

Key Investor Information

This document provides you with key investor information about this UCITS. It is not marketing material. The information is required by law to help you understand the nature and the risks of investing in this UCITS. You are advised to read it so you can make an informed decision about whether to invest.

"A – EUR" unit class C-QUADRAT Nachhaltigkeit Garant 80 (FR0012208742)

THEAM, a management company belonging to the BNP Paribas group.

Objectives and Investment Policy

Management objective:

The investment objective of the C-QUADRAT Nachhaltigkeit Garant 80 ("UCITS") is to enable unitholders to benefit :

- Over a recommended investment period of five years, from variable direct exposure to a basket of mainly sustainable UCITS funds
- A rolling protection mechanism described below whereby, at each of the UCITS's valuation dates, the net asset value will be at least equal to 80% of the last net asset value observed on the previous month.

Key characteristics of the UCITS:

- To achieve its investment objective, the UCITS will primarily invest in a basket of sustainable UCITS funds (the "Allocation").
- Rolling protection mechanism: At each of the UCITS's valuation dates, the net asset value will be at least equal to 80% of the last net asset value observed on the previous month (the "Protection"), as guaranteed by BNP Paribas S.A (the "Guarantor").
- Description of the Allocation: The underlying UCITS funds will be selected by the Management Company, as the case may be on the basis of the recommendations made by Absolute Portfolio Management GmbH (the "Advisor"). The underlying UCITS funds aim to meet environmental and/or social and/or governance (ESG) criteria. In order to define a sustainable funds universe, several SRI knock-out criteria are checked and the investment focus is evaluated via a scoring methodology based on three pillars: Environmental, Social and Governance.
- The investment universe is composed of three UCITS funds category: equities and bond (risky portfolio) and money market (defensive portfolio). Risky portfolio is composed exclusively of sustainable UCITS funds while the defensive portfolio can be composed into UCITS regular funds if no sustainable defensive funds are available. The Advisor will recommend a selection of UCITS funds to the Management Company, who will then solely decide to implement or not the selection of funds as recommended by the Advisor.
- The UCITS will also follow a quantitative exposition algorithm which will determine the exposure between those risky and defensive portfolio in order to meet the rolling protection constraint and will enter into a financial instrument allowing the FCP to benefit from the protected level. Following this algorithm, the risky portfolio exposition may decrease to zero; there is therefore a risk the fund may be monetized during a month.
- Furthermore, a volatility control mechanism, included in the algorithm, aims to keep the UCITS's annualised short-term volatility below or around 10%.
- The UCITS may invest up to 100% of its net assets in assets subject to a currency risk.

Other information :

- Details on assets traded: The UCITS will invest in other UCITS funds, financial securities (international equities, bonds,...), deposits, forward financial instruments and OTC swaps.
- Recommended investment horizon: a minimum of 5 years.
- Classification: "diversified" UCITS
- Allocation of income: Accumulation
- Frequency of net asset value calculation and frequency of subscription and redemption orders: daily. The net asset value is determined on each trading day in Paris, London, New York and Frankfurt with the exception of French and Luxembourg public holidays, and is calculated within two business days.
- Conditions for subscription and redemption: Subscription and redemption orders are cleared before 14:00 on the business day prior to the net asset value day, by the custodian, BNP PARIBAS SECURITIES SERVICES, 9 rue du Débarcadère, 93500 Pantin, France. Subscriptions and redemptions are executed at unknown prices.

Risk and Reward Profile



- Historic data may not be a reliable indicator of the UCITS's future risk profile;
- The risk category associated with this UCITS is not guaranteed and may change over time;
- The lowest category does not mean a 'risk free' investment.

- The UCITS has a risk indicator of 4 because the past performance of the Allocation completed by the rolling protection mechanism may exhibit medium levels of volatility, between 5% and 10%. This may cause moderate or rapid changes in the value of your investments.

- For an initial period of five years, BNP Paribas S.A. offers a protection to the UCITS, under which BNP Paribas guarantees that, at each valuation day of the FCP, the net asset value will be at least equal to 80% of the last net asset value observed on the previous month. Unitholders are thus ensured that, during this period, for any redemption request made to the UCITS, the redemption price of their units shall be at least equal to eighty percent (80%) of the last net asset value observed on the previous month. The Protection is initially granted to the fund until 1st December 2019, but it may be prorogated every year, provided that the Guarantor so agrees, for an additional year. The initial level of UCITS protection is equivalent to 80% of UCITS's net asset value at inception, i.e. EUR 8.

Significant risks not taken into account in the indicator which could lead to a drop in the net asset value:

- **Risk related to the use of forward financial instruments:** In order to achieve its investment objective, the UCITS makes use of over-the-counter forward financial instruments that allow it to replicate the performance of the strategy. These instruments may involve a series of risks that could lead to adjustments or even the early termination of the instrument, which may affect the net asset value of the UCITS.

Credit risk: This risk relates to the ability of an issuer to honour its commitments: downgrades of an issue or issuer rating may lead to a drop in the value of bonds in which the UCITS has invested. This includes also the risk of the guarantor, BNP Paribas S.A., to meet the promised 80% guarantee.



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Charges

The charges and fees you pay are used to pay the costs of running the UCITS, including the costs of marketing and distributing units; these charges reduce the potential growth of your investment.

One-off charges taken before or after you invest	
Entry charge	None
Exit charge	None
This is the maximum that might be taken out of your money before it is invested. In some cases, you may pay less. Investors can find out the actual amount of the entry and exit charges from their advisor or distributor.	
Annual charges taken from the UCITS over a year	
Ongoing charges	2.55%
Charges taken from the UCITS under certain specific conditions	
Performance fee	None

The percentage of ongoing charges is based on an annualized estimation of the fees that will be charged during the first accounting period. This figure may vary from year to year. It excludes:

- performance fees;
- intermediary charges except in the case of entry/exit charges paid by the UCITS when buying or selling units in another collective investment scheme.

For more information about charges, please see the 'Fees and Costs' section of the UCITS's prospectus, which is available on the website www.theamfunds.com.

Past performance

The unit class was created on 10th December 2014. There is insufficient data available to provide investors with useful indications of past performance.

Practical information

- Custodian: BNP PARIBAS SECURITIES SERVICES
- THEAM may be held liable solely on the basis of any statement contained in this document that is misleading, inaccurate or inconsistent with the relevant parts of the prospectus for the UCITS.
- The Key investor information, the prospectus and the most recent annual and periodic documents of the UCITS are available within one week to unitholders on written request to: THEAM TSA 47000 - 75318 Paris Cedex 09. Email: THEAM.sales.support@bnpparibas.com
- The net asset value of the UCITS is available on the website www.theamfunds.com.
- For information on other shares of the UCITS, see the Prospectus of the UCITS.
- Depending on your tax regime, the capital gains and any income associated with holding units in this UCITS may be subject to taxation. We recommend that you consult a tax advisor for more information on this subject.

The UCITS was authorised in France and regulated by the Autorité des marchés financiers, the French financial markets authority, on 24 October 2014. THEAM is a portfolio management company authorised by the Autorité des marchés financiers in France (registration number 04000048).

This key investor information is accurate as at 10th December 2014.



C-QUADRAT Nachhaltigkeit Garant 80

PROSPECTUS



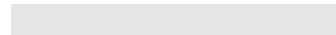
THEAM
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INITIAL APPROVAL DATE: 24/10/2014

DATE OF PRINTING: 10/12/2014

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FCP Prospectus

I General characteristics of the FCP

➤ **Name**

C-QUADRAT Nachhaltigkeit Garant 80 (hereinafter the “FCP”)

➤ **Legal form and member state in which the Fund was created**

French *fonds commun de placement* (Common Fund or FCP)

➤ **Creation date and intended lifetime**

Creation date: 10/12/2014

Lifetime: 99 years

➤ **Fund overview**

ISIN code	Allocation of distributable income	Base currency	Target subscribers	Minimum initial subscription	Initial net asset value
FR0012208742	Accumulation	EUR	For all investors	1 unit, except for the Management Company, the liquidity provider and BNPP Participations	EUR 10 at 10/12/2014

➤ **Address at which the latest annual and semi-annual reports are available**

The latest annual and semi-annual reports shall be sent to unitholders within one week upon written request to:

THEAM
TSA 47000 – 75318 Paris Cedex 09
Email: theam.clientservices@bnpparibas.com

Additional information may be obtained if necessary by sending a request to:

THEAM
TSA 47000 – 75318 Paris Cedex 09
Email: theam.clientservices@bnpparibas.com

II. Directory

➤ Management Company

Name:	THEAM (the “Management Company”)
Legal structure:	<i>Société par Actions Simplifiée</i> (Simplified Joint Stock Company)
Registered office:	1, boulevard Haussmann – 75009 PARIS
Business:	Portfolio management company approved by the AMF under no. GP 04000048

➤ Depositary and custodian

The depositary and custodian functions are performed by:

BNP PARIBAS SECURITIES SERVICES, a *société en commandite par actions* (partnership limited by shares) with its registered office in Paris 2ème at 3 rue d'Antin, RCS Paris 552.108.011.

Postal address: Grands Moulins de Pantin, 9 rue du Débarcadère, 93500 - Pantin

Authorised by France's Prudential Control and Resolution Authority (ACPR).

Firm responsible for issue account keeping: BNP PARIBAS SECURITIES SERVICES, a *société en commandite par actions* (partnership limited by shares) with its registered office in Paris 2ème at 3 rue d'Antin, RCS Paris 552.108.011. Postal address: Grands Moulins de Pantin, 9 rue du Débarcadère, 93500 - Pantin

Approved by the French Prudential Control and Resolution Authority

Centralising agent: THEAM

Identity of the Establishment responsible for receiving subscription and redemption orders: BNP PARIBAS SECURITIES SERVICES S.C.A with registered office at 3, rue d'Antin, 75002 Paris. Postal address: Grands Moulins de Pantin, 9 rue du Débarcadère, 93500 - Pantin Credit institution authorised by France's Prudential Control and Resolution Authority (ACPR).

➤ Statutory auditor

Name:	Ernst & Young & Autres
Registered office:	TOUR FIRST - TSA 14444 - 92037 PARIS LA DEFENSE
Authorised signatory:	Youssef Boujanoui

➤ Delegates

Accounting management of all of the FCP's assets is delegated to a company of the BNP PARIBAS group, BNP PARIBAS FUND SERVICES FRANCE, a simplified joint stock company with share capital of EUR 5,900,000 and situated at Grands Moulins de Pantin, 9 rue du Débarcadère, 93500 Pantin.

Accounting management mainly includes accounting with respect to the various transactions carried out on the FCP's assets in accordance with the accounting standards legally applicable, recording subscriptions and redemptions of FCP units, and calculating the net asset value in accordance with the rules laid down in the UCITS' management regulations.

➤ **Advisor**

Absolute Portfolio Management GmbH, Schottenfeldgasse 20, Austria 1070 Vienna (« APM »)

➤ **Distributor**

BNP Paribas and C-QUADRAT Kapitalanlage AG (« C-QUADRAT ») groups

III. Management and administration procedures

III-1 General characteristics

➤ **Characteristics of the units:**

ISIN code: FR0012208742

Rights attached to units:

Each unitholder has a co-ownership right to the assets of the FCP proportional to the number of units they hold.

Entry in a register or liabilities accounting procedure:

Units are entered in the account of each subscriber by the custodian account keeper. All of the units created in this way are entered in an account with the central depository, Euroclear.

Voting rights:

No voting rights are attributed to ownership of units as decisions concerning the FCP are taken by the Management Company.

Form of units:

Units are issued in bearer form. Units may be fractioned into ten-thousandths of a unit.

Sales restrictions in the United-States:

The Management Company is not registered as an investment adviser in the United States. The FCP has not been registered as an investment vehicle in the United-States and its units have not been and will not be registered under the United States Securities Act of 1933 (as amended), and, as such, may not be offered or sold in the United States to Restricted Persons, as defined below.

"Restricted Persons" are (i) any person or entity located in the United States (including US residents) (ii) any partnership, corporation or other entity which is organized under the laws of the United States or any state thereof, (iii) any United States military personnel or any personnel

associated with a branch or agency of the United States government located outside the United States, or (iv) any other person that would be considered to be a US Person within the meaning of Regulation S under the United States Securities Act of 1933, as amended.

➤ **Financial year-end:**

Financial year-end: last trading day of December in Paris.

End of the first financial year: last trading day of the month of December 2015.

➤ **Applicable tax regime:**

- **Natural persons resident in France for tax purposes or companies subject to income tax in France**

As the FCP is an accumulation fund, the accumulated proceeds are not taxable as securities income with respect to unitholders. In theory, this income will be taxed as capital gains on securities when holders sell or redeem their units.

- **Companies subject to corporation tax in France**

Unitholders are taxed on the valuation difference recorded at the end of each financial year in application of article 209 OA of the French General Tax Code.

The attention of unitholders is nevertheless drawn to the fact that this information is only a summary of the applicable tax regime, and that their particular situation must be examined with their usual tax advisor. This prospectus does not address the issue of unitholders who are not resident in France.

Information relating to the U.S. Foreign Account Tax Compliance Act :

According to the provisions of the Foreign Account Tax compliance Act (« FATCA ») applicable as of the 1st of July 2014, when the Fund invests directly or indirectly in U.S assets, income arising from this class of investment may be subject to a 30% withholding tax.”

In order to avoid the payment of the 30% withholding tax, France and the United States have entered into an intergovernmental agreement whereby non-U.S. financial institutions (« foreign financial institutions ») undertake to set up a procedure for identifying direct or indirect investors who are American taxpayer and to disclose certain information about these investors to the U.S. tax authorities, who will then disclose it to the U.S. tax authority (the « Internal Revenue Service »).

The FCP, as a foreign financial institution, undertakes to comply with FATCA and to take all measures under the intergovernmental agreement above mentioned.

III-2 Specific provisions

➤ **Classification:**

Diversified

➤ **Level of exposure to UCITS**

Up to 100% of the net assets

➤ **Capital Guaranteed :**

The capital is not guaranteed. The FCP will however benefit from a monthly rolling protection mechanism at 80% of the last net asset value observed on the previous month as described below in the “Guarantee or Protection” paragraph.

➤ **Investment objective**

The aim of the FCP is to enable unitholders to benefit:

- ✚ Over a recommended investment period of five years, from variable direct exposure to a basket of UCITS funds (the “**Allocation**”)
- ✚ A rolling protection mechanism described below whereby, at each of the FCP's valuation dates, the net asset value will be at least equal to 80% of the last net asset value observed on the previous month.

➤ **Description of the FCP economy**

1. Unitholders expectations

While investing in the FCP, unitholders expect the risky portfolio net asset value to rise. The risky portfolio is composed of UCITS funds exposed to equities and bond markets.

While unitholders benefit from the rolling protection, the upturns exposition to the risky portfolio may be partial and the FCP net asset value may be influenced by defensive assets composed of money market UCITS funds. Moreover, in order to meet the rolling protection constraint, the risky portfolio exposition may be nil and the fund may be monetized during a month.

2. Pros and cons of FCP

Benefits	Drawbacks
<ul style="list-style-type: none"> - unitholders benefit from a rolling protection mechanism whereby, the FCP net asset value will be at least equal to 80% of the last net asset value observed on the previous month. - unitholders are exposed to a diversified basket of UCITS funds which aim to meet environmental and/or social and/or governance (ESG) criteria. - unitholders may benefit from the Advisor recommendations. 	<ul style="list-style-type: none"> - The rolling protection mechanism means that each day the net asset value of the FCP cannot fall by more than 20% against the last net asset value observed on the previous month. Therefore, there is a risk that unitholders may lose almost all of their capital if they hold their units for a long period. - unitholders may be exposed partially to the risky portfolio rise - in order to meet the rolling protection constraint, the risky portfolio exposition may be nil and the fund may be monetized during a month. - The fund allocation is based on a discretionary management and on a quantitative exposition algorithm. There is therefore a risk that this allocation will not be efficient, and may cause the FCP to underperform.

➤ **Benchmark index**

As a result of its investment objective and the strategy implemented, the FCP cannot be compared to any benchmark index.

➤ **Investment strategy**

1. Strategy used

To achieve its investment objective, the FCP will primary invest in a selection of sustainable underlying UCITS funds. The underlying UCITS funds will be selected by the Management Company, as the case may be on the basis of the recommendations made by APM. The underlying UCITS funds aim to meet environmental and/or social and/or governance (ESG) criteria.

The FCP will also follow a quantitative exposition algorithm and will enter into a financial instrument allowing the FCP to benefit from the protected level.

Rolling protection mechanism:

At each of the FCP's valuation dates, the net asset value will be at least equal to 80% of the last net asset value observed on the previous month.

Description of the Allocation :

The investment universe is composed of three UCITS funds category : equities and bond (risky portfolio) and money market (defensive portfolio). The Advisor will recommend a selection of underlying UCITS funds to the Management Company, who will then solely decide to implement or not the selection of funds as recommended by the Advisor.

The Allocation will be composed of both risky and defensive portfolio and the selection within the risky and defensive Portfolios is recommended by the Advisor on a regular basis. The Advisor will recommend the fund allocation in priority among the universe of sustainable funds.

On the one hand, the underlying UCITS funds are evaluated according to SRI and ESG criteria in order to define a universe of sustainable funds. In a first step of the qualitative analysis, several SRI knock-out criteria are checked and the investment focus is evaluated via a scoring methodology.

The scoring methodology is based on three pillars :

Environmental : Environment, Usage of renewable energy, etc.

Social : Working conditions, Societal impacts, etc.

Governance : Corporate Governance, Business Behaviour, etc.

Exclusion criteria are for example composed of but not limited to the following criteria : Prostitution, Human Rights, Child Labour, etc..

Then, the fund selection process covers a quantitative and qualitative analysis. The quantitative analysis is based on financial data derived from the corresponding peer groups. This includes for instance absolute and relative performance numbers, volatility, drawdown, recovery behaviour and so on. Qualitative analysis means a systematic evaluation of all „soft factors“ which cannot be easily quantified. The management style and process, the risk management, the information value of the reporting and the qualification of the management will be evaluated.

Tools for the analysis are interviews with portfolio managers, standardized questionnaires and conference calls.

Exposure between those risky and defensive portfolio will be determined by way of a quantitative algorithm in order to meet the rolling protection constraint and is done by the Management Company. Exposure to risky portfolio will range from 0% to 100% and will vary each day depending on both the performance of the risky portfolio and the level of protection obtained via the rolling protection mechanism, as defined below. Exposure to defensive portfolio will be the residual amount between 100% and exposure to risky portfolio.

Furthermore, a volatility control mechanism is embedded within the quantitative algorithm and is done by the Management Company. This volatility control mechanism shall consist of managing the exposure to the risky portfolio to keep the fund's annualised short-term volatility below or around 10%.

Description of the portfolios:

Risky portfolio:

Equities funds are selected among a diversified universe of sustainable funds but are not limited to the following exposure which are all different in terms of asset class and geographical area :

- World,
- Europe,
- North America,
- Asia,
- Emerging Markets
- thematic exposure (Water, global Climate...etc)

Sustainable bond funds are mainly linked to Euro but can also be linked to USD rate market. Exposure to bonds markets can be done through funds investing in among other things government bonds, high yield bonds, credits linked or Corporate bonds.

Funds which compose the risky portfolio meet socially responsible investment (SRI) or environmental and/or social and/or governance (ESG) criterias.

Defensive portfolio:

The Defensive Portfolio will be composed of money market funds linked to Euro market selected in priority but not only amongst the universe of sustainable money market funds. In case of increase of the defensive allocation, sustainable money market funds will be prioritised. However in exceptional circumstances, the FCP can also invest into regular money market funds which do not meet SRI or ESG criterias.

Moreover, exposure to the Strategy may be revised depending on the incidence of fiscal or regulatory events, or other events affecting the capacity of the FCP to provide exposure to different underlying strategies.

The FCP involves costs relating to replication and execution, which depend on the underlying funds as well as costs relating to the management of the rolling protection.

The Management Company shall reserve the right to replace the direct exposure to the Allocation by a synthetical exposure to the performance of a financial index via a over-the-counter (OTC) forward financial instrument.

The Management Company shall also reserve the right to unwind the FCP's exposure to the strategy implemented in favour of exposure to money market instruments if market conditions so justify, in particular should events occur linked to a disruption on the market, and to re-expose the FCP to the strategy when market conditions are deemed more suitable.

2. Types of assets included in the portfolio

The FCP may be led to invest in the following types of assets:

✓ **Assets (excluding integrated derivatives):**

The FCP shall invest in financial instruments (equities, bonds, debt securities, investment funds, exchange traded funds, cash, etc.) and/or in money market instruments.

✓ **Equities:**

The FCP does not plan to be invested in capital securities and equivalent securities.

✓ **Debt securities and money market instruments:**

The FCP may invest in money market instruments (such as, inter alia: French treasury bills (BTF or BTAN) with a residual maturity of less than 1 year, euro commercial paper (ECP), non-convertible debentures (NCD), etc.) denominated in euro and/or the currency of an OECD member state. These instruments are composed of securities purchased outright or under repurchase agreements.

MODIFIED DURATION RANGE	Between 0 and 0.5
BASE CURRENCY OF SECURITIES	All currencies*
LEVEL OF FOREIGN EXCHANGE RISK	100%*
EXPOSURE RANGES CORRESPONDING TO THE GEOGRAPHIC REGION OF THE ISSUERS OF THE SECURITIES	Eurozone countries: between 0% and 100% of the net assets
	Non-eurozone countries: between 0% and 100% of the net assets

* Assets denominated in currencies other than the euro are not hedged against foreign exchange risk.

Subject to compliance with regulatory ratios, the FCP may also invest directly and indirectly (via funds) in all kinds of bonds: fixed rate bonds, variable rate bonds, index-linked bonds (inflation, constant maturity rate (TEC) and constant maturity swaps (CMS)). These instruments directly held by the fund are mainly composed of securities purchased outright or under repurchase agreements and with a minimum credit rating of A-3 (Standard & Poor's) or P-3 (Moody's) at the time of their acquisition or failing that a "long term investment grade" rating or an internal rating

of the Management Company which satisfies equivalent criteria. The Management Company does not exclusively and systematically rely on the credit ratings provided by rating agencies to assess the credit quality of an issue or issuer of securities. In particular, the Management Company may rely on internal methods or the BNP Paribas Group's methods for refining its credit risks assessments.

If the issuers of securities held in portfolio are downgraded, the Management Company may, in the interests of unitholders, dispose of the securities whose issuers have been downgraded. Debt securities and money market instruments may account for up to 100% of the Fund's net assets (maximum private debt exposure of 100% of net assets). Non-eurozone investments may account for up to 100% of the FCP's net assets.

✓ ***Units or shares of UCITS and investment funds***

The FCP may invest up to 100% of its net assets in units or shares of UCITS.

UCITS are French or foreign UCITS;

The above-mentioned funds may be managed by the Management Company or by affiliated companies within the meaning of article L 233-16 of the French Commercial Code.

✓ ***Derivatives***

The FCP may use derivatives negotiated on French and foreign regulated markets or enter into OTC financial contract. Transactions are executed in accordance with regulatory provisions and the overall risk associated with forward financial instruments and/or financial contracts may not exceed the total value of the portfolio. Forward financial instruments will be used in order to achieve the investment objective :

- Futures on equities and foreign exchange (for hedging and/or exposition purposes)
- Swaps linked to interest rates (for hedging purpose) or to the performance of one or several equities, FX, indices (equities or multi-assets) or UCITS (for exposition purpose).

These transactions in financial instruments may be concluded with counterparties selected by the Management Company in accordance with its best execution and best selection policy; these counterparties may be companies that are connected or affiliated to the Management Company.

In order to achieve its investment objective the FCP may receive or issue the guarantees referred to in article L. 211-38 of the *Code monétaire et financier* (French Monetary and Financial Code) in accordance with the Management Company's risk policy. These guarantees may be sovereign bonds issued by the countries mentioned below, assigned the following rating by at least one of the following rating agencies: higher than AA, or equivalent, by S&P, Moody's and Fitch. The countries concerned are: Austria, Canada, France, Germany, Luxembourg, Netherlands, United Kingdom, United States, Australia, Switzerland, Norway and Sweden.

✓ ***Securities with embedded derivatives***

The FCP does plan also to use securities with embedded derivatives (warrants, Credit Linked Notes, EMTN, etc.). Any warrants or rights acquired following transactions involving

securities in the portfolio are permitted, even if the fund does not invest directly in this asset class.

✓ **Deposits**

The FCP reserves the right to make deposits during the life of the Fund within the framework of its cash investments up to the limit of 20% of its net assets.

✓ **Cash borrowing**

The FCP may temporarily use cash borrowings up to the limit of 10% of its net assets for cash management purposes.

✓ **Temporary purchases and sales of securities:**

Types of transactions used: In order to ensure that the FCP is managed effectively, the management company reserves the right to enter into temporary purchases or sales of securities, in particular: repurchase transactions, reverse repurchases against cash, lending/borrowing of debt securities, capital securities and money market instruments, in accordance with the provisions of article R 214-18 of the *Code monétaire et financier* (French Monetary and Financial Code).

Types of operations (all transactions are used for the sole purpose of achieving the investment objective): All transactions are concluded with a view to achieving the investment objective or optimising cash management, while at all times respecting the restrictions in terms of the type of securities held.

Contemplated and authorised level of use: up to 100% of net assets.

Possible leverage linked to temporary purchases and sales of securities: no

Remuneration: see the section entitled “Expenses and Fees” below.

All these transactions will be conducted under normal market conditions and any income will belong in full to the FCP.

The guarantees received in connection with these transactions will be of the same type as those eligible under the “Derivatives” heading below, with the exception of units of UCITS.

➤ **Risk profile:**

Your money shall be invested primarily in financial instruments selected by the Management Company. These financial instruments are subject to the evolution and fluctuations of the market.

The main risks to which the FCP is exposed given its structure are described below:

Risk of capital loss

The rolling protection mechanism means that each day the net asset value of the FCP cannot fall by more than 20% against the last net asset value observed on the previous month. Therefore, if the FCP's net asset value falls, the levels of protection it has taken out will also fall on the next protection reset date. There is thus a risk that unitholders may lose almost all of their capital if they hold their units for a long period.

Risk related to discretionary management and to the underlying funds

The funds are selected by the Management Company as the case may be on the basis of the recommendations made by the Advisor on a discretionary basis. The underlying funds seek to generate performance by making forecasts on the enhancement of certain markets. These anticipations can be erroneous and lead to a poor performance.

Risk posed by the quantitative algorithm used by the fund

The allocation model of the fund's risky and defensive portfolios is based on risk and return calculations determined according to historically observed levels. There is therefore a risk that this model will not be efficient, and its application may cause the FCP to underperform.

Currency risk

The FCP is mainly invested in funds denominated in Euros (EUR) exposed to different geographical area. The FCP may also be invested in funds denominated in other currencies. The FCP may invest up to 100% of its net assets in assets subject to a currency risk. Variations in the value of the euro in relation to another currency may have a negative impact on the FCP's net asset value.

Counterparty risk

Counterparty risk is the risk of loss incurred by the FCP with respect to the conclusion of OTC transactions with a counterparty in the event of default by said counterparty. This risk exists mainly for forward financial contracts, repurchase transactions, etc. which the FCP may enter into with BNP Paribas or any other counterparty. Counterparty risk is nevertheless reduced by setting up a guarantee in favour of the FCP in accordance with the regulations in force.

Market risk

According to the FCP's investment strategy, the risky portfolio is invested in equities funds (which are mainly exposed to the equity risk) and in bonds funds (which are mainly exposed to the credit risk). Therefore, the valuation of the FCP will depend on changes in the underlying funds. As a result, a fall in the value of one or more of them may reduce the value of the risky portfolio and, thus may reduce the net asset value of the FCP.

Monetization risk

In order to meet the rolling protection constraint, the risky portfolio exposition may decrease to zero if its performance is negative during a month. There is therefore a risk the fund may be monetized during a month.

Interest rate risk

The FCP may be exposed to money market instruments. Investors should be aware that an investment in the FCP may involve interest rate risk and that the net asset value of the FCP could fall if Euro or USD interest rates increase.

Risk linked to the unavailability of prices for the underlying assets

Investors should note that the net asset value of the FCP is established on each trading day in Paris, London, New York and Frankfurt with the exception of French and Luxembourg public holidays, on the basis of the closing prices of the underlying funds on that day.

Emerging market investment risk:

The FCP's exposure to emerging markets through investment in the underlying funds may involve a higher risk of potential loss and therefore a fall in the net asset value of the FCP than investment in or exposure to developed markets, in particular as a result of higher market volatility, lower trading volumes of the assets in question, possible economic and/or political instability, risks relating to market closure or government restrictions on foreign investment and, more generally, the operating and supervision conditions in these markets which may deviate from the standards that exist on the large international exchanges.

Conflict of interest risk

The FCP is exposed to a conflict of interest risk in particular when entering into temporary sales or purchases of securities or investment funds with counterparties or management companies affiliated to the group to which the Management Company or APM belongs.

➤ **Guarantee or Protection:**

Establishment providing the Protection: Upon the creation of the FCP, a protection is issued by BNP Paribas S.A. (the "Guarantor"), a credit institution duly established and authorized under the laws of France, and whose registered office is located at 16, boulevard des Italiens, 75009 Paris.

Terms of the Protection : For an initial period of five years, BNP Paribas offers the FCP protection, under which BNP Paribas guarantees that, at each valuation day of the FCP, the net asset value will be at least equal to 80% of the last net asset value observed on the previous month (the "Protection").

The Protection is initially granted to the Fund until 1st December 2019, but it may be prorogated every year, provided that the Guarantor so agrees, for an additional year. The initial level of FCP protection is equivalent to 80% of FCP's net asset value at inception, i.e. EUR 8.

Unitholders are thus ensured that, during the Protection, for any redemption request made to the FCP, the redemption price of their units shall be at least equal to eighty percent (80%) of the last net asset value observed on the previous month

Any change to the Protection, excluding its renewal in identical conditions, shall require the prior approval of the AMF, and the Management Company shall inform unitholders accordingly, under the conditions provided for in the regulations in force.

Terms of exercise The Management Company will exercise the Protection on behalf of the Fund. In the event that at each net asset value calculation date, the FCP's net assets are insufficient for this net asset value to be above or equal to the protected level described above, BNP Paribas will pay the FCP the necessary sum on the Management Company's first request.

The Protection is provided in consideration of the tax and regulatory provisions applicable on the date it is signed. The Protection may be amended in the event of change to the aforementioned provisions, leading the FCP to incur a direct or indirect financial expense of a fiscal or other nature.

➤ **Target subscribers and investor profile**

Recommended investment horizon: the recommended minimum investment period is 5 years.

The typical investor is one who has cash to invest over a horizon of at least 5 years. The investor must be prepared to accept the risks resulting from the implemented investment strategies. The amount that is reasonable to invest in this FCP depends on the investor's personal situation. His decision will depend on his personal assets, his current and future needs, but also on the desire to take risks or, on the contrary, to invest cautiously. It is also highly recommended that investors sufficiently diversify their investments so as not to be exposed solely to the risks of this FCP.

➤ **Method for determining and allocating distributable income:**

Distributable income shall be fully accumulated.

➤ **Characteristics of the units or shares:**

ISIN code	Allocation of distributable income	Base currency	Target subscribers	Minimum initial subscription	Initial net asset value
FR0012208742	Accumulation	EUR	For all investors	1 unit , except for the Management Company, the liquidity provider and BNPP Participations	EUR 10 at 10/12/2014

➤ **Subscription and redemption procedures:**

Terms and conditions of subscriptions and redemptions

Subscription and redemption requests are centralised before 14:00 on the business day prior to the net asset value day by the depositary, BNP PARIBAS SECURITIES SERVICES, 9 rue du Débarcadère 93500 PANTIN, and will be executed on the basis of said requests. Subscriptions and redemptions are carried out at unknown prices.

Subscription and redemption requests are settled within five business days of the net asset value date.

Furthermore, in order to preserve the Protection management mechanism, the Management Company reserves the right to refuse additional subscription orders if the FCP number of units exceed 10 000 000 at the time of subscription.

Minimum initial subscription for units:

Minimum initial subscription: 1 unit, except for the Management Company, the liquidity provider and BNPP Participations.

Units may be fractioned into ten-thousandths of a unit.

➤ **End of the accounting year**

Financial year-end: last trading day of December in Paris.

End of the first financial year: last trading day of the month of December 2015.

➤ **Dividend policy**

The Distributable income of each financial year shall be accumulated.

➤ **Date and frequency of calculation of the net asset value**

Daily. The net asset value is established on each trading day in Paris, London, New York and Frankfurt with the exception of French and Luxembourg public holidays, and is calculated within two business days.

Any partial trading day may be considered as a day on which the relevant financial market is closed.

Place and methods of publication or communication of the net asset value:

THEAM, TSA 47000 – 75318 Paris Cedex 09.

➤ **Expenses and fees:**

Subscription and redemption fees:

Subscription and redemption fees increase the subscription price paid by the investor and reduce the redemption price. The fees charged by the FCP serve to offset the costs incurred by the FCP to invest and disinvest investors' monies. The fees which are not paid to the FCP are attributed to the Management Company, the Fund promoter, etc.

A units:

FEES PAYABLE BY THE INVESTOR, DEDUCTED AT THE TIME OF SUBSCRIPTIONS AND REDEMPTIONS	BASIS	RATE
Subscription fees not payable to the FCP	Net asset value x number of units	None
Subscription fees payable to the FCP	Net asset value x number of units	None
Redemption fees not payable to the FCP	Net asset value x number of units	None
Redemption fees payable to the FCP	Net asset value x number of units	None

Management and administration fees:

Management and administration fees include all of the fees invoiced directly to the FCP, with the exception of transaction costs. Transaction costs include intermediary fees (brokerage, stock market taxes, etc.) as well as transaction fees, if any, that may be charged by the depositary and the Management Company, in particular.

For more details about the ongoing charges effectively charged to the FCP, please refer to the relevant KIID.

FEES CHARGED TO THE FCP	BASIS	RATE A units
Management charges and external management charges (auditor, custodian, distribution, legal professionals, advisor)	Net assets	Maximum 1.95%
Performance fees	Net assets	None
Maximum Indirect fees (fees and management costs)	Net assets	Maximum 2.5%
Transaction fees	Payment on each transaction	None

Succinct description of the procedure for selecting intermediaries

The Management Company selects its intermediaries (brokers) involved in the execution of orders on the basis of the principle of the priority of clients' interests and of "best selection" and "best execution". They are approved by the Management Company.

The criteria used for developing the list of approved intermediaries are in particular the following:

- ✓ Innovative quality of the strategy proposed by the intermediary
- ✓ Quality of execution (and particularly speed)
- ✓ Quality of order execution on secondary markets
- ✓ The intermediary's ability to be a liquidity provider
- ✓ Quality of collateral management
- ✓ Experience on certain markets or financial instruments
- ✓ Rating of counterparty
- ✓ Proposed rates

A detailed description of the Management Company's selection and execution policy is available in the "governance" section of the www.theamfunds.com website.

Remuneration on temporary purchases and sales of securities

Remuneration on temporary purchases and sales of securities is not subject to any sharing out and is received in full by the FCP. Furthermore, no transaction fees are charged to the FCP for temporary purchases and sales of securities carried out on behalf of the FCP.

IV. Commercial information

IV. 1 Subscription and redemption procedures

Subscription and redemption fees increase the subscription price paid by the investor and reduce the redemption price depending on the rate, indicated above.

IV.2 Distribution of information concerning the FCP

The latest annual and semi-annual reports shall be sent to unitholders within one week upon written request to:

THEAM
TSA 47000 – 75318 Paris Cedex 09
email: theam.clienservices@bnpparibas.com

Unitholders wishing to obtain a copy of the “voting policy” should contact:

THEAM
TSA 47000 - 75318 Paris Cedex 09
Email: THEAM.clientservices@bnpparibas.com

The ESG (Environmental, Social and Governance) criteria applied by the FCP in its investment strategy can be consulted on the following website: www.theamfunds.com.

Additional information may be obtained if necessary by sending a request to:

THEAM
TSA 47000 – 75318 Paris Cedex 09
Email: theam.clienservices@bnpparibas.com

The AMF website (www.amf-france.org) contains additional information on the list of regulatory documents and all the provisions relating to investor protection.

V. Investment rules

The FCP shall comply with the investment rules laid down by European Directive no. 2009/65/EC of 13 July 2009 on coordinating statutory, regulatory and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) and its implementation provisions as transposed into French law.

VI. Overall risk

The Management Company uses the commitment method to calculate the FCP's overall risk.

VII. Valuation and accounting rules applicable to the assets

The FCP complies with the accounting rules laid down, in particular with the accounting standards applicable to UCITS.

The accounting currency is the euro.

VII.1 Method for valuation of balance sheet assets

Allocations with respect to management fees are calculated and recorded at the time of each net asset value calculation.

Pursuant to the prospectus, the result of each financial year will be accumulated.

The calculation of the net asset value is carried out in consideration of the specific valuation rules indicated below.

➤ Securities portfolio:

Listed transferable securities:

French or foreign transferable securities traded on a French or foreign regulated market are valued on the basis of the closing price of that day or the last known price (sources: Bloomberg, Reuters, Fininfo or others, if need be), regardless of the market on which they are listed. For foreign securities, the conversion into euro is based on the exchange rate in Paris on the valuation day (WRMH currency London at 17:00).

Certain bonds may be valued on the basis of the price provided daily by active contributors on said market (noted on Bloomberg website).

Transferable securities whose prices have not been determined on the valuation day or whose prices have been adjusted are valued under the Management Company's responsibility at their foreseeable sale prices.

These valuations and their justification are communicated to the statutory auditor at the time of the audit.

Units or shares of investment funds:

Investment funds held in the portfolio are valued on the basis of the last published net asset value.

Securities received and sold under repurchase agreements, securities lent and borrowed:

Securities received under repurchase agreements are valued at the price set between the parties, taking the agreed remuneration into account. Securities sold under repurchase agreements are valued at their market value. Securities lent as well as the claim representing such securities are valued at their market value.

Securities not traded on a regulated market:

Securities not traded on a regulated market are valued at their foreseeable sale price under the responsibility of the Management Company depending on any likely event-driven fluctuations.

➤ **Forward financial instruments:**

Futures & options:

Outstanding contracts are valued at their market value in order to record the unrealised capital gains or losses as increases or decreases in the net assets, as the case may be.

On the French futures and options markets, the market value used is the settlement price of that day as known in Paris. On foreign futures and options markets, the market value also corresponds to the settlement price, and said value is converted into euro on the basis of the exchange rates in Paris on the valuation day.

Over-the-counter transactions:

Futures, options or swap transactions concluded on OTC markets and authorised under the regulations applicable to UCITS are valued at their market value as indicated by the counterparty, with said value checked by the Management Company's valuation model by means of valuation tools specific to the relevant type of product.

➤ **Valuation of off-balance sheet commitments**

Off-balance sheet commitments on futures contracts are valued at their market value.

VII.2 Accounting methods

Interest is accounted for using the interest received method.

Units or shares of investment funds:

Investment funds held in the portfolio are valued on the basis of the last published net asset value.

Publication date of the prospectus: 10/12/2014
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MANAGEMENT REGULATIONS OF THE FCP

Title 1 – Assets and units

Article 1 - Co-ownership units

The co-owners' rights are represented by units, with each unit corresponding to the same fraction of assets of the FCP. Each unitholder has a co-ownership right to the assets of the FCP proportional to the number of units they hold.

The term of the FCP is 99 years from its creation date, except in the event of early dissolution or extension as set forth in the present regulations.

UNIT CLASSES:

The FCP may issue different unit classes whose characteristics and eligibility requirements are described in the Fund's prospectus.

The different unit classes may:

- benefit from different systems for allocating distributable income;
- be denominated in different currencies;
- bear different management fees;
- bear different subscription and redemption fees;
- have a different nominal value;
- be systematically hedged against risk, in part or in full, as defined in the prospectus. This hedging is created using financial instruments that reduce to a minimum the impact of the hedging transactions on the FCP's other unit classes.
- be reserved for one or several distribution networks.

The competent body of the Management Company may decide to sub-divide units into tenths, hundredths, thousandths or ten thousandths, with such subdivisions being referred to as fractions of units.

The provisions of the regulations governing the issue and redemption of units shall apply to fractions of units, whose value shall always be proportionate to that of the units they represent. Unless otherwise provided for, all other provisions of the regulations relating to units shall apply to fractions of units without any need to make a specific provision to that end.

The competent body of the Management Company may decide, at its own discretion, to sub-divide the units by issuing new units, which will be allocated to unitholders in exchange for their existing units. Units may also be merged.

Article 2 - Minimum assets

Units may not be redeemed if the FCP's assets fall below EUR 300 000; if the assets remain below this amount for a period of 30 days, the Management Company shall make the necessary provisions to liquidate the fund in question, or to carry out one of the operations mentioned in article 411-16 of the AMF general regulation (transfer of the FCP).

Article 3 - Subscription and redemption of units

Units are issued at any time following receipt of subscription orders from unitholders, on the basis of their net asset value plus a subscription fee, where applicable.

Redemptions and subscriptions are executed under the conditions and according to the procedures defined in the prospectus and the KIID (Key Investor Information Document).

Units of the FCP may be admitted to an official stock exchange listing in accordance with the legislation in force.

Subscriptions must be fully paid up on the day on which the net asset value is calculated. The Management Company is entitled to refuse any securities offered and, for that purpose, must communicate its decision within seven days of the date on which the securities were tendered. If they are accepted, the securities contributed in kind are valued according to the rules laid down in article 4 and the subscription is based on the first net asset value following acceptance of the relevant securities.

Redemptions are made exclusively in cash, except in the event of liquidation of the FCP when unitholders have agreed to be reimbursed in securities. Redemptions are settled by the keeper of the issuer accounts within a maximum of five days from the valuation day of the units.

However, if in exceptional circumstances the redemption requires the prior sale of assets held in the FCP, this deadline may be extended to a maximum of 30 days.

With the exception of a succession or an inter vivos gift, the sale or transfer of units between unitholders, or between unitholders and third parties, is treated as a redemption followed by a subscription; if a third party is involved, the sale or transfer amount must, where applicable, be supplemented by the beneficiary in order to at least reach the minimum subscription amount stipulated in the prospectus.

In application of article L.214-8-7 of the *Code monétaire et financier* (French Monetary and Financial Code) the redemption of units by the FCP as well as the issue of new units may be suspended on a temporary basis by the Management Company in exceptional circumstances and if this is deemed necessary to protect the interests of unitholders. Furthermore, in order to preserve the Protection management mechanism, the Management Company reserves the right to refuse additional subscription orders if the FCP number of units exceed 10 000 000 at the time of subscription.

If the net assets of the FCP fall below the amount indicated in article 2, no redemption may be carried out .

The minimum initial subscription applicable to the FCP is 1 units, except for the Management Company, the liquidity provider and BNPP Participations.

Article 4 - Calculation of the net asset value

The net asset value of units is calculated in accordance with the valuation rules specified in the prospectus.

Title 2 – Operating of the FCP

Article 5 – The Management Company

The FCP is managed by the Management Company in accordance with the FCP's investment objectives.

The Management Company shall at all times act on the exclusive interest of the unitholders and has sole authority to exercise the voting rights attached to the securities held in the FCP.

Article 5a - Operating rules

The instruments and deposits which are eligible to form part of the Fund's assets as well as the investment rules are described in the prospectus.

Article 6 - The depositary

The depositary is responsible for carrying out the tasks which are its responsibility pursuant to laws and regulations in force as well as those entrusted to it contractually by the Management Company. It must in particular ensure that decisions taken by the Portfolio Management Company are lawful. Where applicable, it must take all protective measures that it deems necessary. In the event of a dispute with the Management Company, it shall inform the AMF.

Article 7 - The statutory auditor

A statutory auditor is appointed by the governing body of the Management Company for a term of six financial years with the approval of the AMF.

The statutory auditor certifies that the accounts are fair and lawful.

The statutory auditor's mandate may be renewed.

The statutory auditor must inform the AMF promptly of any event or decision concerning the Fund observed during the course of its engagement, which might:

- 1° constitute a violation of the legislative and regulatory provisions applying to the Fund and which could have a significant effect on its financial situation, results or assets;
- 2° undermine the conditions or continuity of its operations;
- 3° give rise to the expression of reserves or a refusal to certify the accounts.

The statutory auditor shall supervise the valuation of the assets and determination of exchange ratios used in the event of a conversion, merger or split.

The statutory auditor shall assess all contributions in kind under its responsibility.

The Statutory Auditor checks the composition of the assets and other information before publication.

The statutory auditor's fees are determined by mutual agreement between the auditor and the board of directors or executive board of the Management Company on the basis of an agenda indicating all duties deemed necessary.

The statutory auditor certifies the financial statements serving as the basis for the payment of interim dividends.

The statutory auditor's fees are included in the management fees.

Article 8 - The financial statements and the management report

At the end of each financial year, the Management Company prepares the financial statements and a report on the management of the FCP during the last financial year.

The Management Company shall prepare a statement of the Fund's assets, under the supervision of the custodian, at least twice yearly. All of the above documents are reviewed by the statutory auditor.

The Management Company shall make these documents available to unitholders within four months of the financial year-end and shall notify them of the amount of income attributable to them: these documents are either sent by post at the unitholders' express request or are made available to them at the offices of the Management Company.

Title 3 – Allocation of income

Article 9

The net income for the financial year is equal to the amount of interest, arrears, dividends, premiums and prizes, director's fees as well as all proceeds generated by the securities held in the portfolio of the FCP, plus income generated by temporary cash holdings, less management fees and borrowing costs.

Distributable income is composed of:

1° Net income plus retained earnings, plus or minus the balance of the income equalisation account;

2° Realised capital gains, net of fees, less any realised capital losses, net of fees, recognised during the financial year, plus net capital gains of the same kind recognised during previous financial years and not yet distributed or accumulated, plus or minus the balance of the capital gains equalisation account.

The sums mentioned under 1° and 2° may be distributed in full or in part, independently of each other.

Distributable income is paid out within a maximum of five months following the financial year-end.

The method for allocating distributable income is set out in the prospectus.

Title 4 – Merger – Split – Dissolution - Liquidation

Article 10 - Merger – Split

The Management Company may either merge all or part of the FCP's assets with another fund under its management, or split the FCP into two or more funds under its management.

Such mergers or splits may only be carried out one month after unitholders have been notified thereof. They give rise to the issue of a new certificate indicating the number of units held by each unitholder.

Article 11 - Dissolution – Extension

If the assets of the Fund remain below the amount set in article 2 above for thirty days, the Management Company shall inform the AMF and shall dissolve the Fund, except in the event of a merger with another UCITS.

The Management Company may dissolve the FCP early. It shall inform unitholders of its decision, after which subscription and redemption orders shall no longer be accepted.

The Management Company shall also dissolve the FCP if a request is made for the redemption of all of the units, if the depositary's appointment is terminated and no other depositary has been appointed, or upon expiry of the FCP's term, unless such term is extended.

The Management Company shall inform the AMF by post of the dissolution date and procedure. Lastly, it shall send the statutory auditor's report to the AMF.

The Management Company may decide to extend the FCP's term subject to the agreement of the depositary. Its decision must be taken at least 3 months prior to the expiry of the FCP's lifetime and unitholders and the AMF must be notified thereof.

Article 12 – Liquidation

In the event of dissolution, the depositary or the Management Company is responsible for carrying out the liquidation. To this end, they shall be granted the broadest powers to realise assets, pay off any creditors and allocate the available balance among the unitholders in the form of cash or securities.

The statutory auditor and the depositary shall continue to carry out their duties until the end of the liquidation proceedings.

Title 5 – Disputes

Article 13 - Competent courts - Jurisdiction

All disputes relating to the FCP that may arise during its lifetime or liquidation either among unitholders or between the unitholders and the Management Company or the depositary are subject to the jurisdiction of the competent courts.