument apply (no screening).



### IS A SPECIFIC INDEX DESIGNATED AS A REFERENCE BENCHMARK TO DETERMINE WHETHER THIS FINANCIAL PRODUCT IS ALIGNED WITH THE ENVIRONMENTAL AND/OR SOCIAL CHARACTERISTICS THAT IT PROMOTES?

The Fund has not been designated an index to use as a reference benchmark to determine whether the Fund is aligned with the environmental and/or social characteristics it promotes.



are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.

**Reference benchmarks** are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.

## HOW IS THE REFERENCE BENCHMARK CONTINUOUSLY ALIGNED WITH EACH OF THE ENVIRONMENTAL OR SOCIAL CHARACTERISTICS PROMOTED BY THE FINANCIAL PRODUCT?

The reference benchmarks used by the Fund are not aligned with the environmental or social characteristics that the Fund promotes.

## HOW IS THE ALIGNMENT OF THE INVESTMENT STRATEGY WITH THE METHODOLOGY OF THE INDEX ENSURED ON A CONTINUOUS BASIS?

The environmental and social characteristics are covered by the Fund's ESG investment strategy.

## HOW DOES THE DESIGNATED INDEX DIFFER FROM A RELEVANT BROAD MARKET INDEX?

The environmental and social characteristics are covered by the Fund's ESG investment strategy.

## WHERE CAN THE METHODOLOGY USED FOR THE CALCULATION OF THE DESIGNATED INDEX BE FOUND?

The environmental and social characteristics are covered by the Fund's ESG investment strategy.



## WHERE CAN I FIND MORE PRODUCT SPECIFIC INFORMATION ONLINE?

Further product-specific information is available at: [am.oddo-bhf.com](http://am.oddo-bhf.com)

\*\* Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector.

\*\*\* MSCI ACWI is a registered trademark of MSCI Limited.

# Important information for investors in France

Facility in accordance with Article 92 of the EU Directive 2009/65/EC:

ODDO BHF SCA

12, Boulevard de la Madeleine

75440 Paris Cedex 09

E-Mail: [service\\_ordre\\_opcvm@oddo-bhf.com](mailto:service_ordre_opcvm@oddo-bhf.com)

ODDO BHF SCA performs the following tasks:

- provide investors with information on how orders can be made and how repurchase and redemption proceeds are paid
- process subscription, repurchase and redemption orders and make other payments to unitholders relating to the units of the UCITS
- facilitate the handling of information and access to procedures and arrangements relating to the investors' exercise of their rights arising from their investment in the UCITS
- – make information and documents required pursuant to Chapter IX of Directive 2009/65/EC available to investors
- – provide investors with information relevant to the tasks that the facility performs in a durable medium

Information and documentation with regard to the above-mentioned tasks can also be obtained from the Management Company ODDO BHF Asset Management Lux, 6 rue Gabriel Lippmann, L-5365 Munsbach, Luxembourg or via E-Mail: [kundenserviceLUX@oddo-bhf.com](mailto:kundenserviceLUX@oddo-bhf.com).

The Management Company also acts as a contact point for communicating with the competent authorities.

# Important information for investors in Belgium

**The unit classes (CR-EUR), (CN-EUR), (CI-EUR) and (CPW-EUR) of the Fund are registered for distribution in Belgium.**

Local Representative Agent/Facility in accordance with Article 92 of the EU Directive 2009/65/EC:

CACEIS BANK, BELGIUM BRANCH

Avenue du Port/Havenlaan 86 C b320

1000 Brussels

Belgium

CACEIS BANK, BELGIUM BRANCH performs the following tasks:

- – provide investors with information on how subscription, redemption and conversion orders can be made and how repurchase and redemption proceeds are paid
- – facilitate the handling of information and access to procedures and arrangements relating to the investors' exercise of their rights from their investment in the Fund
- – making available to the investors in Belgium all information and Fund documentation for the purposes of inspection and obtaining copies thereof.
- – provide investors with information relevant to the tasks that CACEIS BANK, BELGIUM BRANCH performs in a durable Medium
- – act as a contact point for communicating with the FSMA

Further information regarding the requirements of a facility in accordance with Article 92 of the Directive 2009/65/EC as well as general information can be obtained from the Management Company ODDO BHF Asset Management Lux, 6 rue Gabriel Lippmann, L-5365 Munsbach, Luxembourg or via E-Mail: kundenserviceLUX@oddo-bhf.com.

## Important information for investors in Sweden

Paying Agent/Facility in accordance with Article 92 of the Directive 2009/65/EC:

MFEX Mutual Funds Exchange AB

Grev Turegatan 19

SE-102 49 Stockholm

Sweden

E-Mail: [legal@mfex.com](mailto:legal@mfex.com)

MFEX provide investors with information on how orders can be made and how repurchase and redemption proceeds are paid. MFEX will oversee payments in Sweden to unit holders. It will receive and execute purchase and redemption orders and forward redemption payments to unitholders who hold their positions in an account with them and, if applicable, will distribute dividends to unit holders who hold their positions in an account with them.

With regard to all other requirements of a facility in accordance with Article 92 of the Directive 2009/65/EC and information hereto please contact the Management Company ODDO BHF Asset Management Lux, 6 rue Gabriel Lippmann, L-5365 Munsbach, Luxembourg or via E-Mail: [kundenserviceLUX@oddo-bhf.com](mailto:kundenserviceLUX@oddo-bhf.com).

Further information for the procession of subscription, repurchase and redemption orders and other payments to unitholders relating to the units of the Fund can also be obtained in this prospectus as well as via E-Mail: [kundenserviceLUX@oddo-bhf.com](mailto:kundenserviceLUX@oddo-bhf.com).

The issue and redemption prices of the units are published on "[am.oddo-bhf.com](http://am.oddo-bhf.com)".

**ODDO BHF ASSET MANAGEMENT LUX**

6, rue Gabriel Lippmann  
5365 Munsbach, Luxembourg

[www.am.oddo-bhf.com](http://www.am.oddo-bhf.com)



**ODDO BHF**  
ASSET MANAGEMENT