

# **INDEPENDANCE ET EXPANSION SICAV**

(the “Fund”)

Open-ended investment company

## **PROSPECTUS**

Subscriptions shall only be valid if they are made on the basis of the current prospectus (the “Prospectus”), the key investor information document (the “KIID”) in conjunction with the latest available annual report, and the latest half-yearly report if that report is more recent than the latest annual report. These last documents form an integral part of this Prospectus.

No one may provide any information other than that shown in this Prospectus and in the documents mentioned as publicly available therein.

Warning:

When making a decision to invest, subscribers or purchasers of shares must rely on their personal knowledge of the Fund's characteristics based on this Prospectus, the KIID, the Fund's articles of association (the "Articles of Association"), and the latest reports available, and must assess the merits and risks relating to this subscription or purchase.

Any investment in the Fund, regardless of whether it is in accumulation shares or distribution shares, if any such shares are issued, has tax implications that are specific to each subscriber or purchaser. Subscribers are therefore invited to assess the consequences of their decisions with the assistance of a specialist.

12 February 2020

## INTRODUCTION

The Fund is registered on the official list of undertakings for collective investment monitored by the Luxembourg Financial Sector Supervisory Authority (the “CSSF”) in accordance with Section I of the Luxembourg Law of 17 December 2010 regarding undertakings for collective investment (the “2010 Law”), which transposed European Directive 2009/65/EC of the European Parliament and the European Council of 13 July 2009, as amended, namely by European directive 2014/91/EU of the European Parliament and the European Council of 23 July 2014 (the “Directive”). This registration cannot be interpreted as a positive assessment of the contents of this Prospectus or of the quality of the shares offered by the Fund. Any statement to the contrary would be unauthorised and illegal.

Notwithstanding the above, no measures (outside the Grand Duchy of Luxembourg, France and Belgium) have been taken to enable shares in the Fund to be offered, or this Prospectus to be distributed, in any country where the legal provisions would require measures to that effect. As a result, this Prospectus cannot be used for the purpose of an offer or a solicitation to sell in any country or under any circumstance where such an offer or solicitation is not authorised.

Specifically:

Shares in the Fund have not been registered in accordance with the legal provisions of the United States of America regarding transferable securities, and therefore cannot be offered in the United States, or in any of the territories, possessions or regions subject to the jurisdiction of the United States.

Neither the delivery of this Prospectus, nor the offer, issuance or sale of shares in the Fund amount to a representation that the information provided in the Prospectus will be accurate at all times following the date of this Prospectus. This Prospectus will be updated in due course, in order to take any material changes into account. Potential purchasers are therefore advised to enquire about the potential publication of a more recent Prospectus with the Fund or the Fund’s management company (the “Management Company”).

**The Fund draws investors’ attention to the fact that an investor shall only be able to exercise their direct rights as an investor in the Fund and specifically their right to attend General Meetings of Shareholders when the investor is registered in person and in their name in the Fund’s shareholder register. In the event that an investor invests in the Fund via an intermediary who invests in the Fund in their name but on behalf of the investor, the investor may not necessarily be able to exercise certain**

**rights in the Fund that are attached to the status of shareholder. Investors are advised to seek advice on their rights.**

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## **ADMINISTRATION OF THE FUND**

### **PRESIDENT OF THE BOARD OF DIRECTORS OF THE FUND**

William de Prémorel-Higgon, President, Marlet S.A.S., 55, avenue Théophile Gautier, 75016  
Paris, France

### **BOARD OF DIRECTORS**

- Marc Gouget, CM-CIC, 6 avenue de Provence, 75441 Paris, France
- Frédérique Bouchet-Lundgren, 5 rue John Gruen L-5619 Mondorf les Bains, Grand Duchy of  
Luxembourg

### **REGISTERED OFFICE**

5, allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg

### **ASSET MANAGEMENT COMPANY**

Stanwahr S.à r.l.

5, allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg

### **CUSTODIAN BANK, REGISTRY HOLDER AND TRANSFER AGENT, DOMICILIARY AGENT, ADMINISTRATIVE AGENT, PAYING AGENT, LISTING AGENT**

CACEIS Bank, Luxembourg Branch

5, allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg

### **CHARTERED COMPANY AUDITOR**

Deloitte Audit

20, Boulevard de Kockelscheuer, L-1821 Luxembourg, Grand Duchy of Luxembourg

### **LEGAL ADVISOR**

Elvinger Hoss Prussen, société anonyme [public limited company]  
2, Place Winston Churchill, L-1340 Luxembourg, Grand Duchy of Luxembourg



## **I. GENERAL CHARACTERISTICS OF THE FUND**

The Fund is registered with the Luxembourg Trade and Companies Register under No. B 34355, and is a société anonyme [limited company] incorporated under Luxembourg law. The Fund meets the specific requirements for recognition as an open-ended investment company ("SICAV") with multiple sub-funds, in accordance with the provisions of Section I of the 2010 Law.

The Fund was incorporated on 23 July 1990 as a limited partnership under the name Indépendance et Expansion S.C.A.; its Articles of Association were published in *Mémorial C, Recueil des Sociétés et Associations* [Luxembourg Compilation of Companies and Associations], hereinafter "Mémorial", on 3 October 1990.

Following a decision of the Extraordinary General Meeting of Shareholders of 26 November 2002, which was published in the Mémorial on 8 February 2003, the name of the Fund was changed to Siparex Small Cap Value S.C.A.

The Extraordinary General Meeting of Shareholders held on 2 April 2007 decided to turn the Fund into an open-ended investment company with multiple sub-funds. The Fund's name was changed to Indépendance et Expansion SICAV at the same General Meeting. The Meeting's decisions were published in the Mémorial of 15 May 2007.

The Articles of Association were amended for the last time on 7 January 2019 and the amending act was published in the *Recueil électronique des sociétés et associations* [Electronic repository of companies and associations], hereinafter the "RESA", on 4 February 2019. The Mémorial was replaced by the RESA on 1 June 2016. A consolidated version of the Articles of Association has been filed with the Luxembourg Trade and Companies Register, where it is available for consultation.

The Fund's capital is equal to its net asset value at all times, and is represented by fully paid-up shares with no par value. Changes in the share capital occur automatically, without recourse to the Trade and Companies Register's disclosure and registration measures governing increases and decreases in the share capital of limited companies. The Fund's minimum share capital is EUR 1,250,000 (one million two hundred and fifty thousand euros).

**On the date of the present Prospectus, the Fund comprises two sub-funds: Indépendance et Expansion SICAV – France Small (the "France Sub-Fund") and Indépendance et Expansion SICAV – Europe Small (the "Europe Sub-Fund").**

## **II. THE FUND'S INVESTMENT RESTRICTIONS**

Generally speaking, the Fund's investments must comply with the following rules.

1.1. The Fund may invest in:

- a) transferable securities and money-market instruments that are listed or traded on a regulated market, as defined in Article 4.1.14 of European Parliament and Council Directive 2004/39/EC dated 21 April 2004 on markets in financial instruments, and any other regulated market that operates on a regular basis, and is recognised and open to the public ("Regulated Market");
- b) transferable securities and money-market instruments admitted to official listing on the securities exchange of a country that is not part of the European Union, or traded on another market that is regulated, operates on a regular basis, is recognised, and is open to the public in a European, African, Asian, Australasian or American country that is not part of the European Union;
- c) recently issued transferable securities and money-market instruments, subject to the issuance conditions including a commitment to request admission to official listing on a securities exchange or a Regulated Market and to that admission being obtained no later than one year following their issuance;
- d) units in undertakings for collective investment in transferable securities ("UCITS") approved in accordance with the Directive and/or in other undertakings for collective investment ("UCIs") within the meaning of Article 1.2. a) and b) of the Directive, regardless of whether they are located in a Member State as defined in the 2010 Law (hereinafter a "Member State"), on condition that:
  - these other UCIs are approved in accordance with legislation stipulating that these UCIs are subject to oversight which the CSSF considers equivalent to that provided by European Community legislation, and that there are sufficient guarantees of cooperation between

the regulatory authorities;

- the level of protection guaranteed to holders of units in these other UCIs is equivalent to that scheduled for UCITS unit holders and, specifically, that the rules regarding the segregation of assets, borrowings, loans, and the short-selling of transferable securities and money-market instruments are equivalent to the Directive's requirements;
  - the activities of these other UCIs are the subject of half-yearly and annual reports that enable their assets, liabilities, income, and the transactions over the period under consideration to be assessed;
  - the overall proportion of assets that the UCITS (or the other UCIs whose acquisition is planned) may invest in units of other UCITS or UCIs in accordance with their management rules or their incorporation documents does not exceed 10%;
- e) deposits with a credit institution that are repayable on demand or that may be withdrawn, and that have a maturity of 12 months or less, on condition that the credit institution has its registered office in a Member State, or is subject to prudential rules that the CSSF considers as equivalent to those provided for by European Community legislation if the credit institution's registered office is in a third-party country;
- f) financial derivatives, including similar instruments that give rise to a cash payment, which are traded on a regulated market listed under points a), b) and c) above, and/or financial derivatives traded over the counter ("over-the-counter derivatives"), on condition that:
- the underlying asset consists of instruments included in this Paragraph 1, of financial indices, of interest rates, of exchange rates or of currencies in which the Fund may invest in accordance with its investment objectives, as set out in the Fund's incorporation documents;
  - the counterparties to transactions in over-the-counter derivatives are institutions that are subject to prudential

oversight and belong to the categories approved by the CSSF;

- the over-the-counter derivatives are the subject of a reliable measurement process that can be verified on a daily basis, and may be sold, liquidated or terminated via a matching transaction at any time and at their fair value at the Board of Directors' initiative;
- g) money-market instruments, other than those traded on a regulated market, as long as the issuance or the issuer of these instruments is subject to regulations aimed at protecting investors and savings, and that these instruments are:
- issued or guaranteed by a central, regional or local authority, by the central bank of a Member State, by the European Central Bank, by the European Union or by the European Investment Bank, by a non-Member State or, in the case of a Federal State, by one of the members of the Federation, or by an international body to which one or several Member States belong;
  - issued by a company where the securities are traded on a regulated market listed under points a), b) and c) above;
  - issued or guaranteed by an institution subject to prudential oversight according to the criteria defined by European Community law, or by an institution that is subject to and complies with prudential rules that the CSSF considers to be at least as strict as those provided by European Community legislation; or
  - issued by other entities that belong to the categories approved by the CSSF, as long as investments in these instruments are subject to investor protection rules that are equivalent to those provided for in the first, second, or third indents, and the issuer is a company whose share capital and reserves amount to at least ten million euros (EUR 10,000,000), and which presents and publishes its annual financial statements in accordance with the Fourth Council Directive 78/660/EEC, or is an

entity which, as part of a group of companies including one or several listed companies, is dedicated to the financing of that group, or an entity that is dedicated to the financing of securitisation vehicles that benefit from a bank financing facility.

1.2. In addition, the Fund may invest in transferable securities and in money-market instruments other than those listed in Paragraph 1, up to a maximum amount of 10% of the net assets of each of its sub-funds.

2. The Fund may hold cash on an ancillary basis.

- a)
  - (i) The Fund cannot invest over 10% of the net assets of each sub-fund in transferable securities and money-market instruments issued by the same entity.
  - (ii) The Fund cannot invest over 20% of the net assets of each sub-fund in deposits invested with the same entity. The Fund's counterparty risk in an over-the-counter derivative transaction cannot exceed 10% of the net assets of each sub-fund where the counterparty is one of the credit institutions listed in Point e) of Paragraph 1 in Section 1, or 5% of the net assets of each sub-fund in other cases.
- b) The total value of the transferable securities and money-market instruments held in issuers in which the Fund invests over 5% of the net assets of a sub-fund cannot exceed 40% of the value of that sub-fund's net assets. This limit does not apply to deposits with financial institutions that are subject to prudential oversight, and to transactions in over-the-counter derivatives with these institutions.

Notwithstanding the individual limits set in Point a) of Section 3, the Fund cannot combine:

- investments in transferable securities or money-market instruments issued by a single entity;
- deposits with that entity; and/or
- risks arising from over-the-counter derivative transactions with that entity,

that amount to over 20% of the net assets of each sub-fund.

- c) The 10% limit provided for under Point a) (i) of Section 3 is increased to a maximum 35% if the transferable securities or money-market instruments are issued or guaranteed by a Member State, by its regional government authorities, by a Member State, by a third-party State, or by international public bodies to which one or several Member States belong.
- d) The 10% limit provided for under Point a) (i) of Section 3 is increased to 25% for certain bonds issued by a credit institution that has its registered office in a Member State, and which is legally subject to specific oversight by government authorities aimed at protecting bondholders. Specifically, the amounts generated by the issuance of these bonds must be invested, in accordance with the legislation, in assets that will cover the receivables arising from the bonds throughout the bonds' validity period and that would primarily be used to repay the principal and pay the interest accrued in the event that the issuer goes bankrupt.

If the Fund invests over 5% of a sub-fund's net assets in such bonds where they are issued by the same issuer, the total value of these investments cannot exceed 80% of the value of the sub-fund's net assets.

- e) The transferable securities and money-market instruments mentioned under Points c) and d) of Section 3 are not taken into account where the 40% limit mentioned in Point b) of Section 3 is applied.

The limits provided for under Points a), b), c) and d) of Section 3 cannot be aggregated; therefore investments in transferable securities or money-market instruments issued by the same entity, in deposits or other derivative transactions performed with this entity, cannot exceed 35% of each sub-fund's overall net assets.

Companies that are grouped for the purpose of consolidating their financial statements, within the meaning of Directive 83/349/EEC, or in accordance with recognised international accounting rules, are considered as a single entity when calculating the limits provided for in this Section 3.

The Fund may invest up to 20% of the net assets of a sub-fund in transferable securities and money-market instruments issued by the same group.

- f) **However, in accordance with the risk diversification principle, the Fund is allowed to invest up to 100% of the net assets of each sub-fund in various transferable securities and money market instruments issued or guaranteed by a Member State, by its regional government authorities, by an OECD or G20 Member State or Singapore, or by international public bodies to which one or more European Union Member States belong. In this case, the Fund must hold securities that belong to at least six different issues, while securities that belong to the same issue cannot exceed 30% of the total amount.**
3. a) Notwithstanding the limits provided for in Section 5 below, the limits provided for in Section 3 will be increased to a maximum 20% for investments in shares and/or bonds issued by the same entity where the investment policy of a sub-fund is to track the composition of a specific equity or debt security index recognised by the CSSF in accordance with the Fund's incorporation documents. The composition of the index must be sufficiently diversified. The index must be a representative benchmark for the market to which it refers and must be the subject of an appropriate publication process.
- b) The limit provided for in Point a) of Section 4 is 35% where this turns out to be justified by exceptional market conditions, including on regulated markets where certain transferable securities or certain money-market instruments are largely dominant. An investment up to this limit is only allowed for a single issuer.
4. a) The Fund cannot purchase shares with voting rights that enable it to exercise a material influence over an issuer's management.
- b) In addition, the Fund cannot purchase more than:
- 10% of the same issuer's non-voting shares;
  - 10% of the same issuer's debt securities;
  - 10% of the money-market instruments issued by the same issuer.

The limits indicated in the second and third indents may not be complied with at the time of the purchase if the gross amount of the bonds or money-market instruments or the net amount of the securities issued cannot be calculated at that time.

- c) The provisions of this Section 5 do not apply:

- to transferable securities and money-market instruments issued or guaranteed by a Member State or its regional government authorities;
- to transferable securities and money-market instruments issued or guaranteed by a State that is not part of the European Union;
- to transferable securities and money-market instruments issued by international public bodies to which one or several European Union Member States belong;
- to shares that the Fund holds in the capital of a company in a State outside the European Union that primarily invests its assets in the securities of issuers from that State where, pursuant to that State's legislation, such an investment is the only opportunity for the Fund to invest in the securities of that country's issuers, on condition that the investment policy of the company in the State outside the European Union complies with the limits established in Sections 3, 5 and 6 and under Points a), b), c) and d);
- to the shares that the Fund holds in the capital of subsidiary companies that perform management, advisory and marketing activities exclusively on behalf of the latter in the country where the subsidiary is located, where purchasing units at the holders' request is concerned.

5. a) The Fund may purchase units in the UCITS and/or other UCIs listed in Point d) of Paragraph 1 in Section 1, on condition that it does not invest over 20% of each sub-fund's net assets in the same UCITS or other UCI.

For the purposes of applying this investment limit, each sub-fund in a UCI with multiple sub-funds should be considered as a separate issuer, on condition that the principle of segregating the various sub-funds' commitments to third parties is guaranteed.

- b) Investments in units of UCIs other than UCITS cannot exceed 30% of each of the Fund sub-fund's net assets overall.
- c) Where the Fund has purchased units in UCITS and/or other UCIs, the assets of these UCITS or other UCIs are not combined for the purposes of the limits provided for in Section 3 above.



- d) Where the Fund invests in units of other UCITS and/or other UCIs that are managed either directly or on a delegated basis by the Management Company or by any other company to which the Management Company is linked as part of a joint management or control process or via a direct or indirect interest in the voting rights of at least 10%, the Management Company or the other company cannot invoice subscription or redemption rights relating to the Fund's investment in the units of these other UCITS and/or other UCIs.

Where one of the Fund's sub-funds invests a significant portion of its assets in other UCITS and/or in other UCIs, as described previously, the total management fee that may be invoiced to this sub-fund and to the UCITS and other UCIs in which the Fund invests shall not exceed 2.5% of the net assets in question. In its annual report, the Fund shall indicate the maximum percentage of the management fees borne both at the level of the sub-fund in question and at that of the UCITS and/or other UCIs in which it has invested during the period under consideration.

- e) The Fund cannot acquire over 25% of the units in a single UCITS and/or other UCI. This limit may not be complied with at the time of the purchase if the net amount of the units issued cannot be calculated at that time. In the case of other UCITS or other UCIs with multiple sub-funds, this limit is applicable to all the units issued by the UCITS and/or UCI in question, across all sub-funds.

- 6. The Fund will ensure that the overall risk relating to derivatives does not exceed the total net value of its portfolio.

Risks are calculated by taking into account the current value of the underlying assets, the counterparty risk, the foreseeable market trend and the time available to sell the positions. This also applies to the following sub-paragraphs.

The Fund may, as part of its investment policy and within the limits set in Section 3, invest in financial derivatives provided that the overall risks to which the underlying assets are exposed do not exceed the investment limits set in Section 3. When the Fund invests in financial derivatives linked to an index, these investments are not necessarily combined in respect of the limits set in Section 3.

Where a transferable security or money-market instrument includes a derivative, that derivative must be taken into account when applying the provisions in this Section.

7.
  - a) The Fund may borrow up to 10% of the net assets of each sub-fund, as long as the borrowings involved are temporary; however, obtaining currencies via back-to-back loans is not considered as borrowing.
  - b) The Fund cannot grant any loans or act as a guarantor on behalf of third parties. This rule does not prevent the Fund from acquiring transferable securities and money-market instruments or other financial instruments that are not fully paid-up as provided for under Points d), f) and g) of Paragraph 1 in Section 1.
  - c) The Fund cannot take short positions in any transferable securities, money-market instruments or other financial instruments mentioned in Paragraph 1 of Section 1.
  - d) The Fund cannot purchase any precious metals, or precious metal certificates.
  - e) The Fund cannot purchase or sell property assets. However, the Fund may invest in transferable securities guaranteed by property assets or issued by companies that invest in such property assets.
  - f) The Fund cannot purchase goods, bills of exchange, or commercial contracts.
8.
  - a) The Fund is not specifically required to comply with the limits provided for in this Chapter II when exercising subscription rights relating to transferable securities or money-market instruments that form part of its assets.

The Fund may depart from Points a), b) and c) in Sections 3, 4 and 6 for a period of six months following the date of its approval while ensuring that it complies with the risk diversification principle.

- b) If the Fund exceeds the limits set out in Point a) involuntarily or following the exercise of subscription rights, its main priority in its sale transactions must be to correct this situation while taking the shareholders' interests into account.
- c) To the extent that an issuer is a legal entity with multiple sub-funds where the assets of a sub-fund correspond exclusively to the rights

of investors relating to this sub-fund and to the rights of creditors whose receivables arose at the time of the inception, operation or liquidation of this sub-fund, each sub-fund should be considered as a separate issuer for the purposes of the application of the risk diversification rules set out in Sections 3, 4, and 6.

9. At the date of this Prospectus, there are no sub-funds entering into repurchase, securities lending, securities borrowing, total return swaps, buy-sell or sell-buy margin-based lending transactions as defined by Regulation (EU) 2015/2365 on transparency of securities financing transactions and of reuse (the "SFTR Regulation"). If this changes, the Prospectus will be updated in accordance with the SFTR Regulation.

### **III. RISK MANAGEMENT METHOD**

The Management Company shall use a risk management method that enables it to control and assess the risk relating to positions and the contribution of those positions to each sub-fund's overall risk profile at all times. Furthermore, in this case, the Management Company shall use a method that enables an accurate and independent assessment of the value of over-the-counter derivatives.

The overall risk of each sub-fund will be determined according to the commitment approach, in accordance with CSSF Circular 11/512.

### **IV. CROSSED INVESTMENTS BETWEEN SUB-FUNDS**

A sub-fund (the "Investing Sub-Fund") can subscribe, acquire and/or hold shares to be issued or issued by one or more other sub-funds (each a "Target Sub-Fund"), without the Fund being subject to the requirements of the 1915 Law regarding a company subscribing to, acquiring and/or holding its own shares, but subject to the following conditions:

- the Target Sub-Fund does not in turn invest in the Investing Sub-Fund that is invested in this Target Sub-Fund;
- the proportion of assets that Target Sub-Funds can invest overall in shares of other Target Sub-Funds does not exceed 10%;
- any voting right that may be attached to the shares in question will be suspended for as long as they are held by the Investing Sub-Fund and without prejudice to appropriate processing in the accounts and regular reports; and
- in any event, for as long as the shares issued in the Target Sub-Funds are held by the Investing Sub-Fund, their value will not be taken into consideration for

calculating the Fund's net assets in order to verify the minimum threshold of net assets imposed by the 2010 Law.

## V. **FRANCE SUB-FUND**

### 1. **TYPICAL INVESTOR PROFILE AND RISK PROFILE OF THE FRANCE SUB-FUND**

#### *Typical investor profile*

The typical investor targeted by this Prospectus is an investor who has an investment horizon of more than three years.

#### *Risk profile of the France Sub-Fund*

Potential investors are advised that the France Sub-Fund's performance is related to the performance of the shares that make up its portfolio, and to the equity market in general. In addition, the France Sub-Fund systematically invests in the shares of companies that have a low price-to-cash flow ratio; since these shares are relatively illiquid, the France Sub-Fund will trigger a fall in prices if it wants to sell them quickly.

### 2. **THE FRANCE SUB-FUND'S INVESTMENT OBJECTIVES AND POLICY**

#### *Investment objective*

Increasing the capital value of a portfolio allocated and managed according to a "value" approach by prioritising the price-to-cash flow ratio criterion, which means buying the shares of companies that have a low price-to-cash flow ratio and progressively selling them when they no longer meet this criterion.

#### *Investment policy*

The France Sub-Fund's investment policy consists of buying shares in French companies listed on a regulated market with a market capitalisation that is lower or equal to the largest capitalisation in the CAC Mid & Small NR Index and with a low price-to-cash flow ratio, and in progressively selling them when they no longer meet this criterion.

The France Sub-Fund may also purchase transferable securities granting access to the share capital of such companies, such as convertible bonds and equity warrants, up to a limit of 5% of its net assets. The France Sub-Fund can also invest up to 10% of its net assets in preference shares and investment certificates

issued by such companies. Lastly, the France Sub-Fund can invest up to 10% of its net assets in companies that are listed on the Euronext Growth Market (formerly Alternext), and up to 10% of its net assets in non-French European small-cap stocks.

The preferred criterion is the price-to-cash flow ratio, based on an academic article by Josef Lakonishok, Andréi Schleifer and Robert Vishny (*Contrarian Investment, Extrapolation and Risk*, University of Illinois Working Paper, February 1993), who proved that this criterion was more efficient than the Price Earnings Ratio (“PER”) or price-to-book ratio between 1963 and 1990 in the United States. However, a portfolio that has a low price-to-cash-flow ratio also has a low PER and a low price-to-book ratio, as the three criteria are strongly correlated. Other criteria (free cash-flow and enterprise value/sales ratio) are used to refine the analysis.

Of course, the France Sub-Fund is not prohibited from taking the quality of the management, the strategy and the growth outlook into consideration; however, the first constraint is to aim for a price-to-cash flow ratio for the portfolio of less than 85% of its Index ratio (as defined below), as determined by a source recognised as independent.

The France Sub-Fund complies with the eligibility criteria for French Share Saving Schemes (PEA) as it invests at least 75% of its assets in shares issued by companies subject to corporation tax under common law conditions that have their registered office in the European Union.

The France Sub-Fund’s investment policy takes the following factors into account:

- investing in equities is more profitable than other kinds of investment over the long term;
- it is impossible to forecast the relative profitability trend for average securities and money-market investments over the short term;
- investors demand well-defined financial products that enable them to benefit from a controlled asset allocation policy.

Under these conditions, the France Sub-Fund must be fully invested, subject to the liquidity constraints resulting from the Fund’s SICAV (investment company) status. Liquid assets should not amount to over 15% of the France Sub-Fund’s net assets, except in exceptional circumstances including, *inter alia*, redemption requests that amount to over 5% of net assets, as detailed in Chapter XI. “ISSUANCE, TRANSFER, CONVERSION AND REDEMPTION PROCEDURES FOR THE SHARES - 3. Share redemptions”.

The Fund will not invest more than 10% of the France Sub-Fund's net assets in units of undertakings for collective investment in transferable securities, in accordance with the Directive's requirements.

The investment policy of the France Sub-Fund integrates the extra-financial environmental, social and governance (ESG) criteria. At least once a year, the composition of the France Sub-Fund portfolio is reviewed and a report under the ESG criteria is drawn up by an independent expert.

### 3. **SECTOR-BASED ALLOCATION**

The France Sub-Fund does not set itself any sector-based allocation targets. It nonetheless endeavours to divide its assets between various sectors.

The France Sub-Fund will not use options or futures in order to hedge the portfolio.

**As at the date of this Prospectus, the France Sub-Fund was not planning to invest in financial derivatives.**

## VI. **EUROPE SUB-FUND**

### 1. **TYPICAL INVESTOR PROFILE AND RISK PROFILE OF THE EUROPE SUB-FUND**

#### *Typical investor profile*

The typical investor targeted by this Prospectus is an investor who has an investment horizon of more than three years.

#### *Risk profile of the Europe Sub-Fund*

Potential investors are advised that the Europe Sub-Fund's performance is related to the performance of the shares that make up its portfolio, and to the equity market in general. In addition, the Europe Sub-Fund systematically invests in the shares of companies that have a low price-to-cash flow ratio; since these shares are relatively illiquid, the Europe Sub-Fund will trigger a fall in prices if it wants to sell them quickly.

### 2. **THE EUROPE SUB-FUND'S INVESTMENT OBJECTIVES AND POLICY**

#### *Investment objective*

Increasing the capital value of a portfolio allocated and managed according to a "value" approach by prioritising the price-to-cash flow ratio criterion, which

means buying the shares of companies that have a low price-to-cash flow ratio and progressively selling them when they no longer meet this criterion.

#### *Investment policy*

The Europe Sub-Fund's investment policy consists of buying shares in European SMEs listed on a regulated market with a market capitalisation that is strictly less than 10 (ten) billion euros and with a low price-to-cash flow ratio, and of selling them when they no longer meet this criterion.

The Europe Sub-Fund may also purchase transferable securities granting access to the share capital of such companies, such as convertible bonds and equity warrants, up to a limit of 5% of its net assets. The Europe Sub-Fund can also invest up to 10% of its net assets in preference shares and investment certificates issued by such companies. Lastly, the Europe Sub-Fund can invest up to 10% of its net assets in companies that are listed on "organised" transaction platforms, such as the Euronext Growth Market (formerly Alternext) in France.

The preferred criterion is the price-to-cash flow ratio, based on an academic article by Josef Lakonishok, Andréi Schleifer and Robert Vishny (*Contrarian Investment, Extrapolation and Risk*, University of Illinois Working Paper, February 1993), who proved that this criterion was more efficient than the Price Earnings Ratio ("PER") or price-to-book ratio between 1963 and 1990 in the United States. However, a portfolio that has a low price-to-cash-flow ratio also has a low PER and a low price-to-book ratio, as the three criteria are strongly correlated. Other criteria (free cash-flow, enterprise value/sales ratio) are used to refine the analysis.

Of course, the Europe Sub-Fund is not prohibited from taking the quality of the management, the strategy and the growth outlook into consideration; however, the first constraint is to aim for a price-to-cash flow ratio for the portfolio of less than 85% of its Index ratio (as defined below).

The Europe Sub-Fund complies with the eligibility criteria for French Share Saving Schemes (PEA) as it invests at least 75% of its assets in shares issued by companies subject to corporation tax under common law conditions that have their registered office in the European Union.

The Europe Sub-Fund's investment policy takes the following factors into account:

- investing in equities is more profitable than other kinds of investment over the long term;

- it is impossible to forecast the relative profitability trend for average securities and money-market investments over the short term;
- investors demand well-defined financial products that enable them to benefit from a controlled asset allocation policy.

Under these conditions, the Europe Sub-Fund must be fully invested, subject to the liquidity constraints resulting from the Fund's SICAV (investment company) status. Liquid assets should not amount to over 15% of the Europe Sub-Fund's net assets, except in exceptional circumstances including, *inter alia*, redemption requests that amount to over 5% of net assets, as detailed in Chapter XI. "ISSUANCE, TRANSFER, CONVERSION AND REDEMPTION PROCEDURES FOR THE SHARES - 3. Share redemptions".

The Fund will not invest more than 10% of the Europe Sub-Fund's net assets in units of undertakings for collective investment in transferable securities, in accordance with the Directive's requirements.

The investment policy of the Europe Sub-Fund integrates the extra-financial environmental, social and governance (ESG) criteria. At least once a year, the composition of the Europe Sub-Fund portfolio is reviewed and a report under the ESG criteria is drawn up by an independent expert.

### 3. **SECTOR-BASED ALLOCATION**

The Europe Sub-Fund does not set itself any sector-based allocation targets. It nonetheless endeavours to divide its assets between various sectors.

The Europe Sub-Fund will not use options or futures in order to hedge the portfolio.

**As at the date of this Prospectus, the Europe Sub-Fund was not planning to invest in financial derivatives.**

## VII. **ORGANISATION OF THE FUND AND MANAGEMENT OF THE INVESTMENTS**

The Fund's board of directors (the "Board of Directors") is responsible for managing the Fund, controlling its transactions, and drawing up and implementing the investment policy for each of its sub-funds.

### 1. **THE MANAGEMENT COMPANY**



The Board of Directors has appointed, under its supervision, Stanwahr S.à r.l. as the management company responsible for the Fund's portfolio management, administration and marketing activities.

The Management Company was incorporated as a limited liability company on 23 July 1990 and its articles of association were published in the Mémorial on 3 October 1990. Registered with the Luxembourg Trade and Companies Registry under number B 34 354, its corporate purpose covers the activities of a management company authorised under Chapter 15 of the 2010 Law. As at 17 December 2013, its subscribed share capital was 150,000 Euros fully paid-up. As at the date of this Prospectus, the Management Company had not been appointed as the management company for other undertakings for collective investment.

Its Management Board consists of:

- William de Prémorel-Higgons, President, Marlet S.A.S., 55, avenue Théophile Gautier, 75016 Paris, France;
- Victor de Prémorel-Higgons, administrator, 17 rue du colisée, 75008 Paris, France; and
- Alain Picherit, manager, 5 allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg.

Ms Sandrine Dubois and Alain Picherit are the two directors of the Management Company.

The Management Company has delegated the Fund's administration activities to CACEIS Bank, Luxembourg Branch, as described in the following section entitled "Custodian Bank and Administrative Agent".

The Management Company manages the Fund's assets itself. It is responsible for drawing up and implementing the Fund's investment policy, in accordance with the major guidelines set out in this Prospectus.

The Management Company builds and manages the investment portfolio for each of the Fund's sub-funds, and is the only party authorised to negotiate investments and disposals and to manage the Fund's cash. It will produce reports setting out the Fund's performance and analysing the investment portfolio of each of the Fund's sub-funds at regular intervals. In addition, it will immediately inform each member of the Board of Directors of any failure to comply with the Fund's investment restrictions.

The Management Company receives an annual management fee from the Fund and a share in the performance, the system for which is set out in Chapter XIII. “Fees and Remuneration”.

The Management Company also markets the Fund’s shares itself.

The Management Company has put in place a remuneration policy which is compatible with sound and effective risk management and which does not favour or encourage risk-taking that would be incompatible with the risk profile and the Articles of Association. The remuneration policy is consistent with the economic strategy, objectives, values and interests of the Management Company, and of the Fund and its investors.

The remuneration policy is consistent with the economic strategy, objectives, values and interests of the Management Company, and of the Fund and its investors, and includes measures aimed at avoiding conflicts of interest.

The performance assessment is part of a multi-year framework adapted to the Fund's recommended holding period for investors, in order to ensure that it is relevant to the long-term performance of the Fund and its investment risks. In the event that a component of the remuneration depends on the performance of the Fund, the actual payment of the latter will be spread over the same period.

If the remuneration is composed of a variable component, an appropriate balance will be struck between the fixed and variable components of the total remuneration, the fixed component representing, in any case, a sufficiently high share of the total remuneration so that a fully flexible policy can be exercised in respect of such a variable component of remuneration, including the possibility of not paying any variable component.

The details of the updated remuneration policy including, in particular, a description of how remuneration and benefits are calculated, the identity of the persons responsible for the allocation of remuneration and benefits including the composition of the remuneration committee when such a committee exists, are available on the website <http://www.independance-et-expansion.com/societe-de-gestion-14.html>. and a paper copy of the updated remuneration policy will be made available free of charge upon request.

As part of its ESG responsibility, the Management Company, through La Fondation des Monastères, financially supports the Buta Monastery in Burundi. The Buta Monastery promotes the development of local populations through the association Base Jeunesse [Youth Base].

## 2. CUSTODIAN BANK

CACEIS Bank, Luxembourg Branch, is designated by the Fund as custodian bank (the "Custodian Bank") pursuant to a Custodian Bank Agreement dated 2 April 2007 as amended on occasion (the "Custodian Bank Agreement") and the relevant provisions of the 2010 Law and the UCITS rules designating the body of rules formed by the Directive, the 2010 Law, CSSF regulation 10-04, CSSF circular 18/698, as well as any other national law, regulation, CSSF circular concerning UCITS (the "UCITS Rules").

CACEIS Bank, Luxembourg Branch, became a branch of CACEIS Bank, a société anonyme [limited company] under French law with capital of 440,000,000 euros, with its registered office at 1-3, place Valhubert, 75013 Paris, France, registered under RCS Paris number 692 024 722. CACEIS Bank is a credit institution supervised by the European Central Bank and the Autorité de contrôle prudentiel et de résolution [Prudential Supervisory and Resolution Authority]. CACEIS Bank is also licensed to conduct banking and central administration activities in Luxembourg through its Luxembourg branch.

Investors may, upon request, consult the Custodian Bank Agreement at the Fund's registered office in order to gain better understanding and knowledge of the Custodian Bank's responsibilities and duties.

The Custodian Bank has been entrusted with the custody and/or, as the case may be, the registration and ownership verification of the Sub-Funds' assets, and will fulfil the obligations and responsibilities set out in Part I of the 2010 Law and the UCITS Rules. In particular, the Custodian Bank will monitor the cash flow of the Fund in an appropriate and efficient manner.

According to the UCITS Rules, the Custodian Bank:

- (i) will ensure that the sale, issuance, redemption, repayment and cancellation of shares in the Fund are performed in accordance with applicable national law and the UCITS Rules or the Articles of Association;

- (ii) will ensure that the calculation of the value of the shares is made in accordance with the UCITS Rules, the Fund's incorporating documents and the procedures set out in the Directive;
- (iii) will execute the instructions of the Fund, unless they are contrary to the UCITS Rules or the incorporating documents of the Fund;
- (iv) will ensure that, in respect of transactions involving the assets of the Fund, the counterparty is transferred to the Fund within the usual time limits;
- (v) will ensure that the proceeds of the Fund are appropriated in accordance with the UCITS Rules and the Fund's incorporating documents.

The Custodian Bank may not delegate any of the obligations and responsibilities set out in Paragraphs (i) to (v) of this clause.

In accordance with the provisions of the Directive, the Custodian Bank may, under certain conditions, entrust all or part of the assets it maintains and/or registers to correspondents or third-party custodians as designated on occasion. The responsibility of the Custodian Bank will not be affected by such delegation, unless otherwise provided, but only to the extent permitted by the 2010 Law.

A list of these correspondents/third-party custodians is available on the Custodian Bank Website ([www.caceis.com](http://www.caceis.com), "regulatory watch" section). This list may be updated on occasion. The complete list of all correspondents/third-party custodians can be obtained free of charge upon request from the Custodian Bank. Updated information regarding the identity of the Custodian Bank, the description of its responsibilities and conflicts of interest that may arise, the asset custody function delegated by the Custodian Bank and the conflicts of interest that may arise following such delegation is also available to investors on the Custodian Bank website, as mentioned above, and upon request. There are many situations in which a conflict of interest may arise, such as when the Custodian Bank delegates custodial functions, or when the Custodian Bank provides other services for the Fund, for example, the function of central administration and register holder. These situations and the potential conflicts of interest relating thereto have been identified by the Custodian Bank. In order to protect the interests of the Fund and its investors and to comply with applicable regulations, the Custodian Bank has put in place, and ensures the application of, a conflict-of-interest management policy, as well as

procedures to prevent and manage any potential or proven conflict-of-interest situation including:

- (a) identifying and analysing possible conflict-of-interest situations;
- (b) registering, managing and monitoring conflict-of-interest situations, either:
  - by relying on permanent measures put in place to manage conflicts of interest, such as the maintenance of separate legal entities, the segregation of functions, the separation of hierarchical structures, lists of insiders for staff members; or
  - by establishing case-by-case management aimed at (i) taking appropriate preventive measures such as developing a new watch list, setting up new "Chinese walls", ensuring that the transactions are carried out in accordance with market conditions and/or informing the relevant investors of the Fund, or (ii) refusing to perform the activity giving rise to the conflict of interest.

The Custodian Bank has established a functional, hierarchical and/or contractual separation between the performance of its duties as a UCITS custodian bank and the accomplishment of other tasks for the Fund, in particular the provision of administrative agent and register holder services.

The Fund and the Custodian Bank may terminate the Custodian Bank Agreement at any time by sending written notice of ninety (90) days. However, the Fund may revoke the Custodian Bank only if a new custodian bank is appointed within two months to resume the duties and responsibilities of Custodian Bank. Once revoked, the Custodian Bank must continue to perform its duties and responsibilities until all assets of the France Sub-Fund and the Europe Sub-Fund have been transferred to the new custodian bank.

The Custodian Bank has no decision-making power or any obligation to advise regarding the investments of the Fund. The Custodian Bank is a service provider for the Fund and is not responsible for the preparation of this Prospectus; it therefore declines any responsibility for the accuracy of the information contained in this Prospectus or the validity of the structure and investments of the Fund.

### 3. ADMINISTRATIVE AGENT

The Management Company has designated CACEIS Bank, Luxembourg Branch as the Fund's administrative agent (the "Administrative Agent") by virtue of a contract entered into on 2 April 2007 as amended on occasion (the "Administrative Agent Contract").

The Administrative Agent deals with the administrative tasks required by Luxembourg law, such as holding Fund accounts and registrations and keeping the register of shareholders.

It is also responsible for the periodic calculation of the net asset value of the Fund and each Sub-Fund.

For the purposes of this agreement, the central administration services will be situated in Luxembourg, at 5, allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg. Thus:

- the accounting functions will be performed, and the accounting documents will be available there;
- issues, redemptions and conversions will be performed there;
- the shareholder register will be kept there;
- the Prospectus, the KIIDs, the reports and all the other documents intended for shareholders will be available there;
- any correspondence, financial reports and any other documents intended for the shareholders will be sent from Luxembourg;
- the net asset value will be calculated there.

The Administrative Agent will send reports to the Management Company regarding the services it provides in this capacity.

In its capacity as domiciliary agent, the Administrative Agent shall make a postal address in the Grand Duchy of Luxembourg available to the Fund.

In its capacity as paying and listing agent, the Administrative Agent is responsible for the payment of dividends and for share redemption proceeds, as well as for having the Fund's shares listed on the Luxembourg Stock Exchange.

## **VIII. THE SHARES**

The Fund's capital is made up of no-par shares. There are no limits on the number issued.

The rights attached to the shares are those set out in the law of 10 August 1915 on commercial companies, as amended (the "1915 Law"), insofar as it is not derogated from by the 2010 Law. The shares have no preferential or pre-emptive rights and each share carries the right to one vote at any general meeting of shareholders.

All the Fund's shares are freely transferable and have an equal entitlement to the profits and dividends of the sub-fund concerned as soon as they are issued, subject to the provisions of Chapter XI. "ISSUANCE, TRANSFER, CONVERSION AND REDEMPTION PROCEDURES FOR THE SHARES". They have equal rights to the liquidation proceeds of the sub-fund in question.

The shares shall be issued exclusively in registered form. Confirmation of their shareholding will be sent to shareholders.

### **Share Classes**

There are several share classes ("Share Classes") within each sub-fund, the subscription proceeds of which will be invested in accordance with the investment policy of the sub-fund in question.

The issuance of shares in some Share Classes is reserved for institutional investors ("Institutional Investors") within the meaning of Article 174 of the 2010 Law.

The Share Classes currently outstanding within the France Sub-Fund and Europe Sub-Fund are:

- The accumulation Share Class reserved exclusively for Institutional Investors ("Class X (C)"); the minimum subscription amount is one unit.
- The accumulation Share Class intended for investors other than Institutional Investors ("Class A (C)"); the minimum subscription amount is one unit.
- The accumulation Share Class intended only for, or through, (i) investment managers, investment advisors, distributors or financial intermediaries (selected or approved by the Management Company) which, according to legal and/or regulatory requirements, do not have the right to accept or withhold retrocessions from third parties or which, under

contractual arrangements, are not entitled to accept or withhold third-party retrocessions, and (ii) Institutional Investors within the meaning of the 2010 Law other than financial intermediaries approved by the Fund and/or by the Management Company and subscribing on their own behalf ("Class I (C)"); the minimum initial subscription amount is 500,000 euros. For Class I (C) of the France Sub-Fund, the minimum specified is 500,000 euros; the Board of Directors may decide, at its discretion, that any redemption leading to a lower residual investment below 500,000 euros will lead to conversion of the Class I (C) shares as described in Chapter "XI. ISSUANCE, TRANSFER, CONVERSION AND REDEMPTION PROCEDURES FOR THE SHARES - 3. Share redemptions" of the Prospectus.

Institutional Investors who subscribe in their own name but on behalf of a third party must provide evidence to the Fund that such subscription is performed on behalf of an Institutional Investor, while the Fund must ensure that the economic beneficiary of the shares is an Institutional Investor.

## **IX. NET ASSET VALUE**

"Business Day" means a day during which banks are open and process payments in the Grand Duchy of Luxembourg (except 24 December).

"Valuation Date(s)" means a Business Day for which the net asset value of a sub-fund is calculated.

A Valuation Date is:

- Each Business Day for the France Sub-Fund.
- Every Wednesday (or the following Business Day) and the last Business Day of each month for the Europe Sub-Fund.

The Board of Directors may decide to calculate an additional net asset value, at the Management Company's expense, in order to handle new subscriptions or redeem shares following redemption requests that amount to more than 10% of a sub-fund's net assets.

The net asset value per share is determined by dividing the net asset value assigned to the Share Class to which the share belongs by the total number of shares in that Class outstanding on the date in question, and in accordance with the Articles of Association, by rounding up the amount obtained in this way according to generally accepted methods.



The net asset value of a Share Class is determined by deducting the liabilities assigned to that Class from its gross assets. Income and expenditure are recognised on a day-to-day basis in order to calculate the net asset value.

The total net asset value of the Fund is expressed in euros and is obtained by adding the net assets of the various Share Classes in each sub-fund.

The Fund's net assets shall be valued as follows:

The Fund's assets shall specifically include:

- a) all cash in hand or on deposit, including interest accrued but not paid and interest accrued on these deposits up until the Valuation Date;
- b) all sight notes and bills and accounts receivable (including the proceeds from the sale of securities where the consideration has not yet been received);
- c) all securities, units, shares, bonds, options or subscription rights and other investments and transferable securities that belong to the Fund;
- d) all dividends and distributions payable to the Fund in cash or in securities, to the extent that the Fund is aware of them;
- e) all interest accrued but not paid and all interest generated up until the Valuation Date by securities that belong to the Fund, unless that interest is included in these securities' principal amount;
- f) all other assets of any kind, including prepaid expenses.

The value of the assets held on the Valuation Date in question will be determined in accordance with Article 11 of the Articles of Association which sets out the following principles to determine that value, *inter alia*:

- a) The value of the cash in hand or on deposit, the sight notes and bills, the accounts receivable, the prepaid expenses, and the dividends and interest payments announced or that have reached maturity but have not yet been received, consists of the nominal value of these assets, unless it has been shown that this amount is unlikely to be received; in that case, the amount will be determined by deducting an amount that the Fund believes to be appropriate in order to reflect the actual value of these assets.
- b) The value of any transferable security and/or money-market instrument that is listed on an official stock exchange or traded on another regulated market will be determined in accordance with the last available price, unless that price is not representative.

- c) To the extent that the transferable securities held in the portfolio on the Valuation Date are not listed or traded on a securities exchange or a regulated market, or in the case of securities listed on a stock market or another regulated market, the value of all the assets where the price determined in accordance with Point b) is not representative of the actual value will be determined based on their likely realisable value, which must be determined with caution and in good faith.
- d) Options, financial futures, and swap contracts will be valued at the last known securities exchange or regulated market price for that purpose.
- e) The value of financial derivatives that are not listed on a securities exchange or traded on another organised market will be determined on a daily basis, in a manner that is reliable and verified by a competent professional appointed by the Fund, in accordance with market practices; the value will be assessed on the basis of the likely realisable value which the Board of Directors will estimate with caution and in good faith.
- f) Shares and units in underlying open-ended investment funds will be valued at the latest available net asset value, minus any potential fees applicable.
- g) The value of money-market instruments that are not listed on a securities exchange or traded on another organised market will be based on their nominal value, plus any capitalised interest, or on the basis of amortised costs.
- h) Values given in a currency other than the reference currency of the sub-fund in question are converted on the basis of the latest exchange rate available and given by the Administrative Agent's suppliers.

If the calculation methods above are inappropriate or misleading, the Board of Directors can adjust the value of any investment or allow another valuation method to be used for the Fund's assets if it considers that the circumstances justify this adjustment or the adoption of other valuation methods in order to ensure that the value of the investments is reflected more correctly.

The Fund's commitments will specifically include:

1. all borrowings, bills of exchange due and accounts payable;
2. all known obligations, regardless of whether they are due, including any contractual obligations that have matured and where the purpose is a payment in cash or in kind (including the dividend amounts that the Fund has announced but not yet paid);

3. all reserves that have been authorised or approved by the Board of Directors, including those that had been recorded in order to deal with the potential impairment of some of the Fund's investments;
4. any other commitment made by the Fund, regardless of its nature, except for those represented by the Fund's own resources. To calculate the amount of these other commitments, the Fund shall take all the expenses that it will incur into consideration including, but not restricted to, the cost of amending the Articles of Association, the fees and expenses payable to the various service providers such as the Management Company, the sponsors and nominees, the Custodian Bank, the correspondent agents, the Administrative Agent, the transfer agents, the paying agents, or other Fund representatives and employees, as well as to the Fund's permanent representatives in the countries where it is registered, legal assistance fees, and fees for the auditing of the Fund's annual financial statements, promotion fees, printing and publication expenses for the share marketing documents, printing expenses for the annual and half-yearly financial reports, the expenses incurred arranging the General Meetings of Shareholders and the Board of Directors' meetings, reasonable travel expenses for administrators and directors, including their insurance premiums, attendance fees, registration fees, all taxes and levies withheld by government authorities and securities exchanges, the expenses incurred for the publication of issuance, redemption and conversion prices, as well as any other operating expenses, including financial expenses, bank charges and brokerage fees incurred when purchasing or selling assets or otherwise, and all administrative expenses.

To assess the amount of these commitments, the Fund will take account of administrative and other expenses that occur regularly or periodically on a *pro rata* basis.

The net asset value per share and the issue price may be obtained from the Administrative Agent.

## **X. TEMPORARY SUSPENSION OF THE NET ASSET VALUE CALCULATION**

In accordance with the powers set out in Article 16 of the Articles of Association, the Board of Directors may suspend the net asset value calculation for one or several sub-funds, together with the issuance, conversion and redemption of the shares in the following cases:

- a) during any period when one of the main markets or stock exchanges, on

which a substantial portion of the investments of one of the Fund's sub-funds is listed, is closed outside a usual public holiday or when transactions on these investments are restricted or suspended;

- b) during a political, economic, military, monetary, or social situation, or any force majeure event beyond the responsibility or control of the Company, as a result of which the disposal or valuation of the assets held by one or more of the Fund's sub-funds is impossible by reasonable and normal means, without seriously harming the interests of the shareholders;
- c) during any emergency situation as a result of which the disposal or valuation of the assets held by one of the Fund's sub-funds is impossible;
- d) during any interruption of the means of communication normally used to determine the price or value of any price for a substantial portion of the investments of one of the Fund's sub-funds, or the prices and values in effect on any market or stock exchange;
- e) where currency restrictions or restrictions on the movement of capital prevent the execution of transactions on behalf of one of the Fund's sub-funds, or where transactions to purchase or sell the Fund's assets cannot be performed at normal exchange rates;
- f) based on a decision by the Board of Directors, and as long as the principle of equality between shareholders and the applicable laws and regulations are complied with (i) as soon as a Meeting of Shareholders has been called to approve the liquidation or dissolution of the Fund or a sub-fund, or (ii) as soon as the Board of Directors decides to liquidate or dissolve the sub-fund, to the extent that it has the power to decide on this matter;
- g) if the Management Company in its central administration role (or its representative) does not have the means to determine the price of undertakings for collective investment in which the sub-fund has invested (when calculation of the net asset value of undertakings for collective investment is suspended);
- h) under exceptional circumstances that may have a negative impact on shareholders' interests, or in the event of very substantial redemption requests, as described in Chapter XI. "ISSUANCE, TRANSFER, CONVERSION AND REDEMPTION PROCEDURES FOR THE SHARES", the Board of Directors reserves the right to set a value for the shares of the sub-fund in question only after performing the transferable security sales required within the shortest time frame possible on behalf of the sub-fund.

Where applicable, notice of such suspension and of its lifting will be published in a Luxembourg newspaper and any newspaper that the Board of Directors deems appropriate for informing the shareholders. This notice will also be forwarded to the Luxembourg authorities and any shareholder or individual requesting that shares be issued, redeemed or converted.

Pending requests for issuance, conversion or redemption may be cancelled by written notice, as long as these notices are received by the Fund before the suspension is lifted. Issuance, conversion and redemption requests will be taken into consideration on the first Valuation Date following the lifting of the suspension.

## **XI. ISSUANCE, TRANSFER, CONVERSION AND REDEMPTION PROCEDURES FOR THE SHARES**

### **1. Issuance of shares**

The Board of Directors is authorised to issue shares in each Share Class at any time and with no limits on the applicable subscription date ("Subscription Date"). Subscription requests may be expressed as an investment amount or as the number of shares to be subscribed.

These Subscription Dates are each Valuation Date for the Europe Sub-Fund and the France Sub-Fund as defined in Chapter "IX. NET ASSET VALUE".

To be taken into consideration, subscription requests must be received by the Administrative Agent:

- by 12.00pm (Luxembourg time) on the Subscription Date in question for the Europe Sub-Fund; and
- by 12.00pm (Luxembourg time) on the Subscription Date preceding the Valuation Date for the France Sub-Fund.

Shares will be offered at an issue price that is equal to the net value per share on the Subscription Date and calculated in accordance with the provisions provided for in Chapter "IX. NET ASSET VALUE" increased, if applicable, by a subscription fee payable to the Management Company. Any subscription request received after 12.00pm (Luxembourg time) on a Subscription Date will be taken into consideration on the following Subscription Date for the Europe Sub-Fund. Any subscription request received after 12.00pm (Luxembourg time) on a Subscription Date will be

taken into consideration on the Subscription Date following the Subscription Date in question for the France Sub-Fund.

The Class I (C) subscription fee will be a maximum 1% of the net assets subscribed. This subscription fee will be collected for the Management Company. No subscription fee will be charged for Class X (C) and Class A (C).

The subscription price must be paid into the Fund's account with the Custodian Bank or one of its correspondent banks within a maximum period of five Business Days from the Subscription Date for the Europe Sub-Fund and within a maximum period of three Business Days from the Subscription Date for the France Sub-Fund. Confirmations will usually be delivered within 30 days following determination of the applicable net value.

The amounts subscribed are payable in euros. Subscription requests in other currencies will be accepted, although the currency conversion fees will be charged to the subscriber in this case.

The Board of Directors reserves the right to reject any subscription request, or to accept it only in part. In addition, the Board of Directors reserves the right to interrupt the issuance and sale of shares at any time without notice. No shares will be issued if the net asset value calculation is suspended as described in Chapter X. "TEMPORARY SUSPENSION OF THE NET ASSET VALUE CALCULATION".

In the event of the closure of a sub-fund at the time of subscription, buy-sell transactions are still authorised.

#### Combating money-laundering and the financing of terrorism

In accordance with international rules and the laws and regulations applicable in Luxembourg including, but not limited to, the law of 12 November 2004 on combating money laundering and the financing of terrorism, as amended, the Grand Ducal Regulation dated 1 February 2010, CSSF Regulation 12-02 of 14 December 2012, CSSF Circulars 13/556, 15/609 and 17/650 concerning developments in the field of automatic exchange of tax information and the repression of money laundering, and any changes or any replacements relating thereto, professionals in the financial sector are subject to obligations designed to prevent the use of undertakings for collective investment for the purpose of money-laundering and financing terrorism. The result of these provisions is that the Administrative Agent must, in principle, identify the subscriber

pursuant to Luxembourg laws and regulations. The Administrative Agent may demand that the subscriber provide any document that they deem necessary to carry out this identification.

In addition, the Administrative Agent, as a delegate of the Management Company, may request other information that the Fund may request in order to comply with its legal and regulatory obligations, including (but not limited to) obligations arising from the laws and regulations mentioned above, the CRS Law and the FATCA Law (as defined below).

In the event of a delay or failure to provide the required documents, the subscription request will not be accepted and, in the case of a redemption request, the payment of the redemption proceeds will be delayed. Neither the Fund nor the Administrative Agent shall be held responsible for any delay or failure to execute transactions where the investor has not provided any documents or has provided incomplete documentation.

On occasion, shareholders may be requested to supply additional or updated documents in accordance with the ongoing control and oversight obligations pursuant to the laws and regulations in effect.

#### Luxembourg register of beneficial owners

The Luxembourg law of 13 January 2019 regarding the creation of a register of beneficial owners (the "**Law of 13 January 2019**") took effect on 1 March 2019 (with a six-month transition period). The Law of 13 January 2019 requires that all companies registered on the Luxembourg trade register, including the Fund, obtain and hold information about their beneficial owners ("**Beneficial Owners**") at their registered office. The Fund must record information concerning the Beneficial Owners on the register of beneficial owners, which is managed under the authority of the Luxembourg Ministry of Justice.

The Law of 13 January 2019 defines the Beneficial Owner in general terms, in the case of legal entities such as the Fund, as any individual(s) who ultimately hold(s) or control(s) the Fund by directly or indirectly holding a sufficient percentage of shares or voting rights or ownership interest in the Fund, including through the intermediary of bearer shares, or by any other means, other than through a company listed on the stock market and subject to publication obligations in accordance with European Union law or equivalent international standards guaranteeing a sufficient level of ownership transparency.

An ownership interest of 25% plus one share or an ownership interest of over 25% in the company owned by an individual should be an indication of direct ownership. An ownership interest of 25% plus one share or an ownership interest of over 25% in the Fund owned by a legal entity controlled by one or more individuals, or by several legal entities controlled by the same individual(s), constitutes an indication of indirect ownership.

If the above-mentioned criteria are met by one shareholder with respect to the Fund, said shareholder is required by law to inform the Fund with sufficient notice and to provide the documentary evidence and information necessary so that the Fund can fulfil its obligation under the Law of 13 January 2019. If the Fund and the Beneficial Owners in question fail to fulfil their respective obligations resulting from the law of 13 January 2019, a criminal fine will be imposed. If an investor is unable to verify whether they qualify as Beneficial Owner, they can communicate with the Fund to obtain clarification.

In both cases, the following email address can be used: stanwahr@pt.lu

## 2. Transfer and conversion of shares

### Transfer of shares

Registered shares can usually be transferred by sending a transfer instrument in an appropriate form to the Administrative Agent. Once the Administrative Agent has received the transfer request and has examined the endorsement(s), they may ask for the signatures to be guaranteed by an approved bank, a broker or a notary. We advise shareholders to contact the Administrative Agent before requesting a transfer in order to ensure that the bank has the appropriate documents to perform the transaction.

### Conversion of shares

Shareholders in the Fund may ask for their shares to be converted into another Share Class at any time. However, the conversion right is subject to compliance with the conditions applicable to the Share Class into which they are planning to convert their shares. For instance, shareholders may only ask for their shares to be converted into a Share Class reserved for Institutional Investors (as defined in Chapter “VIII. THE SHARES”) if they are Institutional Investors themselves. Shareholders who want such a conversion may submit their request to the Fund in writing using the same



information as that requested for redeeming shares. The information must specify the address where any potential conversion balance paid should be sent, and the request must be accompanied by the old share certificate, if issued. Any conversion request must be received by the Administrative Agent:

- by 12.00pm (Luxembourg time) on the Valuation Date in question for the Europe Sub-Fund; and
- by 12.00pm (Luxembourg time) on the Business Day preceding the Valuation Date for the France Sub-Fund.

The conversion of a Share Class into another Share Class will be performed on the basis of the net asset values of both Share Classes on the conversion date. In the event of a conversion of Class X (C) Shares into Class A (C) Shares or of Class A (C) Shares into Class X (C) Shares, conversion will be free of charge. In the event case of a conversion of Class X (C) or Class A (C) Shares into Class I (C) Shares, Class I (C) subscription fees will be due. In the event of a conversion of France Sub-Fund Class I (C) shares into France Sub-Fund Class X (C) shares, if fewer are held than the minimum specified in Chapter "XI. ISSUANCE, TRANSFER, CONVERSION AND REDEMPTION PROCEDURES FOR THE SHARES - 3. Share redemptions" of the Prospectus, conversion will be free of charge. Shares will only be convertible into a whole number of shares, inasmuch as the Fund does not allow fractions of shares to be issued; the value of any potential fractional shares resulting from the share conversion will be repaid to shareholders in the Fund.

### 3. Share redemptions

Shareholders may ask, at any time, for the shares in the Fund to be redeemed on the redemption date that applies to their Share Class ("Redemption Date") within the limits provided for by the 2010 Law and the Articles of Association.

The Redemption Dates for Europe Sub-Fund Class X (C), Class A (C) and Class I (C) shares are every Wednesday (or the following Business Day).

The Redemption Dates for France Sub-Fund Class X (C), Class A (C) and Class I (C) shares are every Business Day.

The redemption price for the shares corresponds to the net asset value per share on the applicable Redemption Date, less the taxes, duties and brokerage fees applicable. Any potential rounding will be calculated according to banking practices.

However, to be taken into consideration on a given Redemption Date, redemption requests must be received by the Administrative Agent by 12.00pm (Luxembourg time) on the day prior to the Redemption Date in question for the Europe Sub-Fund and the France Sub-Fund. The Management Company does not debit a redemption fee.

If execution of the redemption instructions results in a residual investment in the Fund of less than EUR 1,000, the Fund may impose mandatory redemption of the residual shares at the current redemption price, and pay the proceeds to the shareholder. For France Sub-Fund Class I (C), if execution of the redemption instructions results in a residual investment in the sub-fund of less than EUR 500,000, in accordance with Article 10 of the Articles of Association, the Board of Directors may convert the residual shares into France Sub-Fund Class X (C) shares at its own discretion Directors. A statement confirming the details of the redemption shall be sent to shareholders on the Business Day following the Redemption Date.

Where applicable, once the registered share certificates have been received, the redemption proceeds will be paid via bank transfer in the initial currency of the sub-fund concerned, or in another currency at the request of the principal, within three Business Days following the Redemption Date.

If payment is requested in a currency other than that of the shares redeemed, the exchange rate will be determined by the Custodian Bank, and the usual foreign exchange fees and commissions will be deducted from the redemption proceeds paid to the shareholder.

However, if redemption and conversion requests involve over 10% of the net assets of one of the Fund's sub-funds on any Redemption Date, the Board of Directors may decide to defer the processing of that portion of the redemption or conversion requests which exceeds 10% of the sub-fund's net assets until the next Redemption Date, by reducing all the redemption and conversion requests on a proportional basis. Requests that have been deferred in this way will be taken into account before subsequent requests, subject however to the Fund's ability to defer requests exceeding the aforementioned 10% limit.

The Board of Directors may, at its discretion, pay the redemption price to the shareholder in question via the payment-in-kind of transferable securities or other assets up to the value of the redemption amount, but in compliance with the laws in force and after delivering a report drawn up

by the Fund's approved Statutory Auditor, the cost of which shall be borne by the shareholder concerned. The Board of Directors will only use this option if (i) the shareholder in question makes the request, and (ii) the transfer does not have an adverse impact on the remaining shareholders.

The redemption price for the Fund's shares may be higher or lower than the purchase price paid by the shareholder at the time of their subscription, depending on whether the net value has increased or decreased over the period.

Note that the Board of Directors may implement forced statutory redemption of shares in the following circumstances:

- if their ownership results in a breach of the law in the Grand Duchy of Luxembourg or abroad;
- if their ownership implies taxation of the Fund in a country other than the Grand Duchy of Luxembourg;
- or more generally, if their ownership is harmful to the Fund in any way whatsoever.

## **XII. ALLOCATION OF PROFITS**

The allocation of profits will be determined by the Annual General Meeting of Shareholders, on the recommendation of the Board of Directors. This allocation may include the distribution of dividends, the transfer of a portion of the profits to reserves, and the allocation of the balance to a retained earnings account.

The dividends paid to distribution shares, if issued, can only be deducted from net profits.

No dividends may be distributed if the result is to reduce the Fund's net assets to a level below the minimum amount required by the 2010 Law.

Named shareholders will be paid by cheque sent to the address shown on the shareholder register, or by bank transfer, in accordance with the instructions received from the shareholders.

Any dividends not claimed within five years following their payment date will be forfeited and will be accrued to the Share Class in question.

### **XIII. FEES AND REMUNERATION**

#### **Management fee**

The Management Company will receive an annual management fee as remuneration for its management which will be charged to the net assets of each of the Fund's sub-funds and will be received in 12 monthly increments based on the average net asset value of each sub-fund as calculated and published during the month.

The amount of the annual management fee is the following:

- Class X (C): 1.95%;
- Class A (C): 1.95%;
- Class I (C): 1.40%.

#### **Performance fee**

In addition to the management fee that it receives, the Management Company will also receive a performance fee without distinction between Share Classes, the characteristic features of which are set out below:

##### A. Principle

The Management Company is entitled to an annual profit-share based on its management performance whenever the mathematical difference between the change in the net asset value of the share of each of the Fund's sub-funds during the financial year and the change in the Index (as defined below) during the same financial year is positive.

To assess the trend in this performance during the financial year and to take account of changes in each sub-fund's net asset value caused by dividend payments, contributions, or the withdrawal of funds as a result of the issuance of new shares or the redemption of existing shares, the profit-share will be calculated on each Valuation Date.

The profit-share for the financial year will consist of the mathematical total of the profit-share calculated on each Valuation Date during the year.

B. Measuring the performance of the share's net value

The performance will be measured over the period between the Valuation Date on which the performance is calculated and the previous Valuation Date (the "Period").

The net value of the share will be determined on each Valuation Date.

The net value of the share at the beginning and end of each Period is obtained by dividing the assets in each sub-fund of the Fund, less its commitments, by the number of shares outstanding in each sub-fund on each Valuation Date, under the conditions specified in Article 11 of the Articles of Association.

The performance in each Period will be expressed by the formula (PSP = Performance of the Share by Period):

PSP = Value of the accumulation shares at the end of the Period

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Value of the accumulation shares at the beginning of the Period

C. Measuring the performance of a benchmark stock market index over a Period

a) Definition of the benchmark stock market index:

As a benchmark index (the "Index") for each sub-fund, the Board of Directors has specified the following net profitability index:

- France Sub-Fund: CAC Mid & Small NR; and
- Europe Sub-Fund: Stoxx® Europe Ex UK Small NR.

In the event that the Index is no longer calculated or available, or undergoes significant alterations in its composition, calculation method or frequency, the Management Company shall submit a proposal to the Board of Directors to adopt another index that is as representative as possible of the markets in which the Fund is required to invest, given the calculation of the Management Company's profit-share. The same will apply in the event that a new index more representative of the kind of securities in which the Fund is required to invest becomes available. Any index determined by the Board of Directors shall be approved by the Management Company. In the event of a disagreement between the Board of Directors and the Management Company, the indices will be set by

the Fund's approved Statutory Auditor after consulting experts in this area, where applicable.

b) Performance of the Index during each Period:

The value of the Index at the beginning and end of the same Periods as those used to calculate the net value of the share will be selected (see B. above).

The performance of the Index during each Period will be expressed by the formula (PIP = Performance of the Index by Period):

$$\text{PIP} = \frac{\text{Value of the Index at the end of the Period}}{\text{Value of the Index at the start of the Period}}$$

D. Performance coefficient:

The management Performance Coefficient (PC) for each Period will be equal to the mathematical difference between the performance of the accumulation shares' net value and the performance of the Index.

$$\text{PC} = \text{PSP} - \text{PIP}$$

E. Calculation of the Management Company's gross profit-share

a) Profit-share for each Period – Profit-share coefficient:

The profit-share for each Period will be calculated by applying the performance coefficient determined in Point D, to which a profit-sharing coefficient (PSC) has been assigned, to the net assets of each of the Fund's sub-funds at the beginning of the Period.

The profit-share coefficient is set at 0.10.

The calculation will therefore be:

$$\text{Profit-share (in euros)} = \text{PC} \times 0.10 \times \text{net asset value.}$$

The result of the above calculation will be positive or negative.

b) Profit-share for the financial year:

The profit-share for the financial year will be equal to the mathematical total of the profit-share for each Period.

The net positive profit-share payable to the Management Company will be debited from the assets of each of the Fund's sub-funds within fifteen days following the financial year-end.

### **Inception and organisation expenses**

Expenses incurred for the creation of additional sub-funds, including the costs and expenses of legal and tax advisors in Luxembourg and abroad, will be borne by the relevant sub-fund and amortised over a period of up to 5 years.

### **Remuneration of the Custodian Bank and of the Administrative Agent**

As the Custodian Bank and Administrative Agent, also acting as the domiciliary agent, the paying agent and the listing agent, CACEIS Bank, Luxembourg Branch receives an annual fee that includes the following items for each sub-fund:

- a percentage of the net assets;
- a periodic fixed-rate remuneration amount; and
- a remuneration amount for each transaction.

This fee is payable on a monthly basis and shall amount to a maximum 0.15% of each sub-fund's net assets.

### **Operating costs**

In addition to the remuneration amounts and fees mentioned above, the Fund incurs the following operating costs: accounting charges and expenses; the charges and expenses payable to the Custodian Bank's correspondent banks and to the paying agents; the fees payable to legal advisors and to the approved Statutory Auditor; preparation, printing and publishing expenses including the costs of preparing, printing, and publishing the Prospectuses and the KIIDs; stock market listing fees, tax charges and levies; and any other operating expenditure including the cost of purchasing and selling the assets, interest expenses, bank charges and brokerage commissions, postage, telephone, telex and fax expenses.

The Fund may decide to pay a fixed annual remuneration amount to the directors for their work in the form of attendance fees. The amount received by directors linked to the Management Company will be deducted from the annual management fee.

#### **XIV. GENERAL MEETING OF SHAREHOLDERS**

The Fund's Meeting of Shareholders, duly constituted, represents all the shareholders in the Fund. It has the power to order or approve all measures relating to the Fund's operation.

The Annual General Meeting of Shareholders in the Fund takes place every year at the Fund's registered office in Luxembourg, on the date and at the time decided by the Board of Directors, but no later than six months after the end of the Fund's financial year. Other General Meetings convened by the Board of Directors may be held at the times and places specified in the notices of meetings. Notices of all General Meetings are sent by registered letter to all shareholders, to the address shown on the shareholder register, at least eight days before the General Meeting. These notices will indicate the time and place of the General Meeting, the conditions for admission, the agenda, and the quorum and majority requirements under Luxembourg law. The attendance, quorum and majority requirements at any General Meeting are those specified in the 1915 Law.

Under the conditions provided for in Luxembourg laws and regulations, the notice of meeting for any General Meeting of Shareholders may specify that the applicable quorum and majority requirements for this meeting will be determined on the basis of the shares issued and outstanding at a given date and time prior to the General Meeting (the "Registration Date"), and that a shareholder's right to attend a General Meeting of Shareholders and to exercise the voting rights attached to their shares will be determined on the basis of the shares that they hold at the Registration Date.

#### **Management report and annual and half-yearly financial statements**

The reports on the Fund's results and its net asset position at the close of the last financial year are available to shareholders at the Fund's registered office. The audited half-yearly reports at 30 June are also available at the registered office, and are sent to shareholders.

#### **XV. TAX REGIME**

The following information is based on the legal and regulatory provisions as well as on the decisions and practices currently in force in Luxembourg and is subject to any changes thereof, with retrospective effect where applicable. This summary



does not purport to provide an exhaustive description of all the Luxembourg tax laws and Luxembourg tax consequences that may be relevant when making a decision to invest in, own, hold or dispose of Shares, and is not intended to provide tax advice to any particular investor or prospective investor. Prospective investors should consult their own advisors about the implications of acquiring, holding or disposing of Shares, and the applicable legal provisions in the jurisdiction of their tax residence. This summary does not describe the tax consequences arising from the laws of States or jurisdictions other than Luxembourg.

## **1. Taxation of the Fund**

The Fund is not taxable in Luxembourg on its income, profits or capital gains.

The Fund is not subject to wealth tax in Luxembourg.

A registration fee of EUR 75 is due each time the Articles of Association are amended.

No stamp duty, capital duty or other tax is payable in Luxembourg at the time Shares in the Fund are issued.

The Fund is, however, subject to an annual subscription tax of 0.05% established on the basis of its net asset value at the end of the quarter concerned, and is calculated and paid quarterly.

A subscription tax rate reduced to 0.01% per annum is applicable to Luxembourg UCITS for which the sole purpose is the collective investment in money market instruments, the investment of deposits with credit institutions, or both.

A subscription tax rate reduced to 0.01% per annum is applicable to the individual sub-funds of multi-sub-fund UCITS, as well as for individual classes of securities issued within a UCITS or within a sub-fund of a multi-sub-fund UCITS, provided that the securities of these sub-funds or classes are reserved for one or more institutional investors.

The following are exempt from the subscription tax:

Investments in Luxembourg UCIs or their sub-funds already subject to the subscription tax;

UCITS, their sub-funds:

- reserved for institutional investors and;

- where the exclusive purpose is collective investment in money market instruments and deposits with credit institutions; and
- where the residual, weighted maturity of the portfolio does not exceed 90 days; and
- which benefit from the highest rating;

UCITS or their sub-funds of which shares are reserved for institutions for occupational retirement provision;

UCITS or their sub-funds where the main objective is investment in microfinance institutions; and

UCITS or their sub-funds where the securities are listed or traded on a stock exchange and for which the sole purpose is to replicate the performance of one or more indices.

#### *Withholding tax*

Income from interest and dividends collected by the Fund may be subject to a non-recoverable withholding tax in the countries of origin. The Fund may also be taxed on capital gains made or latent capital gains from its income in the countries of origin. The Fund may benefit from double taxation agreements entered into by Luxembourg which provide for an exemption from withholding tax or a reduction of the tax rate at source.

Distributions made by the Fund, as well as the proceeds of a liquidation and the resulting capital gains, are not subject to withholding tax in Luxembourg.

## **2. Taxation of shareholders**

### **Individuals residing in Luxembourg**

Capital gains made on the sale of Shares by shareholders who are individuals residing in Luxembourg and who hold Shares as part of their personal portfolio (and not their commercial activity) are generally exempt from Luxembourg income tax unless:

- (i) the Shares are sold within 6 months following their subscription or acquisition; or
- (ii) the Shares held in the private portfolio represent a significant ownership interest. An ownership interest is considered significant

when the transferor holds or has held, alone or with his/her spouse or partner and minor children, either directly or indirectly, at any time during the five years preceding the date of disposal, more than 10% of the share capital of the company.

Distributions paid by the Fund will be subject to income tax. Luxembourg personal income tax is levied according to a progressive income tax scale, plus the contribution to the employment fund, giving a maximum marginal tax rate of 43.6%.

### **Companies residing in Luxembourg**

Shareholders that are companies residing in Luxembourg will be subject to a corporation tax of 26.01% (in 2019 for entities having a registered office in Luxembourg City) on the capital gains made at the time of the disposal of the Shares and distributions received from the Fund.

Shareholders that are companies residing in Luxembourg and covered by a special tax regime, for example, (i) a UCI governed by the 2010 Law, (ii) specialised investment funds governed by the amended law of 13 February 2007 relating to specialised investment funds, or (iii) a reserved alternative investment fund governed by the law of 23 July 2016 relating to reserved alternative investment funds, as may be amended, or (iv) private wealth management companies governed by the amended law of 11 May 2007 on the creation of a private wealth management company, are exempt from income tax in Luxembourg, but are subject to an annual subscription tax. Income from Shares and the capital gains made on Shares are not subject to income tax in Luxembourg.

The Shares will form part of the taxable wealth of investors that are companies residing in Luxembourg unless the holder of the Shares is (i) a UCI governed by the 2010 Law, (ii) a vehicle governed by the amended law of 22 March 2004 on securitisation, (iii) an investment company governed by the amended law of 15 June 2004 relating to venture capital investment companies, (iv) a specialised investment fund governed by the amended law of 13 February 2007 relating to specialised investment funds, (v) a reserved alternative investment fund governed by the law of 23 July 2016 relating to reserved alternative investment funds, as may be amended, or (vi) a private wealth management company governed by the amended law of 11 May 2007 relating to the creation of a private wealth management company. Wealth tax is levied annually at the rate of 0.5%. The bracket above 500 million euros is taxed at a reduced rate of 0.05%.

## **Shareholders not residing in Luxembourg**

Individuals not residing in Luxembourg or entities that do not have a permanent establishment in Luxembourg to which the Shares are attributable are not subject to Luxembourg tax on capital gains made on the disposal of the Shares, nor on the distributions received from the Fund, and the Shares will not be subject to wealth tax.

## **Automatic information exchange**

Following the development by the Organisation for Economic Co-operation and Development (OECD) of a Common Reporting Standard (CRS) to obtain full and multilateral Automatic Exchange of Information (AEOI) in the future, and at a global level, Council Directive 2014/107/EU amending Directive 2011/16/EU with regard to mandatory automatic exchange of information in the field of taxation (the "European CRS Directive") was adopted on 9 December 2014 to implement the CRS in Member States.

The European CRS Directive was transposed into Luxembourg law by the law of 18 December 2015 concerning the automatic exchange of information relating to the taxation of financial accounts ("CRS Law"). The CRS Law requires Luxembourg financial institutions to identify the holders of financial assets and determine whether they are tax residents of countries with which Luxembourg has a tax information exchange agreement. Luxembourg financial institutions will thus communicate information about the financial accounts of asset holders to the Luxembourg tax authorities, which will then automatically transfer this information to the competent foreign tax authorities on an annual basis.

As a result, the Fund may require its investors to provide information on the identity and tax residence of financial account holders (including certain entities and their controlling persons) to verify their CRS status. Responding to questions relating to CRS is mandatory. The personal data obtained will be used within the framework of the CRS Law or for the purposes indicated by the Fund in accordance with the information mentioned in the "Data Protection" section.

Under the CRS Law, the first information exchange is scheduled for 30 September 2017, for 2016 calendar year information. According to the European CRS Directive, the first AEOI must be applied by 30 September 2017 to local tax authorities in Member States for data relating to the 2016 calendar year.

In addition, Luxembourg has signed the OECD's Multilateral Competent Authority Agreement ("Multilateral Agreement") allowing the automatic

exchange of information under the CRS. The Multilateral Agreement aims to implement CRS in non-Member States; it requires agreements on a country-by-country basis.

The Fund reserves the right to refuse any request for Shares if the information provided or not provided does not meet the requirements of the CRS Law.

Investors are advised to consult their own advisors on the possible tax and other consequences relating to the transposition of the CRS.

## **FATCA**

The Foreign Account Tax Compliance Act (FATCA), part of the Hiring Incentives to Restore Employment Act of 2010, came into force in the USA in 2010. It obliges financial institutions outside the USA ("foreign financial institutions" or "FFIs") to transfer information on "Financial Accounts" held by "Specified US Persons", directly or indirectly, to the US tax authorities, the Internal Revenue Service ("IRS"), each year. A 30% withholding tax is applied to the US-source income of an FFI that fails to meet this requirement. On 28 March 2014, the Grand Duchy of Luxembourg entered into a Model 1 Intergovernmental Agreement ("IGA") with the United States of America and a Memorandum of Understanding with respect to it. Consequently, the Fund must comply with this IGA entered into by Luxembourg as the IGA has been transposed into Luxembourg law by the Law of 24 July 2015 relating to FATCA (the "FATCA Law"), and not directly comply with the regulations of the US Treasury which is tasked with implementing FATCA. Under the FATCA Law and the IGA entered into by Luxembourg, the Fund may be required to collect information to identify its direct and indirect shareholders who are Specified US Persons for FATCA purposes (the "FATCA Reportable Accounts"). Such information on FATCA Reportable Accounts provided to the Fund will be communicated to the Luxembourg tax authorities which will automatically exchange information with the Government of the United States of America in accordance with Article 28 of the Agreement between the Government of the United States of America and the Government of the Grand Duchy of Luxembourg for the avoidance of double taxation and the prevention of tax evasion with respect to taxes on income and capital, entered into in Luxembourg on 3 April 1996. The Fund intends to comply with the provisions of the FATCA Law and the IGA entered into by Luxembourg in order to be considered FATCA-compliant and will not therefore be subject to the withholding tax of 30% for its share of such payments attributable to actual or considered US investments of the Fund. The Fund will continually assess the extent of the requirements imposed by FATCA and in particular the FATCA Law

with respect to it.

In order to ensure the Fund's compliance with FATCA, the FATCA Law and the IGA entered into by Luxembourg, in accordance with the above, the Fund and/or the Management Company, in its capacity as Management Company of the Fund, if applicable, may:

- request information or documentation, including W-8 tax forms, a tax identification number (GIIN), if applicable, or other valid evidence of a Shareholder's FATCA registration with the IRS, or a corresponding exemption, to verify the FATCA status of that shareholder;
- transfer information concerning a shareholder and its holding of an account in the Fund to the Luxembourg tax authorities if this account is considered as a reportable US account to be declared according to the FATCA Law and the IGA entered into by Luxembourg;
- transfer to the Luxembourg tax authorities (in this case, the Administration des Contributions Directes [Direct Taxation Authority]) information relating to payments to shareholders with a FATCA status of non-participating foreign financial institution;
- deduct applicable US withholding taxes from certain payments made to a shareholder by or on behalf of the Fund, in accordance with FATCA, the FATCA Law and the IGA entered into by Luxembourg; and
- disclose such personal information to any immediate paying agent of certain US-source income, which may be required for the withholding tax and the reports to be filed as part of the payment of such income.

The Fund must communicate any information to the Investor for which (i) the Fund is responsible for processing personal data as provided for in the CRS Law; (ii) personal data will only be used for the purposes of the CRS Law; (iii) personal data may be communicated to the Luxembourg tax authorities (in this case, the Administration des Contributions Directes); (iv) answering CRS-related questions is mandatory with potential consequences in the event of non-response; and (v) the Investor has a right of access to, and correction of, the data communicated to the Luxembourg tax authorities (in this case, Administration des Contributions Directes).

The Fund reserves the right to refuse any application for shares if the information provided by a potential investor does not meet the requirements of FATCA, the FATCA Law and the IGA.

## **XVI. DATA PROTECTION**

The Fund and the Management Company (the "Data Controllers") process personal information concerning several categories of identified or identifiable individuals (particularly but not limited to prospective or existing investors, their beneficial owners and other individuals linked to prospective or existing investors) which are herein referred to as the "Data Subjects" in accordance with Regulation (EU) 2016/679 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data. This information has been, is and/or will be supplied, obtained or collected by the Data Controllers or on their behalf directly from the Data Subjects or from other sources (including prospective or existing investors, intermediaries such as distributors, asset managers and financial advisors, or public sources) and is herein referred to as the "Data".

Detailed and up-to-date information concerning this Data processing by the Data Controllers is included in an information notice (the "Information Notice"). All persons entering into contact with or otherwise directly or indirectly dealing with the Data Controllers or their service providers, with respect to the Company, are invited to obtain the Information Notice and take the time to examine it and read it attentively.

Any question, request or solicitation concerning the Information Notice and the processing of Data by the Data Controllers generally, may be sent to [stanwahr@pt.lu](mailto:stanwahr@pt.lu).

### ***Obtaining or Accessing the Information Notice***

The Information Notice is available and can be obtained online at [www.independance-et-expansion.com](http://www.independance-et-expansion.com) or upon request to [stanwahr@pt.lu](mailto:stanwahr@pt.lu). The Information Notice is available in hard copy or in electronic format.

## **XVII. DISSOLUTION & MERGER**

### **Dissolution of the Fund**

The Fund may be dissolved by the General Meeting ruling in accordance with Luxembourg law governing the amendment of Articles of Association.

Any decision to dissolve the Fund will be published in the RESA.

Once the decision to dissolve the Fund has been taken, the issuance, redemption and conversion of the Fund's shares will be prohibited, failing which, such transactions will be voided.

If the share capital is less than two-thirds of the minimum capital provided for by the 2010 Law, a General Meeting will be held at the invitation of the Board of Directors which will submit the matter of dissolving the Fund to the Meeting. The Meeting will deliberate with no attendance conditions, and will make a decision based on a simple majority of the shares represented. If the Fund's share capital is less than one quarter of the minimum capital, the Board of Directors must submit the matter of dissolving the Fund to the General Meeting of Shareholders deliberating with no attendance conditions; the dissolution may be pronounced by shareholders who hold one quarter of the shares represented at the Meeting.

The convening notice must be disseminated in such a way that the General Meeting is held within a period of forty days from the date when it is observed that the net assets have fallen below two-thirds or one quarter of the legal minimum share capital.

In the event that the Fund is dissolved, it will be liquidated by one or several liquidators, who may be private individuals or legal entities, and who will be appointed by the General Meeting of Shareholders. The General Meeting will determine their powers and remuneration.

The liquidation process will be performed in accordance with the law specifying the division of the net liquidation proceeds between the shareholders once the liquidation expenses have been deducted: liquidation proceeds will be distributed between the shareholders in proportion to their rights.

At the end of the Fund liquidation process, any amounts that have not been claimed by shareholders will be paid to the Caisse de Consignation [Consignment Office] which will keep them available to shareholders until the expiry of the statutory limitation period.



## **Dissolution/Merger of sub-funds**

A General Meeting of Shareholders in a sub-fund may decide to cancel the shares of this specific sub-fund and repay the value of their shares to shareholders in this sub-fund. There will be no quorum requirement for such a General Meeting of Shareholders, which will make a decision based on a simple majority of the votes cast.

In the event that the net assets of a sub-fund or a Share Class fall below the equivalent of EUR 5,000,000 (five million euros), or that a change in the economic or political environment relating to the sub-fund or Share Class in question justifies it, the Board of Directors may decide on the forced redemption of the remaining shares in the sub-fund and/or Share Class in question, without the shareholders' approval being required.

Shareholders will be informed of the liquidation decision by letter. The letter will set out the reasons and timetable for the liquidation operations. Unless the Board of Directors decides otherwise in the interest of the shareholders, or in order to maintain equal treatment between them, shareholders in the sub-fund and/or Share Class concerned may continue to request the redemption or conversion of their shares without charge, it being understood, however, that the redemption or conversion prices will take the liquidation expenses into account.

At the end of the liquidation process for the sub-fund or Share Class concerned, any amounts that have not been claimed by shareholders will be paid to the Caisse de Consignation which will keep them available to shareholders until the expiry of the statutory limitation period. Following this period, any potential balance will accrue to the Luxembourg Government.

The Board of Directors may decide to close any sub-fund by merging it with another Luxembourg undertaking for collective investment subject to Section I of the 2010 Law or to the legislation of a European Union or European Economic Area member state, implementing Directive 2009/65/EC, or with another sub-fund in exchange for the issuance of shares in said sub-fund.

A meeting of shareholders in a sub-fund may decide to transfer the sub-fund's assets (and liabilities) to another Luxembourg undertaking for collective investment governed by Section I of the 2010 Law in exchange for the distribution of shares in this undertaking for collective investment to shareholders in the sub-fund. The decision will be published on the Fund's initiative. The announcement will contain information regarding the other sub-fund or the new undertaking for collective investment concerned (and the new sub-fund, if applicable) and shall be made at least one month before the merger in order to enable shareholders to request the redemption of their shares, free of charge,

before the date when the transaction enters into effect. The decisions of a Meeting of Shareholders in a sub-fund regarding the transfer of a sub-fund's assets and liabilities to another sub-fund or to an undertaking for collective investment will not be subject to any quorum requirement; decisions will be made on the basis of a simple majority of votes cast.

Additional or supplementary provisions may apply in accordance with the Articles of Association.

The previous provisions relating to mergers/contributions only apply if they do not contradict the merger provisions specified by the 2010 Law and its implementation regulations.

## **XVIII. SHAREHOLDER INFORMATION**

### **Publication of the net asset value**

The net asset value of the Fund's shares will be published at the Fund's registered office on each Valuation Date.

The net asset value of the Fund's shares may also be published in one or several newspapers if the Board of Directors so decides.

### **Financial Notices**

Financial notices will be published on the basis of a decision by the Board of Directors, in the countries where the Fund is marketed.

### **Financial year and reports to shareholders**

The financial year begins on 1 January in a given year and ends on 31 December of the same year.

The Fund publishes a detailed report on its business activities and the management of its assets on an annual basis, within the four-month period following the financial year-end. The report includes the consolidated balance sheet and profit-and-loss statement, expressed in euros, a detailed breakdown of its assets, and the approved Statutory Auditor's report.

In addition, within a two-month period following the end of the half-year under consideration, the Fund publishes an unaudited half-yearly report that specifically

includes the breakdown of the portfolio, the movements in the portfolio over the period, the number of shares outstanding, and the number of shares issued and redeemed since the last publication.

The annual and half-yearly reports will be made available to investors at the Fund's registered office.

The Fund may decide to publish interim reports.

### **Available documents**

The following documents are available to shareholders at the Fund's registered office during normal office hours on every Business Day:

- the Articles of Association;
- the Custodian Bank Agreement between the Fund and CACEIS Bank Luxembourg (until 31 December 2016) and CACEIS Bank, Luxembourg Branch (from 1 January 2017);
- the Administrative Agent Contract between the Management Company and CACEIS Bank, Luxembourg Branch;
- the management agreement entered into by the Fund and the Management Company;
- the latest financial reports.

Copies of this Prospectus, the Articles of Association, the KIIDs, and the latest reports may be obtained free of charge from the Fund's registered office.

### **Additional information**

Additional information is available from the Management Company at its registered office on request, in accordance with the provisions of Luxembourg laws and regulations. This additional information includes, *inter alia*, the procedures for handling complaints, and information regarding the strategy adopted by the Management Company with regard to the Fund's voting rights.

### **Historical Performance**

The historical performance of each Share Class is shown in the corresponding KIID.

### **Benchmark Regulations**

On the date of this Prospectus, the benchmark administrators used by the Fund's sub-funds and included in the register of benchmark administrators held by the ESMA are as follows:

Administrators	Location	Benchmark
Euronext Paris	FRANCE	CAC Mid & Small NR; CAC All-Tradable

Unless otherwise indicated in the Prospectus, the indices or benchmarks used by the sub-funds are, as at the date of this Prospectus, provided by administrators covered by the transitional provisions granted by Regulation (EU) 2016/1011 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds (the "Benchmark Regulations") and, therefore, may not yet appear on the register of administrators held by the ESMA. These administrators must apply to be approved or registered as an administrator under the Benchmark Regulations before 1 January 2020. Updated information concerning this register of administrators must be available by 1 January 2020 at the latest. The Management Company maintains and updates a written plan describing the measures that will be taken if the benchmark used is materially changed or if it ceases to be provided. This plan will be available at the Management Company's registered office upon request, free of charge. The inclusion of any benchmark administrator used by a sub-fund of the Fund within the meaning of the Benchmark Regulations in the ESMA register of benchmark administrators will be reflected in the next update of the Prospectus.