

METROPOLE FUNDS
PROSPECTUS
AUGUST 2019

I. GENERAL CHARACTERISTICS

NAME: METROPOLE Funds

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

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

SUMMARY OF THE INVESTMENT OFFER: the Fund has 6 sub-funds.

METROPOLE FUNDS

Sub-fund no. 1: METROPOLE SÉLECTION

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

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

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

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

Sub-fund no. 2: METROPOLE AVENIR EUROPE

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

Sub-fund no. 3: METROPOLE FRONTIÈRE EUROPE

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

Sub-fund no. 4: METROPOLE EURO SRI

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

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

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

Sub-fund no. 5: METROPOLE CORPORATE BONDS

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|---|------------------------------------|
| ISIN code | FR0010695874 |
| Company name | <u>METROPOLE CORPORATE BONDS A</u> |
| Distribution of income | Capitalisation |
| Minimum initial subscription | 1 share |
| Minimum subsequent subscriptions | 1 hundred thousandth of a share |
| Currency | Euro |
| Eligible investors | All investors |
| Initial net asset value | 303.57 EUR |

Sub-fund no. 6: METROPOLE CONVERTIBLES

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|---|---------------------------------|
| ISIN code | FR0007083332 |
| Name | <u>METROPOLE CONVERTIBLES A</u> |
| Distribution of income | Capitalisation |
| Minimum initial subscription | 1 share |
| Minimum subsequent subscriptions | 1 hundred thousandth of a share |
| Currency | Euro |
| Eligible investors | All investors |
| Initial net asset value | 342.76 EUR |

AVAILABILITY OF LATEST ANNUAL REPORT AND PERIODIC REPORT:

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

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

These documents are also available on the website www.metropolegestion.com

The METROPOLE SELECTION, METROPOLE AVENIR EUROPE and METROPOLE EURO SRI sub-funds incorporate ESG criteria into their investment policies.

Information on these criteria is available on the website: www.metropolegestion.com
and in the annual reports.

II. DIRECTORY

MANAGEMENT COMPANY

METROPOLE Gestion

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

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

CUSTODIAN

Identity of the Fund's Custodian

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

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

The Custodian is independent from the Management Company.

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

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

STATUTORY AUDITORS

PricewaterhouseCoopers Audit

Represented by Frederic Sellam

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

PROMOTER

METROPOLE Gestion

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

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

AGENTS

Financial Agent: METROPOLE Gestion

Accounting sub-agent:

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

CENTRALISING SUB-AGENT:

CACEIS Bank

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

Postal address: 75206 Paris Cedex 13

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

Administrative sub-agent:

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

ADVISORS

N/A

FUND'S GOVERNING AND MANAGEMENT BODY:

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

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

III. OPERATION AND MANAGEMENT

Sub-fund no. 1: METROPOLE SELECTION

➤ GENERAL CHARACTERISTICS

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|---|--|
| ISIN code | METROPOLE SELECTION A: FR0007078811 METROPOLE SELECTION P: FR0010988758 METROPOLE SELECTION D: FR0010988766 METROPOLE SELECTION W: FR0011468602 METROPOLE SELECTION B: FR0011412592 METROPOLE SELECTION USD Hedged: FR0012068492 |
| Characteristics of the shares | MÉTROPOLE SELECTION A, P, W, B and USD Hedged capitalise all income earned on fixed- and variable-income investments. Capitalised income increases the shares' net asset value. METROPOLE SELECTION D distributes 100% of its net income. Net income is defined as the sub-fund's income (namely interest and dividends) plus or minus the aggregate amount available at that time. Management fees and borrowing charges are deducted from the income. Share classes A, P, D, B and W are denominated in euro. The USD Hedged share class is denominated in USD. |
| Rights attached to the share class | Each shareholder has a right of ownership in the sub-fund's assets, in proportion to the number of shares held. |
| Management of liabilities | CACEIS Bank manages the sub-fund's liabilities and, to that end, centralises all share subscription and redemption requests for it. The sub-fund's shares are also centralised by Euroclear France. |
| Voting rights | One voting right is attached to each share, entitling its holder to take part in decisions falling within the remit of the Fund's general meeting of shareholders. |
| Form of shares | All shares are issued in bearer form. |
| Fractions of shares | Yes. One hundred thousandth. Shares may be subscribed and redeemed on the basis of a set amount and/or in fractions of shares. |
| End of financial year | Last trading day in December on Euronext Paris. |
| Tax treatment | METROPOLE SELECTION is eligible for PEA equity savings plans. The sub-fund is not subject to corporation tax. However, capital gains and losses made by the shareholders are taxable. The tax treatment applicable to the unrealised or realised capital gains or losses recorded by the sub-fund depends on the tax treatment applicable to the investor's specific situation and/or to the sub-fund's investment jurisdiction. Investors who are unsure of their tax situation should seek advice. |

➤ SPECIAL PROVISIONS

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|---------------------------------------|--|
| Classification | European Union equities |
| Delegated financial management | N/A |
| Investment objective | METROPOLE SELECTION aims to outperform its benchmark index, the STOXX Europe Large 200 with net dividends reinvested, over a five-year period. |
| Benchmark index | <p>The benchmark index is the STOXX Europe Large 200 with net dividends reinvested. This index managed and published by STOXX is a capitalisation-weighted index of Europe's 200 largest listed companies by market capitalisation. The index covers the main European countries and is based on prices at close of trading. For further information on this benchmark index, see https://www.stoxx.com.</p> <p>On the date on which this prospectus was last updated as indicated on the first page of this prospectus, the administrator of the benchmark index is registered on the register of administrators and benchmark indices held by ESMA. This register is available, for information purposes, on the web site of ESMA (https://www.esma.europa.eu/databases-library/registers-and-data).</p> <p>METROPOLE Gestion may replace the benchmark index if it undergoes material changes or ceases to be provided.</p> |
| Investment strategy | Strategies used |
| | <p>The sub-fund will invest essentially in a selection of European securities in order to provide investors with a portfolio of equities from the European Union, Switzerland and Norway with upside potential.</p> <p>The strategy consists of selecting undervalued stocks through a rigorous analysis of the issuing companies' balance sheets, knowledge of the management teams, and identification of one or two catalysts likely to reduce the discount within the next 18 to 24 months.</p> <p>The catalyst will consist of one or more facts or events that will make the market realise that the company's future prospects have been undervalued, such as a restructuring or asset disposals.</p> <p>The sub-fund invests in European equities chosen on the basis of their issuers' intrinsic quality and their potential for regaining market value.</p> <p>This concerns any market capitalisation, and the sub-fund may invest in securities not included in the STOXX Europe Large 200 index when appropriate.</p> <p>The sub-fund will not invest in securities issued by companies associated with controversial weapons. Other sector-specific exclusions may be applied, which are described in the CSR Policy available on the website.</p> |

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| <p>Assets (excluding derivatives)</p> | | <p>1. <u>Equities</u></p> <p>The sub-fund will invest at least 75% of its assets in equities issued in member states of the European Union, so as to obtain the best possible performance. Exposure to European Union equities will be 60% minimum.</p> <p>The sub-fund will invest in a limited number of different shares relative to the 200 stocks that make up the STOXX Europe Large 200 index. In view of this, the sub-fund's performance may not follow that of the benchmark index. The weight of any particular stock in the portfolio may not exceed 10% of the sub-fund's total assets. In principle the sub-fund will be exposed to equity risk for up to 100% of its assets; occasionally this limit may be increased to 120%.</p> |
| | | <p>2. <u>Debt securities and money market instruments</u></p> <p>A maximum of 15% of the sub-fund's assets may be invested in money market products: negotiable debt securities and money market funds. Money market funds will be taken into account when calculating the 10% ratio mentioned below. METROPOLE Gestion does not exclusively or systematically rely on credit ratings issued by credit rating agencies when assessing the credit quality of the sub-fund's assets.</p> <p>3. <u>UCITS shares or units</u></p> <p>The portion of the assets not invested in equities may be invested in shares or units issued by UCITS of any classification, within the limit of 10% of the sub-fund's net assets.</p> <p>METROPOLE SELECTION will invest only in French or European UCITS-compliant funds. METROPOLE SELECTION may invest in UCITS managed by METROPOLE Gestion.</p> |
| <p>Derivatives</p> | | <p>METROPOLE SELECTION may use derivatives to expose or hedge the sub-fund's assets with regard to a given index or security. Listed options and futures may be used for this purpose. These derivatives will be used to hedge the sub-fund or to invest in futures or options that will optimise the level of exposure to the European Union equities market. Should the securities or indexes fall, METROPOLE SELECTION may buy put options or sell futures to hedge the sub-fund or security in question. The derivatives in which the sub-fund invests will not have a maturity of more than two years.</p> <p><u>The USD Hedged share class uses the following derivatives and financial contracts:</u></p> <p>Since the USD is the reference currency, this share class will use over-the-counter derivatives with a view to systematically and fully hedging exposure (within the range of 95% - 105%) to currency risk (against the euro). The maximum commitment on these instruments is equal to the sub-fund's assets.</p> <p>These contracts (currency forwards or currency swaps) are governed by ISDA or FBF master agreements. A default by a counterparty with whom a financial contract has been entered into may cause the net asset value of this share class to fall (see the definition of counterparty risk). Given that the exposure is limited in the event of default by a counterparty under a currency forward or swap, there are no plans to systematically reduce this risk through the introduction of margin calls between the fund and each counterparty. The Fund's annual report will list the names of the counterparty or counterparties to these derivatives and will describe the currency risks that are hedged.</p> |

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| | | <p>It will also state whether financial collateral has been received with a view to reducing counterparty risk. Where received, this financial collateral will have the following characteristics:</p> <ul style="list-style-type: none"> - it shall be exchangeable on liquid markets, it - shall be valued once a day at the very least, it - shall be independent of the counterparty, it - shall have a minimum credit rating of BBB, - it shall be fully realisable by the Fund at any time without consulting the counterparty or requiring the counterparty's approval, - it may not be sold, reinvested or pledged. <p>The specific risks and costs arising as a result of the hedging shall only affect the USD Hedged share class.</p> |
| | <p>Securities with embedded derivatives</p> | <p>METROPOLE SELECTION may invest its assets in securities with embedded derivatives. Use of this type of instrument will be limited to convertible bonds (ordinary bonds, indexed bonds, bonds redeemable for shares), rights, warrants and guaranteed value certificates (<i>certificats de valeur garantie</i>). These instruments will be used when it would be more advantageous to buy the underlying share through the convertible bond rather than buying it directly.</p> <p>The sub-fund will not invest more than 10% of its assets in securities with embedded derivatives.</p> <p>Securities with embedded derivatives will only be used instead of the corresponding underlying equities in order to increase the sub-fund's exposure.</p> |
| | <p>Deposits</p> | <p>Deposits can be used as part of the management of the allocation of sub-fund assets. The use of deposits must not exceed 20% of the assets. The term of deposits must not exceed one year.</p> |
| | <p>Cash loans</p> | <p>METROPOLE SELECTION may borrow cash for up to 10% of its assets.</p> |
| | <p>Temporary sales and purchases of securities</p> | <p>METROPOLE SELECTION will not enter into any temporary sales or purchases of securities.</p> |

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| <p>Risk profile</p> | <p>Investors are informed that this sub-fund is exposed to market risk, with a minimum equity risk exposure of 60%; this involves a risk of capital loss. Investors' money will be invested mainly in financial instruments selected by the Management Company. These instruments will be affected by market trends and fluctuations. Securities not listed in euros are exposed to a currency risk that the sub-fund does not hedge.</p> <p><u>European equity market risk:</u> The sub-fund invests mainly in equities. Share price fluctuations can have a positive or a negative impact on the net asset value. Market risk corresponds to the risk of a fall in share prices.</p> <p><u>Risk of loss of capital:</u> A capital loss occurs when a share is sold for less than the acquisition price. Investors are warned that their capital is not guaranteed and might not be recovered in full.</p> <p><u>Credit risk:</u> Part of the sub-fund's portfolio may be invested in UCITS that are invested in bonds. The sub-fund's net asset value could decrease in the event of a deterioration in the bond issuer's credit quality, for example a rating agency downgrade.</p> <p><u>Interest rate risk:</u> This corresponds to the risk of a loss of value of fixed income instruments resulting from variations in interest rates. The sub-fund's net asset value could decrease in the event of a rise in interest rates.</p> <p><u>Currency risk:</u> An investment in a currency other than the reference currency involves a currency risk. The sub-fund may be directly exposed to currency risk through the portion of assets invested in securities denominated in a currency other than the euro. The depreciation of that currency will result in a drop in the sub-fund's net asset value.</p> <p><u>Small and mid-cap risk:</u> The sub-fund may invest in securities issued by small and mid-cap companies. Securities issued by small and mid-cap companies may be significantly less liquid and more volatile than those issued by large-cap companies, and this could result in a fall in the net asset value.</p> |
| | <p><u>Risk specific to the USD Hedged share class:</u></p> <p><u>Currency risk:</u> This risk is associated with movements in the euro against the USD. It will be systematically hedged through the use of over-the-counter forward financial instruments. A residual currency risk may, however, remain. The hedging may lead to discrepancies between the performance of the USD Hedged share class and that of the sub-fund's other share classes.</p> <p><u>Counterparty risk:</u> counterparty risk is a consequence of all over-the-counter financial contracts entered into with a counterparty. Counterparty risk measures the risk of loss for the share class as a result of the fact that the counterparty to a transaction may default on its obligations before the transaction is finally settled through financial flows. This risk may be reduced by the Fund obtaining financial collateral in the form of cash or financial securities.</p> |
| <p>Eligible investors</p> | <p>The sub-fund shares are open to all investors. METROPOLE SELECTION is intended for any investor who already has a portfolio comprising funds investing in equities and/or direct equity interests, and who wishes to diversify into the European Union. Because of the equity exposure, the recommended investment period is more than five years. Investors are strongly recommended to diversify their investments to avoid being exclusively exposed to the risks inherent in this sub-fund.</p> |

METROPOLE FUNDS

| Calculation and allocation of income | METROPOLE SELECTION A, P, W, B and USD Hedged capitalise income. METROPOLE SELECTION D distributes income. The amount distributed corresponds to its net income. | | | | | | | | |
|--|--|------------------------------------|--|------------------|-------------------|--|---|------------------------------------|---|
| Frequency of distribution of income | METROPOLE SELECTION D: once a year. Interim distributions may be made within the limit of the net income recognised in the accounts on the date of the distribution decision. | | | | | | | | |
| Subscriptions and redemptions | <p>Subscription and redemption requests are centralised by CACEIS Bank daily until 12 noon and processed at the next net asset value, which is calculated using the stock market closing prices on the day in question, i.e., at an unknown price. Settlement take place on the second business day after the net asset value date in question (D+2).</p> <p>For the USD Hedged share class, if the settlement date falls on a bank holiday in the USA, it will be postponed to the following business day.</p> <p>The shareholder's attention is brought to the fact that requests transmitted to promoters other than the institutions indicated above must take into consideration the fact that the cut-off time for the centralisation of requests applies to said promoters vis-à-vis CACEIS Bank.</p> <p>Therefore, the promoters may apply their own cut-off time, earlier than mentioned, due to the time needed to transmit orders to CACEIS Bank.</p> <p>Subscription and redemption requests are executed in accordance with the table below :</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">D</th> <th style="text-align: center;">D : day on which the net asset value is determined</th> <th style="text-align: center;">D+1 business Day</th> <th style="text-align: center;">D+2 business Days</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">Centralization deadline for subscription and redemption orders up until 12 pm¹</td> <td style="text-align: center;">Execution of the order on D at the latest</td> <td style="text-align: center;">Publication of the net asset value</td> <td style="text-align: center;">Settlement of the subscriptions and redemptions</td> </tr> </tbody> </table> <p style="font-size: small;">¹ Unless specific deadlines potentially agreed on with your financial institution.</p> | D | D : day on which the net asset value is determined | D+1 business Day | D+2 business Days | Centralization deadline for subscription and redemption orders up until 12 pm ¹ | Execution of the order on D at the latest | Publication of the net asset value | Settlement of the subscriptions and redemptions |
| D | D : day on which the net asset value is determined | D+1 business Day | D+2 business Days | | | | | | |
| Centralization deadline for subscription and redemption orders up until 12 pm ¹ | Execution of the order on D at the latest | Publication of the net asset value | Settlement of the subscriptions and redemptions | | | | | | |
| Frequency of calculation of net asset value | <p>Daily:</p> <p>The sub-fund's shares will not be valued on days when the Paris Bourse and settlement systems are closed.</p> | | | | | | | | |
| Place and method of publication of net asset value | Net asset values can be obtained from the offices of the Management Company and from the website www.metropolegestion.com | | | | | | | | |
| Fractions of shares | <p>Yes. One hundred thousandth.</p> <p>Shares may be subscribed and redeemed on the basis of a set amount and/or in fractions of shares.</p> | | | | | | | | |
| Minimum initial subscription | One share | | | | | | | | |
| Minimum subsequent subscriptions | One hundred thousandth of a share | | | | | | | | |
| Currency of denomination | <p>Share classes A, P, D, W and B: euro</p> <p>USD Hedged share class: US dollar</p> | | | | | | | | |

METROPOLE FUNDS

➤ **COSTS AND FEES**

• **SUBSCRIPTION AND REDEMPTION FEES**

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

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

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

• **OPERATING AND MANAGEMENT COSTS**

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

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

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

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

• **COSTS INVOICED TO THE SUB-FUND**

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

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|---|---------------|---------------|-----|-----|-----|
| Rate, scale (incl. taxes) METROPOLE SELECTION W | 0.85% maximum | 0.30% maximum | N/A | N/A | N/A |
| Rate, scale (incl. taxes) METROPOLE SELECTION B | 1.70% maximum | 0.30% maximum | N/A | N/A | N/A |
| Rate, scale (incl. taxes) METROPOLE SELECTION USD Hedged | 2% maximum | 0.40% maximum | N/A | N/A | N/A |

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| METROPOLE FUNDS |
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* The performance fee is based on a comparison between the performance of the share class and that of its benchmark index. The performance fee is calculated for a reference period equal to a financial year. The benchmark index is the STOXX Europe Large 200 with net dividends reinvested. Performance is calculated by comparing the change in the value of the assets of the share class with the change in the value of the assets of a reference fund with an identical performance to that of the benchmark index and with the same changes in subscriptions and redemptions as the share class (indexed assets method).

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

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

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

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

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

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

These fees shall be charged directly against the share class.

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

Sub-fund no. 2: METROPOLE AVENIR EUROPE

➤ **GENERAL CHARACTERISTICS**

| | |
|---|--|
| ISIN code | METROPOLE AVENIR EUROPE A: FR0007078829 |
| Characteristics of the shares | MÉTROPOLE AVENIR EUROPE capitalises all income earned on fixed- and variable-income investments. Capitalised income increases the shares' net asset value. Shares are denominated in euro. |
| Rights attached to the share class | Each shareholder has a right of ownership in the sub-fund's assets, in proportion to the number of shares held. |
| Management of liabilities | CACEIS Bank manages the sub-fund's liabilities and, to that end, centralises all share subscription and redemption requests for it. The sub-fund's shares are also centralised by Euroclear France. |
| Voting rights | One voting right is attached to each share, entitling its holder to take part in decisions falling within the remit of the Fund's general meeting of shareholders. |
| Form of shares | All shares are issued in bearer form. |
| Fractions of shares | Yes. One hundred thousandth. Shares may be subscribed and redeemed on the basis of a set amount and/or in fractions of shares. |
| End of financial year | Last trading day in December on Euronext Paris. |
| Tax treatment | METROPOLE AVENIR EUROPE is eligible for PEA equity savings plans. The sub-fund is not subject to corporation tax. However, capital gains and losses made by the shareholders are taxable. The tax treatment applicable to the unrealised or realised capital gains or losses recorded by the sub-fund depends on the tax treatment applicable to the investor's specific situation and/or to the sub-fund's investment jurisdiction. Investors who are unsure of their tax situation should seek advice. |

➤ SPECIAL PROVISIONS

| | | |
|---------------------------------------|---------------------------------------|---|
| Classification | | European Union equities |
| Delegated financial management | | N/A |
| Investment objective | | METROPOLE AVENIR EUROPE aims to outperform its benchmark index, the STOXX Europe Small 200 with net dividends reinvested, over a five-year period. |
| Benchmark index | | The benchmark index is the STOXX Europe Small 200, net dividends reinvested. The STOXX Europe Small 200 is a capitalisation-weighted index of 200 European small-cap companies. The index covers the main European countries and is based on prices at close of trading. |
| Investment strategy | Strategies used | <p>The sub-fund will invest essentially in a selection of European securities in order to provide investors with a portfolio of equities from the European Union, Switzerland and Norway with upside potential.</p> <p>The strategy consists of selecting undervalued stocks through a rigorous analysis of the issuing companies' balance sheets, knowledge of the management teams, and identification of a catalyst likely to narrow the discount within the next 18 to 24 months.</p> <p>The catalyst will consist of one or more facts or events that will make the market realise that the company's future prospects have been undervalued, such as a restructuring or asset disposals.</p> <p>These equities are essentially from the European Union, Switzerland and Norway and are chosen on the basis of their issuers' intrinsic quality and their potential for regaining market value. The sub-fund will invest mainly in stocks with a market capitalisation of between €100 million and €4 billion. The sub-fund may also invest in securities not included in the STOXX Europe Small 200 index when appropriate.</p> <p>The sub-fund will not invest in securities issued by companies associated with controversial weapons. Other sector-specific exclusions may be applied, which are described in the CSR Policy available on the website.</p> |
| | Assets (excluding derivatives) | <p>1. <u>Equities</u></p> <p>The sub-fund will invest at least 75% of its assets and be at least 60% exposed to European Union equities. The sub-fund will invest in a limited number of different shares relative to the 200 stocks that make up the STOXX Europe Large 200 index. In view of this, the sub-fund's performance may not follow that of the benchmark index. The weight of any particular stock in the portfolio may not exceed 10% of the sub-fund's total assets. In principle the sub-fund will be exposed to equity risk for up to 100% of its assets; occasionally this limit may be increased to 120%.</p> |

METROPOLE FUNDS

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

METROPOLE FUNDS

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| Temporary sales and purchases of securities | METROPOLE AVENIR EUROPE will not use any temporary sale and purchase techniques. |
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| | |
|---------------------------|--|
| Risk profile | <p>Investors are informed that this sub-fund is exposed to market risk, with a minimum equity risk exposure of 60%; this involves a risk of capital loss.</p> <p>Investors' money will be invested mainly in financial instruments selected by the Management Company. These instruments will be affected by market trends and fluctuations. Securities not listed in euros are exposed to a currency risk that the sub-fund does not hedge.</p> <p><u>European equity market risk</u>: The sub-fund invests mainly in equities. Share price fluctuations can have a positive or a negative impact on the net asset value. Market risk corresponds to the risk of a fall in share prices.</p> <p><u>Small and mid-cap risk</u>: The sub-fund invests mainly in securities issued by small and mid-cap companies. Securities issued by small and mid-cap companies may be significantly less liquid and more volatile than those issued by large-cap companies, and this could result in a drop in the net asset value.</p> <p><u>Risk of loss of capital</u>: A capital loss occurs when a share is sold for less than the acquisition price. Investors are warned that their capital is not guaranteed and might not be recovered in full.</p> <p><u>Liquidity risk</u>: This is the risk that a financial instrument cannot be sold at its proper price. It may be impossible to sell the instrument, or it may be sold after application of a so-called "illiquidity discount".</p> <p><u>Credit risk</u>: Part of the sub-fund's portfolio may be invested in UCITS that are invested in bonds. The sub-fund's net asset value could decrease in the event of a deterioration in the bond issuer's credit quality, for example a rating agency downgrade.</p> <p><u>Interest rate risk</u>: This corresponds to the risk of a loss of value of fixed income instruments resulting from variations in interest rates. The sub-fund's net asset value could decrease in the event of a rise in interest rates.</p> <p><u>Currency risk</u>: An investment in a currency other than the reference currency involves a currency risk. The sub-fund may be directly exposed to currency risk through the portion of assets invested in securities denominated in a currency other than the euro. The depreciation of that currency will result in a drop in the sub-fund's net asset value.</p> |
| Eligible investors | <p>The sub-fund shares are open to all investors.</p> <p>METROPOLE AVENIR EUROPE is intended for any investor who already has a portfolio comprising funds investing in equities and/or direct equity interests, and who wishes to diversify into the European Union, Switzerland and Norway. Because of the equity exposure, the recommended investment period is more than five years. Investors are strongly recommended to diversify their investments to avoid being exclusively exposed to the risks inherent in this sub-fund.</p> |

METROPOLE FUNDS

| Calculation and allocation of income | There is only one share class. The sub-fund reinvests its income. | | | | | | | | |
|--|---|------------------------------------|--|------------------|-------------------|--|---|------------------------------------|---|
| Frequency of distribution of income | N/A | | | | | | | | |
| Subscriptions and redemptions | <p>Subscription and redemption requests are centralised by CACEIS Bank daily until 12 noon and processed at the next net asset value, which is calculated using the stock market closing prices on the day in question, i.e., at an unknown price. Settlement takes place on the second business day after the net asset value date in question (D+2).</p> <p>The shareholder's attention is brought to the fact that requests transmitted to promoters other than the institutions indicated above must take into consideration the fact that the cut-off time for the centralisation of requests applies to said promoters vis-à-vis CACEIS Bank.</p> <p>Therefore, the promoters may apply their own cut-off time, earlier than mentioned, due to the time needed to transmit orders to CACEIS Bank. Subscription and redemption requests are executed in accordance with the table below :</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: center;">D</th> <th style="text-align: center;">D : day on which the net asset value is determined</th> <th style="text-align: center;">D+1 business Day</th> <th style="text-align: center;">D+2 business Days</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">Centralization deadline for subscription and redemption orders up until 12 pm¹</td> <td style="text-align: center;">Execution of the order on D at the latest</td> <td style="text-align: center;">Publication of the net asset value</td> <td style="text-align: center;">Settlement of the subscriptions and redemptions</td> </tr> </tbody> </table> <p style="text-align: center;">¹ Unless specific deadlines potentially agreed on with your financial institution.</p> | D | D : day on which the net asset value is determined | D+1 business Day | D+2 business Days | Centralization deadline for subscription and redemption orders up until 12 pm ¹ | Execution of the order on D at the latest | Publication of the net asset value | Settlement of the subscriptions and redemptions |
| D | D : day on which the net asset value is determined | D+1 business Day | D+2 business Days | | | | | | |
| Centralization deadline for subscription and redemption orders up until 12 pm ¹ | Execution of the order on D at the latest | Publication of the net asset value | Settlement of the subscriptions and redemptions | | | | | | |
| Frequency of calculation of net asset value | Daily: The sub-fund's shares will not be valued on days when the Paris Bourse and settlement systems are closed. | | | | | | | | |
| Place and method of publication of net asset value | Net asset values can be obtained from the offices of the Management Company and from the website www.metropolegestion.com | | | | | | | | |
| Fractions of shares | Yes. One hundred thousandth. Shares may be subscribed and redeemed on the basis of a set amount and/or in fractions of shares. | | | | | | | | |
| Minimum initial subscription | One share | | | | | | | | |
| Minimum subsequent subscriptions | One hundred thousandth of a share | | | | | | | | |
| Currency of denomination | Euro | | | | | | | | |

➤ **COSTS AND FEES**

• **SUBSCRIPTION AND REDEMPTION FEES**

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

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

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

• **OPERATING AND MANAGEMENT COSTS**

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

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

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

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

• COSTS INVOICED TO THE SUB-FUND

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

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

Sub-fund no. 3: METROPOLE FRONTIERE EUROPE

➤ **GENERAL CHARACTERISTICS**

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

➤ SPECIAL PROVISIONS

| | | |
|---------------------------------------|---------------------------------------|--|
| Classification | | European Union equities |
| Delegated financial management | | N/A |
| Investment objective | | METROPOLE FRONTIERE EUROPE aims to outperform its benchmark index, the STOXX Europe Large 200 with net dividends reinvested, over a five-year period. |
| Benchmark index | | The benchmark index is the STOXX Europe Large 200 with net dividends reinvested. The STOXX Europe Large 200 is a capitalisation-weighted index of Europe's 200 largest listed companies by market capitalisation. The index covers the main European countries and is based on prices at close of trading. |
| Investment strategy | Strategies used | <p>The sub-fund will invest essentially in a selection of European securities in order to provide investors with a portfolio of equities from the European Union, and more specifically from central European countries that have joined the European Union since May 2004, with upside potential.</p> <p>The strategy consists of selecting undervalued stocks through rigorous analysis of the issuing companies' balance sheets, knowledge of the management teams, and identification of a catalyst likely to narrow the discount within the next 18 to 24 months. The catalyst will consist of one or more facts or events that will make the market realise that the company's future prospects have been undervalued, such as a restructuring or asset disposals.</p> <p>The sub-fund invests essentially in equities from the European Union chosen on the basis of their issuers' intrinsic quality and their potential for regaining market value. Equities may be issued by companies of any market capitalisation. The sub-fund may also invest in securities not included in the STOXX Europe Large 200 index when appropriate. Investments will mainly cover the following countries: Poland, Czech Republic, Hungary, Slovakia, Slovenia, Estonia, Lithuania, Latvia, Austria, Greece, Portugal, Romania, Croatia and Bulgaria.</p> <p>The sub-fund will not invest in securities issued by companies associated with the production of controversial weapons. Other sector-specific exclusions may be applied, which are described in the CSR Policy available on the website.</p> |
| | Assets (excluding derivatives) | <p>1. <u>Equities</u></p> <p>The sub-fund will invest at least 75% of its assets in equities issued in member states of the European Union, so as to obtain the best possible performance. Exposure to European Union equities will be 60% minimum.</p> |

METROPOLE FUNDS

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

METROPOLE FUNDS

| | | |
|----------------------------------|---|---|
| | <p>Temporary sales and purchases of securities</p> | <p>METROPOLE FRONTIERE EUROPE will not use any temporary sale and purchase techniques.</p> |
| <p>Risk profile</p> | | <p>Investors are informed that this sub-fund is exposed to market risk, with a minimum equity risk exposure of 60%; this involves a risk of capital loss. Investors' money will be invested mainly in financial instruments selected by the Management Company. These instruments will be affected by market trends and fluctuations. Securities not listed in euros are exposed to a currency risk that the sub-fund does not hedge.</p> <p><u>European equity market risk:</u> The sub-fund invests mainly in equities. Share price fluctuations can have a positive or a negative impact on the net asset value. Market risk corresponds to the risk of a fall in share prices.</p> <p>Investors are warned that the conditions under which certain markets operate and are supervised and on which the sub-fund invests, in particular the markets in central European countries that have joined the European Union since 2004, may differ from the standards that apply on the major international markets.</p> <p><u>Small and mid-cap risk:</u> The sub-fund may invest in securities issued by small and mid-cap companies. Securities issued by small and mid-cap companies may be significantly less liquid and more volatile than those issued by large-cap companies, and this could result in a drop in the net asset value.</p> <p><u>Risk of loss of capital:</u> A capital loss occurs when a share is sold for less than the acquisition price. Investors are warned that their capital is not guaranteed and might not be recovered in full.</p> <p><u>Liquidity risk:</u> This is the risk that a financial instrument cannot be sold at its proper price. It may be impossible to sell the instrument, or it may be sold after application of a so-called "illiquidity discount".</p> <p><u>Credit risk:</u> Part of the sub-fund's portfolio may be invested in UCITS that are invested in bonds. The sub-fund's net asset value could decrease in the event of a deterioration in the bond issuer's credit quality, for example a rating agency downgrade.</p> <p><u>Interest rate risk:</u> This corresponds to the risk of a loss of value of fixed income instruments resulting from variations in interest rates. The sub-fund's net asset value could decrease in the event of a rise in interest rates.</p> <p><u>Currency risk:</u> An investment in a currency other than the reference currency involves a currency risk. The sub-fund may be directly exposed to currency risk through the portion of assets invested in securities denominated in a currency other than the euro. The depreciation of that currency will result in a drop in the sub-fund's net asset value. The sub-fund does not hedge against currency risk.</p> |
| <p>Eligible investors</p> | | <p>All investors.</p> <p>METROPOLE FRONTIERE EUROPE is intended for any investor who already has a portfolio comprising funds investing in equities and/or direct equity interests, and who wishes to diversify into the European Union. Because of the equity exposure, the recommended investment period is more than five years.</p> <p>Investors are strongly recommended to diversify their investments to avoid being exclusively exposed to the risks inherent in this sub-fund.</p> |

METROPOLE FUNDS

| Calculation and allocation of income | Capitalisation sub-fund. | | | | | | | | |
|--|---|------------------------------------|--|------------------|-------------------|--|---|------------------------------------|---|
| Frequency of distribution of income | N/A | | | | | | | | |
| Subscriptions and redemptions | <p>Subscription and redemption requests are centralised by CACEIS Bank daily until 12 noon and processed at the next net asset value, which is calculated using the stock market closing prices on the day in question, i.e., at an unknown price. Settlement takes place on the second business day after the net asset value date in question (D+2).</p> <p>The shareholder's attention is brought to the fact that requests transmitted to promoters other than the institutions indicated above must take into consideration the fact that the cut-off time for the centralisation of requests applies to said promoters vis-à-vis CACEIS Bank.</p> <p>Therefore, the promoters may apply their own cut-off time, earlier than mentioned, due to the time needed to transmit orders to CACEIS Bank.</p> <p>Subscription and redemption requests are executed in accordance with the table below :</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 25%;">D</th> <th style="width: 25%;">D : day on which the net asset value is determined</th> <th style="width: 25%;">D+1 business Day</th> <th style="width: 25%;">D+2 business Days</th> </tr> </thead> <tbody> <tr> <td>Centralization deadline for subscription and redemption orders up until 12 pm¹</td> <td>Execution of the order on D at the latest</td> <td>Publication of the net asset value</td> <td>Settlement of the subscriptions and redemptions</td> </tr> </tbody> </table> <p>¹ Unless specific deadlines potentially agreed on with your financial institution.</p> | D | D : day on which the net asset value is determined | D+1 business Day | D+2 business Days | Centralization deadline for subscription and redemption orders up until 12 pm ¹ | Execution of the order on D at the latest | Publication of the net asset value | Settlement of the subscriptions and redemptions |
| D | D : day on which the net asset value is determined | D+1 business Day | D+2 business Days | | | | | | |
| Centralization deadline for subscription and redemption orders up until 12 pm ¹ | Execution of the order on D at the latest | Publication of the net asset value | Settlement of the subscriptions and redemptions | | | | | | |
| Frequency of calculation of net asset value | Daily: The sub-fund's shares will not be valued on days when the Paris Bourse and settlement systems are closed. | | | | | | | | |
| Place and method of publication of net asset value | Net asset values can be obtained from the office of the Management Company and from the website www.metropolegestion.com | | | | | | | | |
| Fractions of shares | Yes. One hundred thousandth. Shares may be subscribed and redeemed on the basis of a set amount and/or in fractions of shares. | | | | | | | | |
| Minimum initial subscription | One share | | | | | | | | |
| Minimum subsequent subscriptions | One hundred thousandth of a share | | | | | | | | |
| Currency of denomination | Euro | | | | | | | | |

➤ **COSTS AND FEES**

• **SUBSCRIPTION AND REDEMPTION FEES**

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

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

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

• **OPERATING AND MANAGEMENT COSTS**

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

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

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

METROPOLE FUNDS

• COSTS INVOICED TO THE SUB-FUND

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

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

Sub-fund no. 4: METROPOLE EURO SRI

GENERAL CHARACTERISTICS

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

➤ SPECIAL PROVISIONS

| | | |
|---------------------------------------|------------------------|--|
| Classification | | Eurozone equities |
| Delegated financial management | | N/A |
| Investment objective | | METROPOLE EURO SRI aims to outperform its benchmark index, the EURO Stoxx Large with net dividends reinvested, over a five-year period. |
| Benchmark index | | The benchmark index is the EURO Stoxx Large, net dividends reinvested. This index is a capitalisation-weighted index of approximately 100 of the eurozone's largest listed companies by market capitalisation. The index covers the main eurozone countries and is based on prices at close of trading. |
| Investment strategy | Strategies used | <p>The sub-fund will invest in a selection of eurozone securities in order to provide investors with a portfolio of equities from the eurozone with upside potential.</p> <p>The strategy used consists of selecting undervalued stocks through a rigorous analysis of the issuing companies' balance sheets, knowledge of the management teams, and identification of one or two catalysts likely to reduce the discount within the next 18 to 24 months, and which meet so-called “socially responsible” criteria, with the aim of improving environmental, social and governance practices within companies in which the sub-fund is or may become a shareholder.</p> <p>The catalyst will consist of one or more facts or events that will make the market realise that the company's future prospects have been undervalued, such as a restructuring or asset disposals.</p> <p>Analysis of these so-called socially responsible criteria is carried out in four areas:</p> <ul style="list-style-type: none"> ◆ Corporate governance policy ◆ Environmental protection ◆ Human capital management ◆ Relations with and management of various stakeholders (suppliers, clients, local communities and regulators). <p>The methodology applied by METROPOLE Gestion for the METROPOLE EURO SRI sub-fund consists of selecting European companies that are above average in their sector in terms of ESG criteria (“best in class” approach) or that are strongly expected to improve in these areas (“best effort” approach).</p> <p>This approach is supplemented by:</p> <ul style="list-style-type: none"> ◆ systematic visits to selected companies: interviews with heads of CSR within the companies; ◆ assessment of companies' performance in light of their objectives; ◆ consideration of existing disputes; ◆ analysis of specific sector risks. <p>The sub-fund invests in eurozone equities chosen on the basis of their issuers' intrinsic quality, their compliance with ESG criteria and their potential for regaining market value.</p> |

METROPOLE FUNDS

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| | | <p>The sub-fund will invest mainly in stocks with a market capitalisation of more than €5 billion. The sub-fund may invest up to 10% of its assets in equities from non- eurozone European Union countries, Switzerland and Norway. The sub-fund may also invest in securities not included in the EURO Stoxx Large index when appropriate.</p> <p>The sub-fund will not invest in securities issued by companies associated with the production of controversial weapons. Other sector-specific exclusions may be applied, which are described in the CSR Policy available on the website.</p> |
| | <p>Assets (excluding derivatives)</p> | <p style="text-align: center;">1. <u>Equities</u></p> <p>The sub-fund will invest at least 75% of its assets in equities issued in the eurozone and denominated in euro, so as to obtain the best possible performance. Exposure to equities will be 60% minimum.</p> <p>The sub-fund will invest in a limited number of different shares relative to the 100 stocks that make up the EURO Stoxx Large index. In view of this, the sub-fund's performance may not follow that of the benchmark index. The weight of any particular stock in the portfolio may not exceed 10% of the sub-fund's total assets. In principle the sub-fund will be exposed to market risk for up to 100% of its assets; occasionally this limit may be increased to 120%.</p> <p style="text-align: center;">2. <u>Debt securities and money market instruments</u></p> <p>A maximum of 15% of the sub-fund's assets may be invested in money market products: negotiable debt securities and money market funds. Money market funds will be taken into account when calculating the 10% ratio mentioned below. METROPOLE Gestion does not exclusively or systematically rely on credit ratings issued by credit rating agencies when assessing the credit quality of the sub-fund's assets.</p> <p style="text-align: center;">3. <u>UCITS shares or units</u></p> <p>The portion of the assets not invested in equities may be invested in shares or units issued by UCITS of any classification, within the limit of 10% of the sub-fund's net assets.</p> <p>METROPOLE EURO SRI will invest only in French or European UCITS. METROPOLE EURO SRI may invest in UCITS managed by METROPOLE Gestion.</p> |
| | <p>Derivatives</p> | <p>METROPOLE EURO SRI may use derivatives to expose or hedge the sub-fund's assets with regard to a given index or security. Only listed options and futures can be used. These derivatives will be used to hedge the sub-fund or to invest in futures or options that will optimise the level of exposure to the eurozone equities market. Should the securities or indexes fall, METROPOLE EURO SRI may buy put options or sell futures to hedge the sub-fund or security in question.</p> <p>The derivatives in which the sub-fund invests will not have a maturity of more than two years. METROPOLE EURO SRI will not use specialist derivative instruments, such as those traded over the counter.</p> |

METROPOLE FUNDS

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| | <p>Securities with embedded derivatives</p> | <p>METROPOLE EURO SRI may invest in securities with embedded derivatives. Use of this type of instrument will be limited to convertible bonds (ordinary bonds, indexed bonds, bonds redeemable for shares), rights, warrants and guaranteed value certificates (<i>certificats de valeur garantie</i>).</p> <p>These instruments will be used when it would be more advantageous to buy the underlying share through the convertible bond rather than buying it directly.</p> <p>The sub-fund will not invest more than 10% of its assets in securities with embedded derivatives.</p> <p>Securities with embedded derivatives will only be used instead of the corresponding underlying equities in order to increase the sub-fund's exposure.</p> |
| | <p>Deposits</p> | <p>Deposits can be used as part of the management of the allocation of sub-fund assets. The use of deposits must not exceed 20% of the assets. The term of deposits must not exceed one year.</p> |
| | <p>Cash loans</p> | <p>METROPOLE EURO SRI may borrow cash for up to 10% of its assets.</p> |
| | <p>Temporary sales and purchases of securities</p> | <p>METROPOLE EURO SRI will not enter into any temporary sales or purchases of securities.</p> |
| <p>Risk profile</p> | | <p>Investors are informed that this sub-fund is exposed to market risk, with a minimum equity risk exposure of 60%; this involves a risk of capital loss. Investors' money will be invested mainly in financial instruments selected by the Management Company. These instruments will be affected by market trends and fluctuations. Securities not listed in euros are exposed to a currency risk that the sub-fund does not hedge.</p> <p><u>The sub-fund is exposed to eurozone equity market risk:</u> The sub-fund invests mainly in equities. Share price fluctuations can have a positive or a negative impact on the net asset value. Market risk corresponds to the risk of a fall in share prices.</p> <p><u>Risk of loss of capital:</u> A capital loss occurs when a share is sold for less than the acquisition price. Investors are warned that their capital is not guaranteed and might not be recovered in full.</p> <p><u>Credit risk:</u> Part of the sub-fund's portfolio may be invested in UCITS that are invested in bonds. The sub-fund's net asset value could decrease in the event of a deterioration in the bond issuer's credit quality, for example a rating agency downgrade.</p> <p><u>Interest rate risk:</u> This corresponds to the risk of a loss of value of fixed income instruments resulting from variations in interest rates. The sub-fund's net asset value could decrease in the event of a rise in interest rates.</p> <p><u>Currency risk:</u> An investment in a currency other than the reference currency involves a currency risk. The sub-fund may be directly exposed to currency risk through the portion of assets invested in securities denominated in a currency other than the euro (up to 10%). The depreciation of that currency will result in a drop in the sub-fund's net asset value.</p> <p><u>Risk associated with the currency of shares denominated in currencies other than that of the sub-fund:</u> Shareholders investing in currencies other than the sub-fund's base currency (Euro) may be exposed to currency risk if this is not hedged. The value of the sub-fund's assets may fall if exchange rates vary, which may cause the net asset value of the sub-fund to fall.</p> |

| <p>Eligible investors</p> | <p>The sub-fund shares are open to all investors. METROPOLE EURO SRI is designed for any investor who already has a portfolio comprising funds investing in equities and/or direct equity interests, and who wishes to diversify into a UCITS mainly exposed to the equity markets in the eurozone, Switzerland and Norway and into securities that meet so-called socially responsible criteria. Because of the equity exposure, the recommended investment period is more than five years. Investors are strongly recommended to diversify their investments to avoid being exclusively exposed to the risks inherent in this sub-fund.</p> | | | | | | | | |
|--|--|------------------------------------|--|------------------|-------------------|--|---|------------------------------------|---|
| <p>Calculation and allocation of income</p> | <p>The sub-fund reinvests its income. .</p> | | | | | | | | |
| <p>Frequency of distribution of income</p> | <p>N/A.</p> | | | | | | | | |
| <p>Subscriptions and redemptions</p> | <p>Subscription and redemption requests are centralised by CACEIS Bank daily until 12 noon and processed at the next net asset value, which is calculated using the stock market closing prices on the day in question, i.e., at an unknown price. Settlement takes place on the second business day after the net asset value date in question (D+2). The shareholder's attention is brought to the fact that requests transmitted to promoters other than the institutions indicated above must take into consideration the fact that the cut-off time for the centralisation of requests applies to said promoters vis-à-vis CACEIS Bank. Therefore, the promoters may apply their own cut-off time, earlier than mentioned, due to the time needed to transmit orders to CACEIS Bank. Subscription and redemption requests are executed in accordance with the table below :</p> <table border="1" data-bbox="644 1274 1431 1565"> <thead> <tr> <th data-bbox="644 1274 901 1420">D</th> <th data-bbox="901 1274 1070 1420">D : day on which the net asset value is determined</th> <th data-bbox="1070 1274 1203 1420">D+1 business Day</th> <th data-bbox="1203 1274 1431 1420">D+2 business Days</th> </tr> </thead> <tbody> <tr> <td data-bbox="644 1420 901 1565">Centralization deadline for subscription and redemption orders up until 12 pm¹</td> <td data-bbox="901 1420 1070 1565">Execution of the order on D at the latest</td> <td data-bbox="1070 1420 1203 1565">Publication of the net asset value</td> <td data-bbox="1203 1420 1431 1565">Settlement of the subscriptions and redemptions</td> </tr> </tbody> </table> <p>¹ Unless specific deadlines potentially agreed on with your financial institution.</p> | D | D : day on which the net asset value is determined | D+1 business Day | D+2 business Days | Centralization deadline for subscription and redemption orders up until 12 pm ¹ | Execution of the order on D at the latest | Publication of the net asset value | Settlement of the subscriptions and redemptions |
| D | D : day on which the net asset value is determined | D+1 business Day | D+2 business Days | | | | | | |
| Centralization deadline for subscription and redemption orders up until 12 pm ¹ | Execution of the order on D at the latest | Publication of the net asset value | Settlement of the subscriptions and redemptions | | | | | | |
| <p>Frequency of calculation of net asset value</p> | <p>Daily: The sub-fund's shares will not be valued on days when the Paris Bourse and settlement systems are closed.</p> | | | | | | | | |
| <p>Place and method of publication of net asset value</p> | <p>Net asset values can be obtained from the offices of the Custodian and the Management Company and from the website : www.metropolegestion.com</p> | | | | | | | | |
| <p>Fractions of shares</p> | <p>Yes. One hundred thousandth. Shares may be subscribed and redeemed on the basis of a set amount and/or in fractions of shares.</p> | | | | | | | | |

METROPOLE FUNDS

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| Minimum initial subscription | One share |
| Minimum subsequent subscriptions | One hundred thousandth of a share |
| Currency of denomination | Shares classes A and W: Euro. The GBP share class: pound sterling. |

➤ **COSTS AND FEES**

• **SUBSCRIPTION AND REDEMPTION FEES**

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

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

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

METROPOLE FUNDS

• OPERATING AND MANAGEMENT COSTS

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

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

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

• COSTS INVOICED TO THE SUB-FUND

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

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

Sub-fund no. 5: METROPOLE CORPORATE BONDS

➤ **GENERAL CHARACTERISTICS**

| | |
|---|---|
| ISIN code | METROPOLE CORPORATE BONDS A: FR0010695874 |
| Characteristics of the shares | METROPOLE CORPORATE BONDS capitalises all income earned on fixed and variable income investments. Capitalised income increases the shares' net asset value. Shares are denominated in euro. |
| Rights attached to the share class | Each shareholder has a right of ownership in the sub-fund's assets, in proportion to the number of shares held. |
| Management of liabilities | CACEIS Bank manages the sub-fund's liabilities and, to that end, centralises all share subscription and redemption requests for it. The sub-fund is listed with Euroclear France. |
| Voting rights | One voting right is attached to each share, entitling its holder to take part in decisions falling within the remit of the Fund's general meeting of shareholders. |
| Form of shares | All shares are issued in bearer form. |
| Fractions of shares | Yes. One hundred thousandth. Shares may be subscribed and redeemed on the basis of a set amount and/or in fractions of shares. |
| End of financial year | Last trading day in December on Euronext Paris. |
| Tax treatment | METROPOLE CORPORATE BONDS is not eligible as a P.E.A equity savings plan. The sub-fund is not subject to corporation tax. However, capital gains and losses made by the shareholders are taxable. The tax treatment applicable to the unrealised or realised capital gains or losses recorded by the sub-fund depends on the tax treatment applicable to the investor's specific situation and/or the sub-fund's investment jurisdiction. Investors who are unsure of their tax situation should seek advice. |

➤ SPECIAL PROVISIONS

| | | |
|---------------------------------------|-------------------------|--|
| Classification | | Bonds and other debt securities denominated in euro. |
| Delegated financial management | | N/A |
| Investment objective | | METROPOLE CORPORATE BONDS aims to outperform the FTSE MTS Eurozone Government Bond 3-5 Y index over a four-year period. |
| Benchmark index | | The benchmark index is the FTSE MTS Eurozone Government Bond 3-5 Y. This index measures the performance of the market for eurozone government bonds with a residual term of between three and five years. It includes accrued interest for the calculation of performance and coupons are reinvested immediately. The sub-fund's performance is calculated with net coupons reinvested. |
| Investment strategy | Strategies used | <p>The METROPOLE CORPORATE BONDS sub-fund's investment strategy mainly involves actively managing credit risk by selecting issuers and managing credit risk premiums (credit spreads). Accordingly, the sub-fund invests in euro-denominated bonds and other similar debt securities and money market instruments, issued by sovereign, public or corporate issuers.</p> <p>The sub-fund will not invest in securities issued by companies associated with the production of controversial weapons. Other sector-specific exclusions may be applied, which are described in the CSR Policy available on the website.</p> |
| | Asset categories | <ol style="list-style-type: none"> 1. <u>Equities</u>: N/A 2. <u>Debt securities and money market instruments</u>: <p>The sub-fund invests at least 80% of its assets in bonds, similar debt securities and money market instruments issued by sovereign, public-sector or corporate issuers and denominated in euro or, for up to 10% of its assets, denominated in a European Union currency other than the euro, or in the currencies of Switzerland or Norway. METROPOLE Gestion does not exclusively or systematically rely on credit ratings issued by credit rating agencies when assessing the credit quality of the sub-fund's assets.</p> <p>The bonds and other similar debt securities and money market instruments issued by sovereign, public-sector or corporate issuers must be rated on acquisition within the following ranges:</p> <ul style="list-style-type: none"> • AAA (inclusive) to BBB- (inclusive) by credit rating agency S&P, • Aaa (inclusive) to Baa3 (inclusive) by Moody's, • AAA (inclusive) to BBB- (inclusive) by Fitch. |

| | | | | | | | | | | |
|---|---|---|--|-------|--|--|---|--------------------------------------|---|---|
| | | <p>The sub-fund will be at least 80% invested in bonds and other similar debt securities and money market instruments denominated in euro rated BBB-/Baa3 or above.</p> <p>The sub-fund may invest up to 10% of its assets in bonds and other similar debt securities and money market instruments issued by sovereign, public-sector or corporate issuers and rated below the aforesaid categories.</p> <p>The sub-fund may invest up to 10% of its assets in unrated bonds and other similar debt securities and money market instruments issued by sovereign, public-sector or corporate issuers.</p> <p>In the event of a difference between the ratings of the various agencies, the lowest rating will apply.</p> <p>If the rating of an issuer already represented in the sub-fund portfolio is downgraded, the Management Company will assess the appropriateness of keeping the relevant securities in the portfolio, by considering whether this is in the shareholders' interests and rigorously examining the issuing companies' balance sheets.</p> <table border="1" data-bbox="614 913 1412 1489"> <tr> <td data-bbox="614 913 1029 1025">Interest rate sensitivity range within which the sub-fund is managed</td> <td data-bbox="1029 913 1412 1025">0 - 7</td> </tr> <tr> <td data-bbox="614 1025 1029 1104">Currencies in which the sub-fund's portfolio is invested</td> <td data-bbox="1029 1025 1412 1104">Euro: between 90% and 100% of the net assets</td> </tr> <tr> <td data-bbox="614 1104 1029 1182">Level of currency risk to which the sub-fund may be exposed</td> <td data-bbox="1029 1104 1412 1182">Between 0% and 10% of the net assets</td> </tr> <tr> <td data-bbox="614 1182 1029 1489">Geographic region in which issuers of the sub-fund's portfolio securities must be located</td> <td data-bbox="1029 1182 1412 1489"> <p>O <u>European Union and eurozone</u>: between 80% and 100% of the net assets</p> <p>O <u>European Union, non-eurozone + Switzerland + Norway</u>: between 0% and 10% of the net assets</p> </td> </tr> </table> <p>3. <u>UCITS shares or units</u></p> <p>The sub-fund may invest up to 10% of its net assets in units or shares issued by other French or European UCITS funds, including other funds managed by METROPOLE Gestion.</p> | Interest rate sensitivity range within which the sub-fund is managed | 0 - 7 | Currencies in which the sub-fund's portfolio is invested | Euro: between 90% and 100% of the net assets | Level of currency risk to which the sub-fund may be exposed | Between 0% and 10% of the net assets | Geographic region in which issuers of the sub-fund's portfolio securities must be located | <p>O <u>European Union and eurozone</u>: between 80% and 100% of the net assets</p> <p>O <u>European Union, non-eurozone + Switzerland + Norway</u>: between 0% and 10% of the net assets</p> |
| Interest rate sensitivity range within which the sub-fund is managed | 0 - 7 | | | | | | | | | |
| Currencies in which the sub-fund's portfolio is invested | Euro: between 90% and 100% of the net assets | | | | | | | | | |
| Level of currency risk to which the sub-fund may be exposed | Between 0% and 10% of the net assets | | | | | | | | | |
| Geographic region in which issuers of the sub-fund's portfolio securities must be located | <p>O <u>European Union and eurozone</u>: between 80% and 100% of the net assets</p> <p>O <u>European Union, non-eurozone + Switzerland + Norway</u>: between 0% and 10% of the net assets</p> | | | | | | | | | |
| | <p>Derivatives</p> | <p>In order to achieve its investment objective, the sub-fund may invest in any forward financial instruments traded on regulated French or foreign markets.</p> <p>The sub-fund may invest in the following instruments on said markets:</p> <ul style="list-style-type: none"> ❖ standardised interest rate and currency futures ❖ interest rate and currency options ❖ currency forwards | | | | | | | | |

METROPOLE FUNDS

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| | | <ul style="list-style-type: none"> ❖ interest rate swaps ❖ caps and floors. <p>The sub-fund will use all these instruments to hedge the portfolio against and/or expose it to:</p> <ul style="list-style-type: none"> ❖ credit risk, or ❖ interest rate risk, ❖ in order to hedge currency risk within the limit of 10% of the sub-fund's assets. <p>The sub-fund's yield curve positioning strategies involve taking advantage of yield curve distortions by analysing short- and long-term rates and investing in government securities, financial futures and interest rate swaps.</p> <p>Its issuer selection strategies involve capitalising on price changes caused by specific events (such as mergers or restructuring operations).</p> <p>The sub-fund's investments in derivatives will be limited to 100% of its assets.</p> <p>It will manage these investments so as to maintain the portfolio's sensitivity within a range of 0 to 7.</p> |
| | Securities with embedded derivatives | <p>With a view to hedging the sub-fund portfolio against and/or exposing it to interest rate and credit risk, METROPOLE CORPORATE BONDS may invest up to 20% of its assets in securities with embedded derivatives, bonds with options for reimbursement, convertible bonds or other equity interests.</p> <p>In order to keep equity exposure at a negligible level, the sub-fund will invest only in convertible bonds with a predominant bond component.</p> |
| | Deposits | <p>Deposits can be used as part of the management of the allocation of sub-fund assets. The use of deposits must not exceed 10% of the assets. The term of deposits must not exceed one year.</p> |
| | Cash loans | <p>METROPOLE CORPORATE BONDS may borrow cash for up to 10% of its assets.</p> |
| | Temporary sales and purchases of securities | <p>METROPOLE CORPORATE BONDS will not enter into any temporary sales or purchases of securities.</p> |

Risk profile

Investors' money will be invested mainly in financial instruments selected by the Management Company. These instruments will be affected by market trends and fluctuations.

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

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

Credit risk: this is the risk that may arise as a result of the rating downgrade of an issuer of debt securities. It reflects the probability that the debt may not be settled on maturity. This risk may lead to a fall in the sub-fund's net asset value.

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

Risk associated with investments in convertible bonds (within the limit of 20% of the sub-fund's assets): the value of convertible bonds depends on a number of factors: the level of interest rates, the behaviour of prices of underlying equities and the behaviour of the price of the derivative embedded in the convertible bond. These various factors may cause the sub-fund's net asset value to fall.

High yield risk (within the limit of 10% of the sub-fund's assets): this is the credit risk applicable to so-called speculative securities, which are exposed to a higher default risk than that associated with investment grade securities. This risk is offset by the higher yields that they offer, but the sub-fund's net asset value may fall if they are downgraded.

Residual currency risk: the sub-fund may be exposed to currency risk within the limit of 10% of its assets.

| Eligible investors | <p>All investors.</p> <p>METROPOLE CORPORATE BONDS is intended for any investor who already has a portfolio comprising funds investing in fixed income products, and who wishes to diversify into the eurozone. Because of the exposure to the eurozone interest rate markets, the recommended investment period is four years. Investors are strongly recommended to diversify their investments to avoid being exclusively exposed to the risks inherent in this sub-fund.</p> | | | | | | | | |
|--|---|------------------------------------|--|------------------|-------------------|--|---|------------------------------------|---|
| Calculation and allocation of income | There is only one share class. The sub-fund reinvests its income. | | | | | | | | |
| Frequency of distribution of income | Not applicable | | | | | | | | |
| Subscriptions | <p>Requests are centralised by CACEIS Bank daily until 12 noon and processed at the next net asset value, which is calculated using the stock market closing prices on the day in question, i.e., at an unknown price. Settlement takes place on the second business day after the net asset value date in question (D+2).</p> <p>The shareholder's attention is brought to the fact that requests transmitted to promoters other than the institutions indicated above must take into consideration the fact that the cut-off time for the centralisation of requests applies to said promoters vis-à-vis CACEIS Bank.</p> <p>Therefore, the promoters may apply their own cut-off time, earlier than mentioned, due to the time needed to transmit orders to CACEIS Bank.</p> <p>Subscription and redemption requests are executed in accordance with the table below :</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">D</th> <th style="text-align: center;">D : day on which the net asset value is determined</th> <th style="text-align: center;">D+1 business Day</th> <th style="text-align: center;">D+2 business Days</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">Centralization deadline for subscription and redemption orders up until 12 pm¹</td> <td style="text-align: center;">Execution of the order on D at the latest</td> <td style="text-align: center;">Publication of the net asset value</td> <td style="text-align: center;">Settlement of the subscriptions and redemptions</td> </tr> </tbody> </table> <p style="font-size: small;">¹ Unless specific deadlines potentially agreed on with your financial institution.</p> | D | D : day on which the net asset value is determined | D+1 business Day | D+2 business Days | Centralization deadline for subscription and redemption orders up until 12 pm ¹ | Execution of the order on D at the latest | Publication of the net asset value | Settlement of the subscriptions and redemptions |
| D | D : day on which the net asset value is determined | D+1 business Day | D+2 business Days | | | | | | |
| Centralization deadline for subscription and redemption orders up until 12 pm ¹ | Execution of the order on D at the latest | Publication of the net asset value | Settlement of the subscriptions and redemptions | | | | | | |
| Frequency of calculation of net asset value | <p>Daily:</p> <p>The sub-fund's shares will not be valued on days when the Paris Bourse and settlement systems are closed.</p> | | | | | | | | |
| Place and method of publication of net asset value | Net asset values can be obtained from the offices of the Management Company and from the website www.metropolegestion.com | | | | | | | | |
| Fractions of shares | <p>Yes. One hundred thousandth.</p> <p>Shares may be subscribed and redeemed on the basis of a set amount and/or in fractions of shares.</p> | | | | | | | | |
| Minimum initial subscription | One share | | | | | | | | |

METROPOLE FUNDS

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|---|-----------------------------------|
| Minimum subsequent subscriptions | One hundred thousandth of a share |
| Currency of denomination | Euro |

➤ **COSTS AND FEES**

- **SUBSCRIPTION AND REDEMPTION FEES**

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

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

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

- **OPERATING AND MANAGEMENT COSTS**

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

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

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

METROPOLE FUNDS

• COSTS INVOICED TO THE SUB-FUND

| Costs invoiced to the sub-fund | Financial management fee | External administrative charges | Maximum indirect charges (management fees and charges) | Turnover commissions (paid to the Management Company) | Performance fee |
|--|--|---------------------------------|--|---|-----------------|
| Base | Net assets excluding METROPOLE Gestion funds | Net assets | Net assets | Deducted from each transaction | Net assets |
| Rate, scale (incl. taxes) METROPOLE CORPORATE BONDS A | 0.80% maximum | 0.30% maximum | N/A | N/A | N/A |

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

Sub-fund no. 6: METROPOLE CONVERTIBLES

➤ **GENERAL CHARACTERISTICS**

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|---|--|
| ISIN code | METROPOLE CONVERTIBLES A: FR0007083332 |
| Characteristics of the shares | MÉTROPOLE CONVERTIBLES capitalises all income earned on its fixed and variable income investments. Capitalised income increases the shares' net asset value. Shares are denominated in euro. |
| Rights attached to the share class | Each shareholder has a right of ownership in the sub-fund's assets, in proportion to the number of shares held. |
| Management of liabilities | CACEIS Bank manages the sub-fund's liabilities and, to that end, centralises all share subscription and redemption requests for it. The sub-fund's shares are also centralised by Euroclear France. |
| Voting rights | One voting right is attached to each share, entitling its holder to take part in decisions falling within the remit of the Fund's general meeting of shareholders. |
| Form of shares | All shares are issued in bearer form. |
| Fractions of shares | Yes. One hundred thousandth. Shares may be subscribed and redeemed on the basis of a set amount and/or in fractions of shares. |
| End of financial year | Last trading day in December on Euronext Paris. |
| Tax treatment | METROPOLE CONVERTIBLES is not eligible as a P.E.A equity savings plan. The sub-fund is not subject to corporation tax. However, capital gains and losses made by the shareholders are taxable. The tax treatment applicable to the unrealised or realised capital gains or losses recorded by the sub-fund depends on the tax treatment applicable to the investor's specific situation and/or to the sub-fund's investment jurisdiction. Investors who are unsure of their tax situation should seek advice. |

➤ SPECIAL PROVISIONS

| | |
|---------------------------------------|---|
| Delegated financial management | N/A |
| Investment objective | METROPOLE CONVERTIBLES' objective is to outperform its benchmark index, the ECI Euro, including net coupons, over a two-year period. |
| Benchmark index | The benchmark index is the ECI Euro. The ECI Euro index is an index in the Exane Convertible Index range. The principal place of listing of the assets underlying the convertible bonds included in the ECI Euro (Bloomberg code EZCIEZCI) is a eurozone (EMU) country. In order to avoid any exchange rate risk in the eurozone index, bonds denominated in a currency other than the euro are excluded from the ECI Euro. The index covers approximately 45 securities. This number may change as a result of market conditions. |
| Investment strategy | <p>Strategies used</p> <p>The overall investment strategy consists of selecting convertible bonds whose underlying equities are considered to be undervalued. The decision to invest will be based on a rigorous analysis of the issuing companies' balance sheets, knowledge of the management teams, and identification of one or two catalysts likely to narrow the discount within the next 18 to 24 months. The catalyst will consist of one or more facts or events that will make the market realise that the company's future prospects have been undervalued, such as a restructuring or asset disposals.</p> <p>The sub-fund's strategy is firstly to select the equities underlying convertible bonds, directly equivalent bonds or reconstituted bonds.</p> <p>Secondly, once the underlying equities have been selected, the strategy will be to select the associated convertible or exchangeable bonds, or other bonds with characteristics linked to the equities in question, or, if no such bonds exist, to reconstitute them. Reconstituted bonds may consist of either negotiable debt securities or eurozone corporate and sovereign bonds and options listed on European markets.</p> <p>Lastly, the sub-fund may buy or sell European interest rate futures to optimise its overall sensitivity to interest rate changes or buy or sell European equity futures to best adjust its overall sensitivity to equity market movements.</p> <p>The sub-fund will invest at least 50% of its assets in convertible or exchangeable bonds or other bonds with characteristics linked to the equities in question, directly or after reconstitution.</p> <p>If no convertible bonds, exchangeable bonds, or other bonds with characteristics primarily linked to the underlying equities in question exist, either directly or after reconstitution, the sub-fund may invest up to 10% of its assets directly in equities mainly from the European Union, Switzerland and Norway.</p> |

METROPOLE FUNDS

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| | | <p>The sub-fund may invest up to 10% of its assets in convertible bonds, exchangeable bonds, or bonds with characteristics linked to the underlying equities, directly or after reconstitution, mainly from non-eurozone European Union countries, Switzerland and Norway.</p> <p>The sub-fund has no particular limit set in terms of credit ratings.</p> <p>The sub-fund will not invest in securities issued by companies associated with the production of controversial weapons. Other sector-specific exclusions may be applied, which are described in the CSR Policy available on the website.</p> |
| | <p>Assets (excluding derivatives)</p> | <p style="text-align: center;">1. <u>Equities</u></p> <p>If no convertible bonds, exchangeable bonds, or other bonds with characteristics linked to the underlying equities in question exist, either directly or after reconstitution, the sub-fund may invest up to 10% of its assets directly in equities mainly from the European Union, Switzerland and/or Norway.</p> <p style="text-align: center;">2. <u>Debt securities and money market instruments</u></p> <p>The sub-fund may invest up to 90% of its assets in bonds and other similar debt securities and in money market instruments issued by sovereign, public or corporate issuers. METROPOLE Gestion does not exclusively or systematically rely on credit ratings issued by credit rating agencies when assessing the credit quality of the sub-fund's assets.</p> <p style="text-align: center;">3. <u>UCITS shares or units</u></p> <p>The sub-fund may invest up to 10% of its assets in shares or units issued by UCITS of any classification. METROPOLE CONVERTIBLES will invest only in French or European UCITS. METROPOLE CONVERTIBLES may invest in UCITS managed by METROPOLE Gestion.</p> |
| | <p>Derivatives</p> | <p>The sub-fund may invest, within the limits imposed by applicable regulations, in all forward financial instruments traded on regulated futures and options markets. Specifically, the sub-fund may buy or sell European interest rate futures, options listed on European markets and European equity futures.</p> <p>It may also buy or sell currency forwards.</p> <p>The sub-fund's maximum commitment limit on all of these markets will be 100% of its net assets.</p> <p>METROPOLE CONVERTIBLES will not use specialist derivative instruments, such as those traded over the counter.</p> |

METROPOLE FUNDS

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| | <p>Securities with embedded derivatives</p> | <p>METROPOLE CONVERTIBLES may invest its assets in securities with embedded derivatives. Use of this type of instrument will be limited to convertible bonds, exchangeable bonds, or other bonds (for example bonds with options for reimbursement) with characteristics linked to the underlying equities in question, either directly or after reconstitution, through listed products.</p> <p>The sub-fund will not invest more than 100% of its assets in securities with embedded derivatives.</p> |
| | <p>Deposits</p> | <p>The sub-fund will not use deposits.</p> |
| | <p>Cash loans</p> | <p>METROPOLE CONVERTIBLES may borrow cash for up to 10% of its assets.</p> |
| | <p>Temporary sales and purchases of securities</p> | <p>METROPOLE CONVERTIBLES will not enter into any temporary sales or purchases of securities.</p> |
| <p>Risk profile</p> | <p>The sub-fund's discretionary management style is based on expectations as to future movements on stock and bond markets. There is a risk that the sub-fund may not be invested at all times in the best-performing markets or stocks.</p> <p>Market risk is linked to the performance of the stocks underlying the convertible bonds and to bond markets.</p> <p>It also relates to fluctuations in the volatility of the convertible bonds, exchangeable bonds or other bonds with characteristics linked to the underlying equities in question, either directly or after reconstitution, as well as to movements in the credit spreads of the convertible bonds, exchangeable bonds, or other bonds with characteristics linked to the underlying equities in question, either directly or after reconstitution, that can be invested in.</p> <p>Investors are informed that this sub-fund's performance may fall short of its objectives and that they might not recover their investment in full.</p> <p><u>Equity market risk:</u> Part of the sub-fund's portfolio may be invested in shares. Share price fluctuations can have a positive or a negative impact on the net asset value. Market risk corresponds to the risk of a fall in share prices.</p> <p><u>Credit risk:</u> In the event of a bond issuer's default or the deterioration of its credit quality (if its credit rating is downgraded, for example), the value of the debt securities in which the sub-fund is invested is likely to fall.</p> <p><u>Risk of loss of capital:</u> A capital loss occurs when a share is sold for less than the acquisition price. Investors are warned that their capital is not guaranteed and might not be recovered in full.</p> | |

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| | <p><u>Interest rate risk:</u> This corresponds to the risk of a loss of value of fixed income instruments resulting from variations in interest rates. The sub-fund's net asset value could decrease in the event of a rise in interest rates.</p> <p><u>Currency risk:</u> An investment in a currency other than the reference currency involves a currency risk. The sub-fund may be directly exposed to currency risk through the portion of assets invested in securities denominated in a currency other than the euro. The depreciation of that currency will result in a drop in the sub-fund's net asset value.</p> <p><u>Liquidity risk:</u> This is the risk that a financial instrument cannot be sold at its proper price. It may be impossible to sell the instrument, or it may be sold after application of a so-called "illiquidity discount".</p> | | | | | | | | |
|--|--|------------------------------------|--|------------------|-------------------|--|---|------------------------------------|---|
| <p>Eligible investors</p> | <p>All investors METROPOLE CONVERTIBLES is designed for any investor who already has a portfolio comprising funds investing in eurozone transferable securities. The recommended investment period is more than two years. Investors are strongly recommended to diversify their investments to avoid being exclusively exposed to the risks inherent in this sub-fund.</p> | | | | | | | | |
| <p>Calculation and allocation of income</p> | <p>There is only one share class. The sub-fund reinvests its income.</p> | | | | | | | | |
| <p>Frequency of distribution of income</p> | <p>N/A</p> | | | | | | | | |
| <p>Subscriptions and redemptions</p> | <p>Subscription and redemption requests are centralised by CACEIS Bank daily until 12 noon and processed at the next net asset value, which is calculated using the stock market closing prices on the day in question, i.e., at an unknown price. Settlement takes place on the second business day after the net asset value date in question (D+2). The shareholder's attention is brought to the fact that requests transmitted to promoters other than the institutions indicated above must take into consideration the fact that the cut-off time for the centralisation of requests applies to said promoters vis-à-vis CACEIS Bank. Therefore, the promoters may apply their own cut-off time, earlier than mentioned, due to the time needed to transmit orders to CACEIS Bank. Subscription and redemption requests are executed in accordance with the table below :</p> <table border="1" data-bbox="616 1666 1402 1921"> <thead> <tr> <th data-bbox="616 1666 874 1809">D</th> <th data-bbox="874 1666 1042 1809">D : day on which the net asset value is determined</th> <th data-bbox="1042 1666 1174 1809">D+1 business Day</th> <th data-bbox="1174 1666 1402 1809">D+2 business Days</th> </tr> </thead> <tbody> <tr> <td data-bbox="616 1809 874 1921">Centralization deadline for subscription and redemption orders up until 12 pm¹</td> <td data-bbox="874 1809 1042 1921">Execution of the order on D at the latest</td> <td data-bbox="1042 1809 1174 1921">Publication of the net asset value</td> <td data-bbox="1174 1809 1402 1921">Settlement of the subscriptions and redemptions</td> </tr> </tbody> </table> <p>¹ Unless specific deadlines potentially agreed on with your financial institution.</p> | D | D : day on which the net asset value is determined | D+1 business Day | D+2 business Days | Centralization deadline for subscription and redemption orders up until 12 pm ¹ | Execution of the order on D at the latest | Publication of the net asset value | Settlement of the subscriptions and redemptions |
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| Centralization deadline for subscription and redemption orders up until 12 pm ¹ | Execution of the order on D at the latest | Publication of the net asset value | Settlement of the subscriptions and redemptions | | | | | | |

METROPOLE FUNDS

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|---|---|
| Frequency of calculation of net asset value | Daily: The sub-fund's shares will not be valued on days when the Paris Bourse and settlement systems are closed. |
| Place and method of publication of net asset value | Net asset values can be obtained from the offices of the Management Company and from the website www.metropolegestion.com |
| Fractions of shares | Yes. One hundred thousandth. Shares may be subscribed and redeemed on the basis of a set amount and/or in fractions of shares. |

| | |
|---|-----------------------------------|
| Minimum initial subscription | One share |
| Minimum subsequent subscriptions | One hundred thousandth of a share |
| Currency of denomination | Euro |

➤ **COSTS AND FEES**

• **SUBSCRIPTION AND REDEMPTION FEES**

Subscription fees will be payable in addition to the subscription price paid by the investor and redemption fees will be deducted from the redemption price. Fees retained by the sub-fund will be used to cover costs borne by the sub-fund to invest or divest the assets under management. Fees not retained by the sub-fund will be passed on to the promoter. ⁴

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

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

• **OPERATING AND MANAGEMENT COSTS**

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

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

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

METROPOLE FUNDS

• COSTS INVOICED TO THE SUB-FUND

| Costs invoiced to the sub-fund | Financial management fee | External administrative charges | Maximum indirect charges (management fees and charges) | Turnover commissions (paid to the Management Company) | Performance fee |
|---|--|---------------------------------|--|---|-----------------|
| Base | Net assets excluding METROPOLE Gestion funds | Net assets | Net assets | Deducted from each transaction | Net assets |
| Rate, scale (incl. taxes) METROPOLE CONVERTIBLES A | 1.10% maximum | 0.30% maximum | N/A | N/A | N/A |

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

IV – COMMERCIAL INFORMATION

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

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

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

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

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

V – INFORMATION RELATING TO US INVESTORS

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

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

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

FATCA:

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

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

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

VI – INVESTMENT RULES

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

VII – OVERALL RISK

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

Special exceptions: none.

VIII – ASSET VALUATION RULES

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

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

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

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

Income will be recorded on an accruals basis.

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

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

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

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

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

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

VALUATION METHOD FOR OFF-BALANCE SHEET COMMITMENTS

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

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

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

IX – REMUNERATION

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

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

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

Variable remuneration is awarded at the discretion of Executive Management.

Details of the remuneration policy are available on the following website: www.metropolegestion.com

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

ARTICLES OF ASSOCIATION

METROPOLE FUNDS

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

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

Article 1 – Form

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

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

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

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

Article 2 – Objects

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

Article 3 – Name

The company's name is: METROPOLE FUNDS

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

Article 4 – Registered office

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

Article 5 – Term

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

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

Article 6 – Share capital

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

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

For the METROPOLE SELECTION EUROPE sub-fund:

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

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

METROPOLE FUNDS

For the METROPOLE SELECTION EUROPE USD HEDGE sub-fund:

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

A cash contribution of 327,519.86 euros was made.

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

For the METROPOLE LARGE CAP EURO sub-fund:

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

A cash contribution of 300,000 euros was made.

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

For the METROPOLE SELECTION sub-fund:

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

For the METROPOLE EURO sub-fund:

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

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

For the METROPOLE AVENIR EUROPE sub-fund:

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

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

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

For the METROPOLE FRONTIERE EUROPE sub-fund:

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

For the METROPOLE CONVERTIBLES sub-fund:

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

For the METROPOLE CORPORATE BONDS sub-fund:

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

Share classes:

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

The various share classes may:

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

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

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

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

Article 7 – Changes to share capital

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

Article 8 – Share issues and redemptions

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

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

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

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

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

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

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

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

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

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

Article 9 – Calculation of the net asset value

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

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

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

Article 10 – Form of shares

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

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

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

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

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

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

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

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

Article 12 – Rights and obligations attached to the shares

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

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

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

Article 13 – Indivisibility of shares

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

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

TITLE 3 – COMPANY GOVERNANCE AND MANAGEMENT

Article 14 – Governance

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

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

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

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

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

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

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

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

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

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

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

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

The Board of Directors may be partially renewed.

Article 16 – Board committee

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

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

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

Article 17 – Board meetings and decisions

The Board of Directors shall meet when called by the Chairman, as and when the interests of the company so require. Meetings shall be held at the registered office or any other place mentioned in the notice of the meeting. If a meeting has not been held for more than two months, at least one third of its members may ask the Chairman to call a meeting to discuss a set agenda. The Chief Executive Officer may also ask the Chairman to call a meeting of the Board of Directors to discuss a set agenda. The Chairman must act on any such request.

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

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

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

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

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

Article 18 – Minutes

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

Article 19 – Powers of the Board of Directors

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

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

Article 20 – General management

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

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

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

Either the Chairman or a Chief Executive Officer shall be responsible for the general management of the company, depending on the decision made by the Board of Directors in accordance with the aforementioned provisions.

In the event the Board of Directors decides to separate the positions of Chairman and Chief Executive Officer, it shall appoint a Chief Executive Officer and fix his term of office.

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

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

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

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

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

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

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

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

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

Article 21 – Directors' fees and remuneration

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

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

Article 22 – Custodian

The Custodian shall be appointed by the Board of Directors.

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

Article 23 – Prospectus

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

TITLE 4 – STATUTORY AUDITOR

Article 24 – Appointment – Powers – Fees

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

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

The Statutory Auditor may be re-appointed.

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

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

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

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

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

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

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

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

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

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

TITLE 5 – GENERAL MEETINGS

Article 25 – General meetings

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

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

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

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

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

General meetings shall be chaired by the Chairman of the Board of Directors or, in his absence, by a Vice-Chairman or a director appointed by the Board for that purpose. Failing that, the shareholders shall elect a chairman.

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

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

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

TITLE 6 – ANNUAL FINANCIAL STATEMENTS

Article 26 – Financial year

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

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

Article 27 – Appropriation of amounts available for distribution

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

Amounts available for distribution correspond to:

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

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

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

TITLE 7 – EXTENSION – DISSOLUTION – LIQUIDATION

Article 28 – Extension or early dissolution

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

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

Article 29 – Liquidation

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

TITLE 8 – DISPUTES

Article 30 – Jurisdiction – Address for service

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