Lyxor MSCI Brazil UCITS ETF

PROSPECTUS

Lyxor MSCI Brazil UCITS ETF	PROSPECTUS
	UCITS COMPLIANT WITH DIRECTIVE 2009/65/EC

GENERAL CHARACTERISTICS

LEGAL FORM
A French mutual fund (*Fonds commun de placement* or "FCP"')

NAME
Lyxor MSCI Brazil UCITS ETF (hereinafter the "**Fund**").

LEGAL STRUCTURE AND MEMBER STATE IN WHICH THE FUND WAS CREATED
Fonds commun de placement (FCP) established in France.

DATE ESTABLISHED AND INTENDED TERM
This Fund was approved by the *Autorité des Marchés Financiers* (French Financial Markets Authority) on December 12, 2006. It was created on January 24, 2007 for a period of 99 years.

KEY INFORMATION

Units	ISIN Code	Allocation of distributable amounts	Unit	Eligible investors	Minimum subscription / redemption (primary market) or purchase / sale (secondary market)	Listing exchange
Acc	FR0010408799	Accumulation	EUR	Open to all investors	100,000 euros on the primary market.	Euronext Paris, Deutsche Boerse (Frankfurt), Borsa Italiana (Milan), Six Swiss Exchange (Zürich), London Stock Exchange, Luxembourg Stock Exchange
					N/A on the secondary market(1)	

(1) There is no minimum purchase or sale amount unless required by the relevant exchange(s).

WHERE TO OBTAIN THE MOST RECENT ANNUAL AND INTERIM REPORTS
The most recent annual reports and the asset inventory statement will be sent out within eight business days at the investor's request in writing to:
LYXOR INTERNATIONAL ASSET MANAGEMENT
17 Cours Valmy - 92987 Paris La Défense - France.
Email: contact@lyxor.com
More information can be requested on Lyxor's website at www.lyxoretf.com.

SERVICE PROVIDERS

INVESTMENT MANAGEMENT COMPANY
LYXOR INTERNATIONAL ASSET MANAGEMENT
A French simplified joint-stock company (*Société par actions simplifiée* - SAS).
Registered office: 17 Cours Valmy - 92987 Paris La Défense - France.
Postal address: Tour Société Générale – 17, Cours Valmy - 92987 Paris-La Défense Cedex – FRANCE.

REMUNERATION POLICY

The management company has established a remuneration policy that complies with current regulations. This policy is consistent with the objectives, values and interests of the management company, of the funds it manages and of the investors in these funds, and includes measures intended to avoid conflicts of interest.

The management company's remuneration policy provides a balanced framework where the remuneration of the relevant employees is based on the following principles:

- The management company's remuneration policy is consistent with sound and effective risk management, encourages such management and does not encourage risk-taking that would be incompatible with the risk profiles, this prospectus or the other constitutional documents of the funds which the management company manages;
- The remuneration policy was approved by the management company's supervisory board, which reviews the policy's general principles at least once a year;
- The remuneration of internal control personnel is based on the achievement of control objectives and is independent of the financial performance of the business activities controlled;
- When remuneration is performance-based, its total amount is determined on the basis of the assessed performance of the individual employee, his or her operating unit and the relevant funds in accordance with their risk exposure, and on the basis of the management company's overall performance when individual employee performance is assessed, while taking into account both financial and non-financial criteria;
- An appropriate balance must be established between the fixed and variable components of the total remuneration;
- Above a certain threshold, a substantial part of remuneration, and in any case at least 50% of the entire variable component, shall depend on exposure to an index the components and functioning of which ensure that the interests of employees are aligned with those of investors;
- Above a certain threshold a substantial part of remuneration, and in any case at least 40% of the entire variable component, shall be deferred for an appropriate time;
- The variable remuneration, including the deferred portion, shall only be paid or shall only vest if such payment or vesting is consistent with the management company's overall financial situation, and if such payment or vesting is justified by the performance of the operating units, the funds and the relevant employee.

Up-to-date information on the remuneration policy may be found on the Internet at: http://www.lyxor.com/en/the-company/policies-tax/

DEPOSITARY/CUSTODIAN

THE DEPOSITARY

The Depositary is Société Générale S.A., acting through its Securities Services department (the "Depositary"). Société Générale, which has its registered office at 29, boulevard Haussmann in Paris (75009), is registered in the Paris trade register under No. 552 120 222, has been approved by the French Prudential Supervision and Resolution Authority (the ACPR) and is also subject to the supervision of the French Financial Markets Authority (the AMF).

The Depositary's duties and potential conflicts of interest

The Depositary is responsible for three things — monitoring the compliance of the management company's decisions, holding the assets of investment funds in custody and monitoring the cash flows of these investment funds.

The Depositary's main objective is to protect the interests of each fund's shareholders and investors.

Potential conflicts of interest may be identified, particularly if the Management Company maintains a business relationship with Société Générale that extends beyond the latter's Depositary duties, for example, if the Management Company delegates to Société Générale the task of calculating the net asset value of the funds of which Société Générale is the Depositary, or when there is a group relationship between the Management Company and the Depositary.

In order to manage such situations, the Depositary has set up and maintains a policy for managing conflicts of interest which serves to:

- Identify and examine potential conflict-of-interest situations
- Record, manage and follow up conflict-of-interest situations, by:

(i) using ongoing measures to deal with conflicts of interest, such as segregating duties, separating line and staff functions, monitoring "insiders", and using dedicated IT environments;

(ii) and also, on a case-by-case basis:

(a) implementing appropriate preventive measures such as drawing up ad hoc "watch lists", setting up Chinese walls, checking that transactions are dealt with appropriately, and/or informing any clients who may be affected;

(b) or otherwise, refusing to engage in activities that may result in a conflict of interest.

Custodial functions which the Depositary may delegate, delegates and sub-delegates, and the identification of conflicts of interest that may require such delegation:

The Depositary is responsible for the custody of assets (as defined under Article 22.5 of Directive 2009/65/EC as amended by Directive 2014/91/EU). In order to provide custodial services in a large number of countries and enable investment funds to achieve their investment objectives, the Depositary has appointed sub-custodians in the countries where the Depositary normally does not have a direct local presence. The list of these entities is available at the following address:
http://www.securitiesservices.societegenerale.com/uploads/tx_bisgnews/Global_list_of_sub_custodians_for_SGSS_2016_05.pdf

In accordance with Article 22 bis 2. of the UCITS V directive, the process for appointing and supervising sub-custodians complies with the highest standards of quality and includes the management of potential conflicts of interest that may arise when sub-custodians are appointed. The Depositary has prepared an effective policy for identifying, preventing and managing conflicts of interest in compliance with national and international regulations and international standards.

The delegation of the Depositary's custodial functions may result in conflicts of interest. The latter have been identified and are monitored. The Depositary's conflict-of-interest policy includes measures to prevent the occurrence of conflict-of-interest situations and to ensure that, in the course of its business activities, the Depositary always acts in the best interests of the investment funds. These preventive measures consist most notably in ensuring the confidentiality of the information exchanged, physically separating activities that may result in a conflict

of interest, determining and classifying remuneration and pecuniary and non-pecuniary benefits, and implementing a policy and measures that govern the acceptance of gifts and hospitality.

Investors may obtain the most recent information on the above policy measures upon request.

TRANSFER AGENT AND REGISTRAR

Registrar and transfer agent by delegation from Lyxor International Asset Management to:
SOCIÉTÉ GÉNÉRALE.
A credit institution founded on May 4, 1864 by special decree of Napoleon III.
Registered office: 29, bd Haussmann - 75009 Paris - FRANCE.
Postal address:
32 rue du champ de tir - 44000 Nantes - France

STATUTORY AUDITOR

PRICEWATERHOUSECOOPERS
A French joint-stock company (*société anonyme*).
Registered office: 63, rue de Villiers - 92208 Neuilly-sur-Seine – FRANCE.
Signatory: Marie-Christine Jetil.

ADMINISTRATION AND ACCOUNTING

LYXOR INTERNATIONAL ASSET MANAGEMENT will delegate the Fund's administration and accounting to:
Société Générale Securities
A credit institution founded on May 4, 1864 by special decree of Napoleon III.
Registered office: 29, bd Haussmann - 75009 Paris - FRANCE.

The services provided by Société Générale Securities Services to Lyxor International Asset Management consist in supporting the latter with the administrative and account management of the Fund, and, in particular, carrying out the net asset value calculation, providing the information and material needed for the periodic documents and annual reports and submitting the statistics to the Banque de France.

MARKET MAKERS

As of January 30, 2007, the following financial institution (the “Market Maker”) shall be responsible for making a market in the Fund’s units:
Société Générale - Tour Société Générale, 17 Cours Valmy, 92987 Paris-La Défense, FRANCE.

MANAGEMENT AND OPERATIONS: GENERAL CHARACTERISTICS

UNIT CHARACTERISTICS

Units are registered in a register in the name of the entities that keep the accounts of unit-holders on their behalf. The register is kept by the Depositary.
Each Fund unit-holder has a co-ownership right to the Fund's net assets that is proportional to the number of units held.
The units do not bear any voting rights, as all decisions are made by the management company.
The units are bearer units. They will not be divided into fractional units.

LISTING OF THE FUND'S UNITS ON A REGULATED MARKET

- When the units are listed on Euronext Paris, as indicated in the "Key Information" section, investors should note the following rules:

Pursuant to article D 214-22-1 of the French Monetary and Financial Code the units or shares of undertakings for collective investments in transferable securities may be admitted to trading, provided that these undertakings have a system to ensure that the market price of their units or shares does not differ significantly from their net asset value. Under Euronext Paris rules trading in the Fund's units is also subject to a 'reservation threshold' of 3% above or below the Fund's indicative net asset value or "iNAV" (see the "Indicative Net Asset Value" section), as published by Euronext Paris and updated on an estimated basis during trading in accordance with the change in the MSCI Brazil Net Total Return Index.

To comply with the reservation thresholds of the Euronext Paris exchange (see the "Indicative Net Asset Value" section) the Market Makers will ensure that the market price of the Fund's units does not differ from the Fund's indicative Net Asset Value by more than 3%.

- When the units are listed on an exchange other than Euronext Paris, as indicated in the "Key Information" section, investors should note the following:

Investors wishing to acquire units in the Fund listed on an exchange listed in the "Key Information" section should familiarize themselves with the guidelines laid down by the relevant market undertaking in compliance with local regulations, and if necessary should seek assistance from their usual brokers on the relevant exchange(s).

BALANCE SHEET DATE

The last business day in France in August.

First balance sheet date: the last business day in France in October 2007.

A "**Trading Day**" is defined as a day on which the exchange where the fund's shares are listed is normally not closed and on which the exchanges where securities that make up the Benchmark Index are normally not closed, and on which the Benchmark Index is published. The Fund's net asset value is calculated using the Benchmark Index's closing price.

TAXATION

Investors should note that the following information is just a general summary of the applicable tax regime, under current French law, for investment in a French FCP fund. Investors are therefore advised to consider their specific situation with their usual tax advisor.

France:
The Fund is eligible for unit-linked life insurance policies.

1. Taxation of the Fund

In France, the co-ownership status of FCP funds means that they are not subject to corporate income tax and therefore inherently benefit from some tax transparency. generated by the Fund through its management activities is not therefore taxable at the level of the Fund.

Outside France (in the countries in which the Fund invests), capital gains on the disposal of foreign negotiable securities and income from foreign sources received by the Fund through its management activities may, if applicable, be subject to tax (generally in the form of withholding tax). In certain limited cases, foreign taxation may be reduced or canceled in the presence of any applicable tax treaties.

2. Taxation of Fund unit-holders

2.1 French resident unit-holders
The Fund's distributions to French residents, as well as capital gains or losses, are subject to prevailing tax legislation.
Investors are advised to consider their specific situation with their usual tax advisor.

2.2 Non-French resident unit-holders
The terms of a tax treaty or lack thereof may make the Fund's distributions subject to a standard deduction at source or withholding tax in France.
Capital gains realized on the purchase/disposal of FCP fund units are generally tax-exempt.
Unit-holders resident outside France will be subject to the applicable tax legislation in their country of residence.

INFORMATION ON THE AUTOMATIC AND COMPULSORY EXCHANGE OF TAX INFORMATION

The management company may collect and report to the tax authorities information that concerns investors in the Fund for the sole purpose of complying with Article 1649 AC of the French General Tax Code and with Council Directive 2014/107/EU of December 9, 2014 which amended Directive 2011/16/EU on the automatic and compulsory exchange of tax information.

Investors are entitled to access information that concerns them and have this information corrected or deleted if necessary and may exercise these rights vis-à-vis the financial institution pursuant to the French data privacy act of January 6, 1978 (the "*Loi Informatique et Libertés*") but also agree to provide the information the financial institution requires for its reporting purposes.

INFORMATION CONCERNING THE FOREIGN ACCOUNT TAX COMPLIANCE ACT ("FATCA")

France and the United States have concluded a Model I intergovernmental agreement ("IGA"), to enable the enforcement in France of the U.S. Foreign Account Tax Compliance Act ("FATCA"), the purpose of which is to prevent tax evasion by U.S. taxpayers who hold financial assets abroad. The term "U.S. taxpayer" means a U.S. citizen or resident individual, a partnership or corporation organized in the United States or under the laws of the United States or any State thereof, a trust if (i) a court located in the United States would have authority under applicable law to render orders or judgments concerning substantially all issues regarding administration of the trust, and (ii) one or more U.S. taxpayers have the authority to control all substantial decisions of the trust, or an estate of a decedent that is a citizen or resident of the United States

The Fund has been registered with the U.S. tax authorities as a "reporting financial institution". As such, the Fund is required, as of 2014, to report information to the U.S. tax authorities concerning certain asset holdings of, or payments to, certain U.S. taxpayers or non-U.S. financial institutions that are considered as non-participating to FATCA, via automatic information exchange between French and U.S. tax authorities. Investors will be responsible for certifying their FATCA status with their financial intermediary or with the management company, as applicable.

Since the Fund will observe its obligations under IGA as implemented in France, it will be considered to comply with FATCA and should therefore be exempt from the FATCA withholding tax on certain income from a U.S. source.

It is recommended that investors whose units are held by a custodian in a jurisdiction that is not a party to an IGA ask their custodian what the custodian's intentions are with respect to FATCA. Some custodians may require additional information from investors to comply with their obligations under FATCA or with the obligations of the custodian's jurisdiction.
Moreover, the scope of obligations under FATCA or under an IGA may vary depending on the custodian's jurisdiction. Investors should therefore seek advice from their financial advisor.

MANAGEMENT AND OPERATIONS: SPECIFIC CHARACTERISTICS

ISIN CODES

ACC UNIT CLASS: FR0010408799

CLASSIFICATION

Global equities.
The Fund continuously maintains at least 60 % exposure to at least one foreign equity market, or to the equity markets of two or more countries which may include France.
The Fund is an index tracker of the UCITS ETF type.

INVESTMENT OBJECTIVE

The Fund's investment objective is to replicate the performance, whether positive or negative, of the MSCI Brazil Net Total Return Index (the "**Benchmark Index**"), denominated in US dollars (USD), while minimising the tracking error between the Sub-fund's performance and that of its Benchmark Index**.**
The expected ex-post tracking error under normal market conditions is 0.1%

BENCHMARK INDEX

The Benchmark Index is net reinvested dividends, which means that its performance includes the net dividends from its underlying shares.

The Benchmark Index is an equity index weighted by market capitalization and adjusted for free-float. It is calculated and published by the global index provider MSCI Limited.

It is composed of the equities of companies that are domiciled and/or listed in Brazil in the mid-cap and large-cap segments, as determined by MSCI Limited's criteria. The Benchmark Index covers approximately 85% of the free-float adjusted market capitalisation of the equity universe of companies domiciled and/or listed in Brazil.

The MSCI methodology and calculation method assume a variable number of companies in the Benchmark Index.

A full description of the Benchmark Index and its construction methodology and information on the composition and respective weightings of the Benchmark Index components are available on the Internet at www.msci.com

The performance tracked is that of the Benchmark Index's closing price.

BENCHMARK INDEX COMPOSITION AND REVISION

The Benchmark Index is revised quarterly.

The Benchmark Index revision rules are published by MSCI and are available on MSCI's website at www.msci.com.
The frequency with which the Benchmark Index is revised does not affect the cost of implementing the Investment Strategy**.**

BENCHMARK INDEX PUBLICATION

The Benchmark Index is calculated daily at the official closing price of the exchanges where the index constituents are listed.

The Benchmark Index is also calculated in real time every stock exchange trading day.

Real-time Benchmark Index values are available via Bloomberg and Reuters.

The Benchmark Index's closing price is available on MSCI website at www.msci.com.

Pursuant to European Parliament and Council Regulation 2016/1011 of 8 June 2016, the Management Company has a procedure for monitoring the benchmark indices used that specifies the measures to be implemented if an index is substantially modified or is no longer provided.

Pursuant to Article 52 of European Parliament and Council Regulation (EU) 2016/1011, of 8 June 2016, MSCI Limited, the administrator of the benchmark index, is registered in ESMA's register of benchmark index administrators.

INVESTMENT STRATEGY

1. Strategy employed

The Fund will comply with the investment rules of the European Directive 2009/65/EC of July 13, 2009.

To achieve the highest possible correlation with the performance of the Benchmark Index, the Fund will employ an indirect replication method, which means that it will enter into one or more OTC swap contracts enabling it to achieve its investment objective. These swap contracts will serve to exchange the value of the Fund's assets, which will consist of balance sheet assets (excluding any securities received as collateral), for the value of the securities that underlie the Benchmark Index.

The Fund's securities may consist of those that make up the Benchmark Index, as well as other international equities from all economic sectors, listed on all exchanges including small-cap exchanges.

The basket of securities held may be adjusted daily such that its value will generally be at least 100% of the net assets. When necessary, this adjustment will be made to ensure that the counterparty risk arising from the aforementioned swap contract will be neutralized.
Information on the updated composition of the basket of 'balance sheet' assets in the Fund's portfolio and the market value of the swap contract concluded by the Fund is available on the page dedicated to the Fund accessible on Lyxor's website at www.lyxoretf.com. The frequency of any updates and/or the date on which the aforementioned information is updated is also indicated on the same page of the aforementioned website.

In managing its exposure, up to 20% of the Fund's assets may be exposed to equities from the same issuing entity. This 20% limit will be checked on each rebalancing date for the Benchmark Index, by applying the method for calculating the Benchmark Index which limits exposure to the same issuing entity to 20% and where the calculation is carried out by the sponsor or agent for calculating the Benchmark Index. This 20% limit may be increased to 35% for a given issuing entity when this is shown to be justified by exceptional market conditions, in particular when certain securities are largely dominant and/or in the event of strong volatility affecting a financial instrument or securities linked to an economic sector represented in the Benchmark Index. This could be the case, for example, in the event of a public offering that substantially affects a Benchmark Index component or a significant decrease in the liquidity of one or more Benchmark Index components.

Under the German tax act on investment funds (InvStG-E), the Fund is a "mutual fund" and must comply with the criteria that apply to "equity funds". As such, the Fund will hold a basket of securities that are eligible for the equity ratio as this term is defined under said German tax act, and which will represent at least 92% of its net assets under normal market conditions. To ensure compliance with this ratio, the Fund may adjust this basket of securities on a daily basis.

The manager currently intends to invest mainly in the assets indicated below.

2. Balance sheet assets (excluding embedded derivatives)

In accordance with regulatory ratios, the Fund can hold in its portfolio global equities in all economic sectors and listed on any exchange, including "small-cap" exchanges.

The aforementioned equities will be selected on the basis of the following:

- eligibility criteria, in particular:
  - their inclusion in major stock exchange indices or in the Benchmark Index
  - liquidity (must exceed a minimum daily trading volume and market capitalization)
  - credit rating of the country where the issuer has its registered office (must have a least a minimum S&P or equivalent rating)
- diversification criteria, and in particular with respect to:
  - the issuer (application of investment ratios to assets that qualify for UCITS, pursuant to Art.R214-21 of the French Monetary and Financial Code)
  - geography
  - sector

Investors may find more information on the above eligibility and diversification criteria, and in particular the list of eligible indices, on Lyxor's website at www.lyxoretf.com**.**

Investment in undertakings for collective investment in transferable securities ("UCITS") that comply with Directive 2009/65/EC is limited to 10% of the Fund's net assets.
The fund manager will not invest in the shares or units of alternative investment funds (AIF) or other investment funds that were formed under a foreign law.
When the Fund receives collateral in the form of securities, subject to the terms of section 8 below, it acquires full title to these securities and they are therefore included among the balance sheet assets to which it has full title

To optimize the Fund's management and achieve its investment objective, the fund manager reserves the right to use other instruments within the regulatory limits.

3. Off-balance sheet assets (derivatives)

The Fund will use OTC index-linked swaps that swap the value of the Fund's assets (or the value of any other asset the Fund may hold) for the value of the Benchmark Index (as described in part 1 of this section).

To optimize the Fund's management and achieve its investment objective, the fund manager reserves the right to use other financial instruments in compliance with regulations, such as derivative instruments other than index-linked swaps.

- Maximum proportion of assets under management for which total return swaps (TRS) may be entered into: 100% of assets under management.
- Expected proportion of assets under management for which total return swaps (TRS) may be entered into: 100% of assets under management.

In accordance with its best execution policy, the management company considers that Société Générale is the counterparty that is generally able to obtain the best possible execution for these derivative instruments. Accordingly, these derivative financial instruments (including index-linked swaps) may be traded via Société Générale without having to seek a competitive bid from another counterparty.

The counterparty of the derivative financial instruments referred to above (the "Counterparty") will have not discretionary power neither over the composition of the Fund's portfolio nor over the underlying assets of the derivative financial instruments.

4. Securities including derivatives

N/A.

5. Cash deposits

To optimize its cash management, the Fund may deposit funds representing up to 20% of its net assets with credit institutions that belong to the same group as the depositary.

6. Cash borrowing

The Fund may temporarily borrow up to 10% of its net assets.

7. Securities financing transactions

N/A. The fund manager will not engage in securities financing transactions.

8. Collateral

Whenever the investment strategy exposes to the Fund to counterparty risk, and in particular when the Fund uses over-the-counter swaps, the Fund may accept eligible securities as collateral to reduce the counterparty risk associated with these swaps. The portfolio of collateral received may be adjusted daily to ensure that its value is at least sufficient to cover the Fund's counterparty risk in most cases. The purpose of this adjustment is to neutralize the Fund's counterparty risk.

The Fund will have full title to all collateral received, which will be deposited in the Fund's account with the depositary. This collateral will therefore be included in the Fund's assets. If a counterparty defaults on an obligation, the Fund may dispose of the assets received from the counterparty in respect of the secured transaction to pay off the counterparty's debt to the Fund.

All collateral the Fund receives for this purpose must comply with the applicable laws and regulations, with respect in particular to the liquidity and valuation of the collateral, the credit-worthiness of securities issuers, risk exposure correlation and the risks of collateral management and enforceability. All collateral received must in particular meet the following criteria:

(a) All collateral must be of high quality, be highly liquid and tradable on a regulated market or on a multilateral trading facility, with transparent pricing to enable the collateral to be rapidly sold near its estimated price
(b) This collateral must be valued at the mark-to-market price at least daily and assets with highly volatile prices are not acceptable as collateral, unless a sufficiently prudent discount is applied
(c) The issuer of this collateral must be independent of the counterparty and must not be closely correlated with the counterparty's financial performance;
(d) it must be sufficiently diversified by country, market and issuer with exposure for a given issuer not exceeding 20% of the Fund's net asset value
(e) collateral must be immediately enforceable by the Fund's management company without informing the counterparty and without its approval.

Notwithstanding the condition specified in (d) above, the Fund may accept a basket of securities collateral that increases its exposure to a single issuer to more than 20% of its net asset value provided that:
such securities collateral is issued by (i) a Member State, (ii) one or more of a Member State's local authorities, (iii) a country that is not a Member State (iv) a public international organization to which one or more Member States belong; and
such securities collateral consists of at least six different issues of securities of which no single issue exceeds 30% of the Fund's assets.

In accordance with the above conditions the collateral accepted by the Fund may include:

(i) Cash and cash-equivalent assets, which for example include short-term bank deposits and balances and money-market instruments;
(ii) Bonds issued or guaranteed by an OECD member state, or by its local government entities, or by an EU, regional or global supranational institution or organization, or by any country provided that conditions (a) to (e) above are fully complied with;
(iii) Shares or units issued by money-market funds that calculate a daily net asset value and have an AAA or equivalent credit rating;
(iv) The shares or units of UCITS that invest mainly in the bonds and/or equities indicated in (v) and (vi) below;
(v) Bonds issued or guaranteed by first-class issuers offering sufficient liquidity;
(vi) Equities admitted for trading or traded on a regulated exchange of an EU member country, on a stock exchange of an OECD member country or on a stock exchange of another country provided that conditions (a) to (e) above are fully complied with and that these equities are components of a major index.

Collateral discount policy

The Fund's management company shall apply a discount to the collateral accepted by the Fund. The amount of these discounts will depend mainly on the following:
- The nature of the collateral asset;
- The collateral's maturity (if applicable);
- The credit rating of the collateral issuer (if applicable).

Reinvestment of collateral

Non-cash collateral will not be sold, reinvested or pledged.

At the manager's discretion, cash collateral may either be:
(i) deposited with an authorized institution;
(ii) invested in high-quality government bonds;
(iii) used for reverse repurchase transactions, provided that these are entered into with credit institutions that are subject to prudential supervision and that the fund is able to withdraw the total amount of its cash collateral and the accrued interest at any time;
(iv) invested in short-term money market funds that meet the guidelines for a common EU definition of money market funds.

All cash collateral that is reinvested must be invested in a diversified manner in compliance with the rules that apply to the acceptance of non-cash collateral.

COUNTERPARTY SELECTION POLICY

The Management Company observes a policy for selecting financial counterparties and intermediaries when engaging in total return swaps (TRS) and other transactions on behalf of the Fund.

Only financial institutions established in an OECD country and which after analysis are deemed to be satisfactory are eligible for selection. This analysis is conducted using criteria that are specific to the Management Company's Risks department, which for example include financial stability, credit rating, risk exposure, credit spread, economic sector, and credit history.

The list of approved counterparties is reviewed periodically or in the event of a market shock or a deterioration of the selection criteria. This review involves all of the Management Company's relevant departments, including Asset Management, Risks, Operations and Support Services. The counterparties thus selected are regularly monitored pursuant to the Management Company's Execution Policy. All incidents are subject to an escalation procedure for reporting to the Management Company's senior management and/or to the Société Générale Group's Risk department.

RISK PROFILE

Investors' money will be invested mainly in the financial instruments selected by the management company. These instruments are subject to market trends and contingencies.

Investors in the Fund are exposed to the following main risks:

- Equity risk

The price of an equity security can increase or decrease in accordance with changes in the issuer's risk exposure or in the economic conditions of the market in which the security is traded. Equity markets are more volatile than fixed income markets, where under stable macroeconomic conditions income over a given period of time can be estimated with reasonable accuracy.

- Low Benchmark Index diversification risk

The Benchmark Index to which investors are exposed applies to a specific region, sector or strategy, which may provide a smaller diversification of assets when compared to a broader index exposed to several regions, sectors or strategies. Exposure to such a less-diversified index may result in higher volatility than more diversified markets. Nevertheless, diversification rules of the UCITS Directive still apply to the Fund’s underlying assets at all times.

- Capital risk

The capital invested is not guaranteed. As a consequence, investor's capital is at risk. Investors therefore may not recover all or part of their initial investment, particularly in the event that the Benchmark Index posts a negative return over the investment period.

- Liquidity risk (primary market)

The Fund's liquidity and/or value may be adversely affected if, when the Fund or a counterparty to a derivative financial instrument (DFI) is rebalancing its exposure, the underlying financial markets are restricted, closed, or subject to large bid/offer spreads. An inability, due to low trading volume, to execute the trades required to replicate the Benchmark Index may also adversely affect the subscription, conversion or redemption of shares or units.

- Liquidity risk (secondary market)

The price of the Fund’s listed shares or units may deviate from the Fund’s indicative net asset value. The liquidity of shares or units traded on a given exchange may be adversely affected by a suspension in trading for various reasons, for example:

i) the calculation of the Benchmark Index is suspended or stopped, and/or
ii) trading in the market(s) in the Benchmark Index's underlying assets is suspended, and/or
iii) a stock exchange cannot obtain or calculate the indicative net asset value, and/or
iv) a market maker fails to comply with an exchange's rules, and/or
v) an exchange’s IT, electronic or other system fails.

- Counterparty risk

The Fund is exposed to the risk that a counterparty with which the Fund has entered into a contract or transaction may go bankrupt or default on a settlement or other obligation. The Fund is in particular exposed to counterparty risk resulting from the use of derivative financial instruments (DFI) traded over the counter with Société Générale or some other counterparty. In compliance with UCITS regulations, exposure to counterparty risk (whether the counterparty is Société Générale or another entity), cannot exceed 10% of the Fund’s total assets per counterparty.

If a counterparty defaults on an obligation, the DFI contract may be terminated before maturity. The Fund will do everything in its power to achieve its investment objective by, if appropriate, entering into another DFI contract with another counterparty at the market conditions at the time of such an event.
If this risk materializes it could have an impact on the Fund’s ability to achieve its investment objective, i.e. to replicate the Benchmark Index.

Where Société Générale acts as the DFI counterparty, conflicts of interest may arise between the Fund’s Management Company and the DFI counterparty. The Management Company has procedures to identify and reduce such conflicts of interest and to resolve them equitably if necessary.

- Emerging Market Risk

The exposure of the Fund to emerging markets carries a greater risk of potential loss than an investment in traditional developed markets. Specifically, market operating and supervision rules for an emerging market may differ from standards applicable in developed markets. In particular, exposure to emerging markets can entail: increased market volatility, lower trading volumes, a risk of economic and/or political instability, an uncertain or unstable tax regime and/or regulatory environment, market closure risks, government restrictions on foreign investments, an interruption or limitation of convertibility or transferability of one of the currencies making up the Benchmark Index.

- Risk of investing in small and mid-cap companies

The Fund is exposed to small and medium capitalization companies and more specifically to the equity securities of small, medium and "intermediate" sized enterprises, which may increase market and liquidity risks. The prices of these securities therefore increase and decrease more sharply and more rapidly in response to market movements than do the prices of large-cap stocks. The Fund’s net asset value could behave similarly and therefore fall more sharply than that of a similar investment in large-capitalisation equities.

- Risk that the investment objective is not fully achieved

There is no guarantee of achieving the investment objective. There is no guarantee that the investment objective will be achieved, as no asset or financial instrument can ensure that the Benchmark Index will be automatically and continuously replicated, particularly in the event of one or more of the following risks:

- Risk of using derivative financial instruments:

In order to secure the performance of the Benchmark Index and achieve its investment objective, the Fund may enter into transactions involving over-the-counter derivative financial instruments (DFI), such as swaps. These DFIs involve various risks, such as counterparty risk, hedging disruption, Benchmark Index disruption, taxation risk, regulatory risk, operational risk and liquidity risk. These risks can materially affect a DFI and could lead to an adjustment or even the early termination of the DFI transaction, which could affect the Fund’s net asset value.

- Risk of a conflict of interests

The main potential conflicts of interests would be selecting a counterparty for a reason that is inconsistent with the Fund’s interests or failing to provide the same quality of asset management for equivalent portfolios. Where Société Générale acts as the DFI counterparty, conflicts of interests may arise between the Fund’s Management Company and the DFI counterparty. The Management Company has procedures to identify and reduce such conflicts of interest and to resolve them equitably if necessary.

- Risk related to total return swaps (TRS)

In the event that the counterparty to the over-the-counter total return swap contract entered into by the Fund defaults, the Fund could bear a risk in the event that the value of the assets of the Fund is lower than the value of the counterparty's commitment under contract. This risk could arise, for example, in the event of (i) an inaccurate valuation of the securities swapped and/or (ii) an unfavorable market movement and/or (iii) the lowering of the credit rating(s) of the issuer(s) of securities taken as collateral and/or (iv) the illiquidity of the market in which the collateral received is traded. Investors should note that over-the-counter total return swaps may be entered into with Société Générale, which belongs to the same group as the

Management Company. The Management Company has procedures to identify and mitigate conflicts of interests that may arise from intra-group transactions and to resolve them equitably if necessary.

- Collateral management risk

The counterparty risk associated with investments in derivative financial instruments (including TRS), with the lending and borrowing of securities, and with repurchase and reverse repurchase agreements is generally limited by the provision of collateral or a guarantee on behalf of the Fund.
If a counterparty defaults, the Fund may be forced to sell the collateral received at the prevailing market price, and therefore possibly at a loss. The Fund may also suffer a loss when reinvesting cash collateral (if this is allowed) if the value of the investment or investments declines.

- Operational Risk

Operational risk is the risk of a direct or indirect loss resulting from various factors (e.g. human error, fraud, malice, IT system failure and/or an external event), which could adversely affect the Fund and/or investors. The Management Company implements various controls and procedures to mitigate operational risk.

- Risk due to a change in tax regime

A change in the tax regime of a jurisdiction where the Fund is domiciled, authorized for sale or listed could adversely affect the taxation of investors. In such an event, the fund manager shall not be liable to any investor with respect to any payment that may have to be made to a competent tax authority.

- Risk of a change in the taxation of the Fund's underlying assets

A change in the taxation of the Fund's underlying assets could adversely affect the Fund's taxation. In such an event a discrepancy between the estimated taxation and the actual taxation of the Fund and/or of the Fund's DFI counterparty may adversely affect the Fund's net asset value.

- Regulatory risk affecting the Fund

In the event of a change in the regulatory regime in a jurisdiction where the Fund is domiciled, authorized for sale or listed, the subscription, conversion or redemption of shares or units may be adversely affected.

- Regulatory risk affecting the Fund's underlying assets

In the event of a change in the regulations that govern the Fund's underlying assets, the Fund's net asset value and the subscription, conversion or redemption of shares or units may be adversely affected.

- Benchmark Index disruption risk

If an event adversely affects the Benchmark Index, the Fund manager may be required, as provided for by law, to suspend the subscription and redemption of the Fund's shares or units. The calculation of the Fund's net asset value could also be adversely affected.

If the disruption of the Benchmark Index persists, the Fund manager will determine an appropriate course of action, which could decrease the Fund's net asset value.

A 'Benchmark Index event' includes but is not limited to the following situations:

(i) the Benchmark Index is deemed to be inaccurate or does not reflect actual market developments;

(ii) the Benchmark Index is permanently canceled by the index provider;

(iii) the index provider is unable to indicate the level or value of the Benchmark Index;

(iv) The index provider makes a material change in the Benchmark Index calculation formula or method (other than a minor modification such as an adjustment to the Benchmark Index's underlying components or their respective weightings) which the Fund cannot effectively replicate at a reasonable cost;

(v) a Benchmark Index component becomes illiquid because it is no longer traded on a regulated market or because its trading over-the-counter (e.g. bonds) is disrupted;
(vi) the Benchmark Index components are exposed to higher transaction costs for execution or settlement/delivery, or to specific tax constraints and these costs are not reflected in the Benchmark Index's performance.

- Corporate action risk

An unforeseen change, by the issuer of a security that is a component of the Benchmark Index, in a planned corporate action that is in contradiction with a previous official announcement on which the Fund based its valuation of the corporate action (and/or on which the Fund's counterparty to a financial derivative instrument or transaction based its valuation of the corporate action) can adversely affect the Fund's net asset value, particularly if the Fund's treatment of the corporate event differs from that of the Benchmark Index.

- Currency risk on the Acc unit class

These units are exposed to currency risk since they are denominated in a different currency than the Benchmark Index. Changes in the exchange rate may therefore cause the net asset value of these units to decrease, even if the value of the Benchmark Index increases.

- Currency risk associated with listing exchanges

The Fund may be listed on an exchange or multilateral trading facility in a currency that is not the currency of the Benchmark Index. Investors who purchase units in the Fund in a currency that is not that of the Benchmark index are exposed to currency risk. As a result, due to changes in exchange rates the value of an investment that is made in a currency other than that of the Benchmark Index may decrease even though the value of the Benchmark Index increases.

- Benchmark Index currency risk

The Fund is exposed to currency risk, as the underlying securities composing the Benchmark Index may be denominated in a currency different from the Benchmark Index, or be derived from securities denominated in a currency different to that of the Benchmark Index. Exchange rate fluctuations can therefore have a negative impact on the Benchmark Index tracked by the Fund.

- Legal risk

The Fund may be exposed to a legal risk arising from a total return swap (TRS) agreement as indicated in EU Regulation No. 2015/2365.
2015/2365.

ELIGIBLE INVESTORS AND TYPICAL INVESTOR PROFILE

The Fund is available to all investors.

Investors subscribing to this Fund are seeking exposure to the Brazilian equities market.

The amount that can be reasonably invested in the Fund depends on each investor's personal situation. To determine this amount, investors must take into account their personal wealth and/or estate, their cash requirements currently and for the next five years, and their willingness to take on risk or their preference for more prudent investment. Investors are also advised to diversify their investments sufficiently so as not to be exposed solely to this Fund's risks.
All investors are therefore asked to consider their specific situation with the help of their usual investment advisor.

The recommended minimum investment period is at least five years.

UNIT CURRENCIES

Unit currency	Acc units
	Euro

CALCULATION AND ALLOCATION OF DISTRIBUTABLE AMOUNTS

Acc unit class: all distributable amounts are accumulated.

DISTRIBUTION FREQUENCY

If a distribution is decided, the management company reserves the right to distribute distributable amounts in one or more annual distributions.

UNIT CHARACTERISTICS

Subscription orders may be placed for a specific monetary amount or for a whole number of units.
Only a whole number of units may be redeemed.

SUBSCRIPTION AND REDEMPTION

1. SUBSCRIPTION AND REDEMPTION ON THE PRIMARY MARKET

Orders will be executed as shown in the table below:

D+0 business days	D+0 business days	D is the day the NAV is calculated	D+1 business day	D+5 business days	D+5 business days
Subscription orders are processed if received by 6.30 pm[1]	Redemption orders are processed if received by 6.30 pm	Orders are executed no later than day D	The net asset value is published	Subscriptions are settled	Redemptions are settled

(1) unless you have agreed on another cut-off time with your financial institution.

Subscription/redemption requests for units in the Fund will be submitted to the Depositary between 9:00 am and 6:30 pm (Paris time) on each day included in the calendar for publishing the Fund's net asset value, provided that a significant proportion of the Benchmark Index components are listed (hereinafter a "**Primary Market Day**"), and will be executed on the basis of the net asset value of that Primary Market Day, at the "**reference NAV**". Subscription or redemption orders submitted after 6:30pm (Paris time) on a Primary Market Day will be processed as if received from 9:00 am to 6:30 pm (Paris time) on the following Primary Market Day. Orders to subscribe for or redeem units in the Fund must be made for an exact number of whole units that corresponds to a minimum amount of at least 100,000 euros for the Acc class units.

Subscriptions/redemptions in cash
Subscriptions and redemptions shall be made in cash and executed at the reference NAV.

Delivery and settlement
Settlement/delivery of subscriptions and redemptions shall be completed within five Trading Days upon receipt of the subscription or redemption order.

Date and frequency of net asset value calculation
The net asset value will be calculated and published daily, provided that at least one exchange on which the Fund's shares are listed is open and that orders placed in the primary and secondary markets can be funded.

The Fund's net asset value is calculated using the Benchmark Index's closing price.
The net asset value of a share class that is denominated in another currency than the Fund's accounting currency (if applicable) is calculated using the exchange rate between the accounting currency and the currency of the share class, at the applicable WM Reuters rate on the date the reference NAV is calculated.

2. PURCHASES AND SALES ON THE SECONDARY MARKET

A. COMMON PROVISIONS

For any purchase or sale of units in the Fund executed directly on an exchange on which the Fund is admitted or will be admitted for continuous trading, no minimum purchase or sale amount is required other than that which may be required by the relevant exchange(s).

Units in a listed FCP fund that are purchased on the secondary market cannot generally be directly sold back to that fund. Investors must therefore buy and sell their units on a secondary market through an intermediary (e.g. a broker) and may consequently incur costs. Furthermore, there is a possibility that investors may pay more than the indicative net asset value when buying shares or units and receive less than the indicative net asset value when selling shares or units.

If the stock market value of a listed fund's units differs significantly from their indicative net asset value, or if trading in the fund's share or units is suspended, investors may be authorized, subject to the conditions set forth below, to redeem their units on the primary market directly from the fund, without being subject to the minimum redemption amount requirement set forth herein in the section entitled "Subscription and Redemption Fees" (charged only on primary market transactions).

The management company shall decide whether to allow such primary market redemptions and for how long, on the basis of the following criteria for assessing the significance of a market disruption:

- The suspension or strong disturbance of secondary trading on a given exchange is relatively frequent;

- The link between the market disruption and secondary market operators (such as the default of one or more of the Market Makers of a given exchange, or a breakdown or malfunction of an exchange's IT or operating systems), excluding a disruption caused by a source external to the secondary exchange on which the Fund's units are traded, such as an event that affects the liquidity and valuation of all or some of the Benchmark Index's components;
- Any other objective circumstance that could adversely affect the fair treatment and/or the interests of the Fund's unit-holders.

Notwithstanding the provisions concerning fees presented in the section entitled "Subscription and Redemption Fees" (charged only on primary market transactions"), redemptions made in the primary market in this case shall only be subject to a net redemption fee of 1% paid to the Fund and which serves to cover its trading costs.

In such exceptional cases when redemption in the primary market is allowed, the Management Company shall post on Lyxor's website at www.lyxor.etf.com the procedure that investors must observe to redeem their shares or units in the primary market. The Management Company shall also make this procedure available to the market undertaking that handles trading in the Fund's units.

B. SPECIAL PROVISIONS

a) If the Fund's units are listed on Euronext Paris, as indicated in the "Key Information" section, investors should note the following rules:

Negotiability of shares and information about the financial institutions acting as Market Makers:
Units are freely negotiable on the Euronext Paris regulated market under the following conditions and according to the applicable legal and regulatory provisions.

The Fund units will be listed on a specific trading list, the rules for which are defined in the following instructions published by Euronext Paris SA:
- Instruction No. 4-01 " Universal Trading Platform Manual"
- Appendix to Instruction N4-01 (Appendix to the Euronext Market Trading Manual)
- Instruction No. 6-04 "Documentation to be provided when filing a listing application for an ETF, ETN, ETV and open-ended undertakings for collective investment other than ETFs"

Pursuant to article D 214-22-1 of the French monetary and financial code the units or shares of undertakings for collective investments in transferable securities may be admitted to trading, provided that these undertakings have a system to ensure that the market price of their units or shares does not differ significantly from their net asset value. Under Euronext Paris SA' rules trading in the Fund's units is also subject to a 'reservation threshold' of 3% above or below the Fund's indicative net asset value or "iNAV" (see the "Indicative Net Asset Value" section), as published by Euronext Paris and updated on an estimated basis during trading in accordance with the change in the Benchmark Index.

To comply with Euronext Paris SA's reservation threshold requirement (see the section entitled "Indicative net asset value") the Market Makers will ensure that the market price of the Fund's units does not differ from the Fund's indicative Net Asset Value by more than 3%.

Euronext Paris SA may suspend trading in the Fund's units pursuant to the terms of its operating rules, if the aforementioned reservation threshold limit is exceeded.

Euronext Paris SA will also suspend trading in the Fund's units in the following cases:
- the Benchmark Index is no longer traded or calculated;
- Euronext Paris SA cannot obtain the Benchmark Index's level;
- Euronext Paris SA cannot obtain the Fund's net asset value.

In accordance with the terms and conditions governing admission to trading on Euronext Paris, the Market Makers undertake to provide market-making services for the Fund's units as soon as they are admitted to trading on the Euronext Paris market.
In particular, the Market Makers undertake to carry out market-making operations by maintaining a significant presence in the market, which initially entails the setting of a bid/ask spread.
More specifically, the Market Makers are required by contract with Euronext Paris SA to ensure that the Fund maintains:
- - a maximum global spread of 3% between the bid and offer price in the centralized order book,
- - a minimum nominal trading value of EUR 100,000.

The obligations of the Fund's Market Makers will be suspended in the following cases:
- the Benchmark Index is no longer traded or calculated;
- if trading is substantially disrupted, for example due to a widespread shift in prices or an event that makes normal market making impossible.

Indicative net asset value

Euronext Paris SA will calculate and publish for each Trading Day (as defined below), the Fund's indicative net asset value (hereinafter the "iNAV") during trading hours. The iNAV is a measure of the intra-day value of the Fund's net asset value based on the most recent data. The iNAV is not the value at which investors buy and sell units in the Fund on the secondary market.
A "**Trading Day**" is a day on which Euronext is normally open and on which the Benchmark Index is normally published.

The Fund's iNAV is a theoretical net asset value calculated every 15 seconds by Euronext SA throughout the Paris trading day and is based on the level of the Benchmark Index. The iNAV enables investors to compare the prices that the Market Makers offer on the market with the theoretical value calculated by Euronext.

The iNAV will be calculated every day that the net asset value is calculated and published.

For the calculation of the Fund's iNAV during the Paris trading session (from 9:05 am to 5:35 pm), Euronext Paris SA will use the Benchmark Index value provided by Reuters and the EUR/USD exchange rate indicated by Reuters (the WM Reuters fixing rate) to convert the Benchmark Index price into EUR.
If one or more stock exchanges on which the Benchmark Index's constituent equities are listed are closed (on a public holiday as indicated on the TARGET calendar) or if the EUR/USD exchange rate is unavailable, and if the calculation of the iNAV proves impossible, trading in the Fund's units may be suspended.

Lyxor International Asset Management, the Fund's management company, will provide Euronext Paris SA with all the financial and accounting data it needs to calculate the Fund's iNAV and in particular:
- The day's estimated net asset value
- The official net asset value of the previous business day
- The level of the Benchmark Index on the previous business day.

These data will serve as a basis for Euronext Paris SA's calculations to determine the Fund's iNAV in real time each Trading Day.

Additional information about the indicative net asset value of a unit listed on a regulated market may, depending on the terms and limits set by the relevant market undertaking, be provided on the website of the exchange where the unit is listed. This information is also available on the Reuters or Bloomberg pages dedicated to the particular unit. Additional information about the Bloomberg and Reuters codes for the indicative net asset values of all UCITS ETF type unit classes is also available in the "Term Sheets" section of Lyxor's website at www.lyxoretf.com.

b) If the Fund's shares are listed on an exchange other than Euronext Paris, as indicated in the "Key Information" section, investors should note the following:

Investors wishing to acquire units in the Fund or obtain more information regarding the market-making terms that govern the listing and trading of units on the types of exchanges indicated in the "Key Information" section are advised to familiarize themselves with the guidelines laid down by the relevant market undertaking in compliance with local regulations, and to seek if necessary the assistance of their usual broker(s) for executing trades on the relevant exchange(s).

FEES AND CHARGES

SUBSCRIPTION AND REDEMPTION FEES (CHARGED ONLY ON PRIMARY MARKET TRANSACTIONS)

The subscription and redemption fees shown below respectively increase the subscription price paid by the investor and decrease the redemption price received. Fees kept by the Fund compensate it for the expenses it incurs in investing in the Fund's assets or in divesting these assets. Any fees that are not kept by the Fund are paid to the management company, marketing agent or other service provider.

Fees paid by investors upon subscription or redemption	**Base**	**Maximum charge**
Subscription fee not kept by the Fund	NAV per share ×number of units	The higher value of either EUR 50,000 per subscription order or 5% payable to third parties
Subscription fee kept by the Fund	NAV per share ×number of units	N/A
Redemption fee not kept by the Fund	NAV per share ×number of units	The higher value of either EUR 50,000 per redemption order or 5% payable to third parties
Redemption fee kept by the Fund	NAV per share ×number of units	N/A

OPERATIONAL AND MANAGEMENT FEES

These fees cover all the costs invoiced directly to the Fund, except transaction costs. Transaction expenses include intermediary fees (brokerage fees, stock market taxes etc.) and any account activity charges that may be charged, in particular by the depositary or the management company.
For this Fund the following fees may be charged in addition to the operating and management fees (see table below):

- - performance fees, which the Fund pays to the asset management company when the Fund exceeds its objectives;
- - turnover fees charged to the Fund.

For more information on the fees charged to the Fund, see the Statistics section of the Key Investor Information Document (KIID).

Fees charged to the Fund	**Base**	**Maximum charge**
Investment management fees and administration fees that are external to the portfolio management company (auditor, depositary, distribution and legal fees) including tax[(1)]	Net asset value	0.65% per annum
Incentive fee	Net asset value	N/A
Turnover fee:	Charged on each transaction	N/A

[(1)] Includes all fees and expenses except for transaction expenses, performance and fees associated with investment in UCITS.

COMMERCIAL INFORMATION

Distribution of this prospectus and the offer or purchase of units in the Fund may be subject to restrictions with regard to certain persons or in certain countries by virtue of national regulations applying to such persons or such countries. Each investor is therefore responsible for ensuring that he or she is authorized to subscribe to or invest in this Fund. The information in this prospectus therefore cannot be construed to be an offer or solicitation to buy or sell units in the Fund in a country where such offer or solicitation is unlawful.

The Fund's unit classes will not be registered pursuant to the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") and cannot be offered, assigned, transferred or allocated to the United States of America, or to:

(A) any "U.S. Person", as this term is defined (i) under Regulation S of the US Securities Act of 1933 and (ii) under U.S. regulations as defined in Section 7701 (a) (30) of the Internal Revenue Code of 1986 as amended. The Fund's units will not be offered to U.S. Persons.

(B) anyone other than those persons considered to be "non-U.S. Persons" as this term is defined under U.S. regulations pursuant to the Commodity Futures Trading Commission, Rule 4.7 (a) (1) (iv).

The Fund's units will only be offered for sale outside of the United States of America to non-U.S. Persons.
For the purpose of this document, the term "U.S. Person" shall mean, among other things, any individual who resides in the United States of America, any entity organized or formed under the laws of the United States of America, certain entities organized or formed outside of the United States of America by one or more U.S. persons, or any account held on behalf of such a U.S. person.

Under the German tax act on investment funds (InvStG-E), the Fund is a "mutual fund" and must comply with the criteria that apply to "equity funds". As such, the Fund will hold a basket of securities that are eligible for the equity ratio as this term is defined under said German tax act, and which will represent at least 92% of its net assets under normal market conditions. To ensure compliance with this ratio, the Fund may adjust this basket of securities on a daily basis.

Before making an investment in the Fund, investors should seek advice from their financial, tax and legal advisers.

PLACE AND METHOD OF NET ASSET VALUE PUBLICATION OR COMMUNICATION

At the head office of LYXOR INTERNATIONAL ASSET MANAGEMENT, at 17, cours Valmy - 92800 Puteaux, France.
The Fund's net asset value will be calculated and published on each Trading Day.

IMPORTANT INFORMATION ABOUT THE BENCHMARK INDEX PROVIDER

The Fund is in no way sponsored, endorsed, sold or promoted by MSCI Inc. ("MSCI"), nor by any MSCI subsidiary, nor by any of the entities involved in establishing the MSCI indices. The MSCI indices are the exclusive property of MSCI and the MSCI indices are trademarks of MSCI or its subsidiaries and have been licensed, for certain needs, to Lyxor International Asset Management. Neither MSCI, nor any subsidiary of MSCI, nor any of the entities involved in establishing or calculating the MSCI indices have made any statement or any warranty, either expressed or implied, to holders of shares in the Sub-fund or, more generally, to the general public, concerning the merits of trading in shares of mutual funds in general or in shares of this Sub-fund in particular, or concerning the ability of any MSCI index to replicate the performance of the global equities market. MSCI and its subsidiaries are the owners of certain names, registered trademarks and the MSCI indices, which are determined, constructed and calculated by MSCI without any consultation with Lyxor International Asset Management or the Fund. Neither MSCI, nor any MSCI subsidiary, nor any of the entities involved in the production of the MSCI indices are obliged to take into consideration the needs of Lyxor International Asset Management or holders of the Sub-fund's shares when determining, constructing or calculating the MSCI indices. Neither MSCI, nor any MSCI subsidiary, nor any of the entities involved in the production of the MSCI indices make any decision concerning the launch date, pricing, quantity of the Fund's units or the determination and calculation of the formula used to establish the Fund's net asset value. Neither MSCI, nor any MSCI subsidiary, nor any of the entities involved in the production of the MSCI indices accept any responsibility for or obligations concerning the administration, management or marketing of the Fund.

ALTHOUGH MSCI OBTAINS DATA INCORPORATED OR USED IN THE CALCULATION OF INDICES ORIGINATING FROM SOURCES THAT MSCI BELIEVES TO BE RELIABLE, NEITHER MSCI, NOR ANY OTHER PARTY INVOLVED IN THE CREATION OR CALCULATION OF THE MSCI INDICES GUARANTEES THE ACCURACY AND/OR THE COMPLETENESS OF THE INDICES OR ANY INCORPORATED DATA. NEITHER MSCI NOR ANY PARTY INVOLVED IN THE CREATION OR CALCULATION OF THE MSCI INDICES MAKES ANY WARRANTIES, EXPRESSED OR IMPLIED, CONCERNING THE RESULTS THAT THE HOLDER OF A MSCI LICENSE, CUSTOMERS OF SAID LICENSEE, COUNTERPARTIES, FUND SHAREHOLDERS OR ANY OTHER PERSON OR ENTITY WILL ACHIEVE FROM THE USE OF THE INDICES OR ANY INCORPORATED DATA IN RELATION TO THE RIGHTS LICENSED OR FOR ANY OTHER PURPOSE. NEITHER MSCI NOR ANY OTHER PARTY MAKES ANY WARRANTIES, EXPRESSED OR IMPLIED, AND MSCI DISCLAIMS ANY WARRANTIES CONCERNING THE COMMERCIAL VALUE OR SUITABILITY FOR A SPECIFIC PURPOSE OF THE INDICES OR INCORPORATED DATA. WITHOUT PREJUDICE TO THE FOREGOING, UNDER NO CIRCUMSTANCES SHALL MSCI OR ANY OTHER PARTY BE HELD LIABLE FOR ANY LOSS, BE IT DIRECT, INDIRECT OR OTHER (INCLUDING LOSS OF EARNINGS) EVEN IF IT IS AWARE OF THE POSSIBILITY OF SUCH A LOSS.

ADDITIONAL INFORMATION

The Fund's units are eligible to clear through and are accepted by Euroclear France S.A.
Subscription and redemption orders must be sent by the investors' financial intermediaries (Euroclear France SA members) to the Depositary.
The Fund's prospectus, the Key Investor Information Document, the most recent annual documents and the asset inventory will be sent to investors within eight business days upon receipt of a written request addressed to:
LYXOR INTERNATIONAL ASSET MANAGEMENT
17 Cours Valmy - 92800 Puteaux - France.
Email: contact@lyxor.com
More information can also be requested from Lyxor International Asset Management on its website at www.lyxoretf.com.

Prospectus publication date: 5 December 2018

Pursuant to Article L.533-22-1 of the French monetary and financial code, information concerning the management company's possible inclusion of social, environmental and corporate governance objectives and performance criteria in the investment policy is available on the management company's website and in the Fund's annual report.

The Management Company's policy for exercising the voting rights attached to the securities held by the Fund and its report on the exercise of these voting rights are available in the Corporate Social Responsibility section of the Management Company's website at: http://www.lyxor.com under the "Socially responsible investment" section.

Investors may request information from the Management Company on the exercise of voting rights on each resolution presented at a given issuer's general meeting provided that the proportion of securities held by the Management Company's funds has reached the level specified in its voting policy. If the Management Company fails to respond to a request for this information within one month it may be deemed that the Management Company has voted in compliance with the principles of its voting policy.

The AMF's website (www.amf-france.org) provides more information on the regulatory documents and various provisions that concern investor protection.
This Prospectus shall be made available to investors prior to subscription.

INVESTMENT RULES

The Fund will comply with the investment rules of the European Directive 2009/65/EC of July 13, 2009.

The Fund may invest in the assets indicated in Article L214-20 of the French Monetary and Financial Code, subject to the risk-diversification and investment ratio requirements of Articles R214-21 to R214-27 of said Code.
Notwithstanding the 10% limit under Paragraph II of Article R214-21 of the French Monetary and Financial Code, in compliance with Article R214-22-II, which deals with index-tracking funds, the Fund may invest up to 20% of its assets (and up to 35% for a single issuer) when this is shown to be justified by exceptional market conditions, and in particular when certain securities are largely dominant.

OVERALL RISK EXPOSURE

The commitment approach is used to calculate the overall risk exposure.

ASSET VALUATION AND ACCOUNTING RULES

A. VALUATION RULES

The Fund's assets are valued in accordance with applicable laws and regulations and most notably Regulation No. 2014-01 of January 14, 2014 of the *Comité de la Réglementation Comptable* (the French Accounting Regulations Committee), which applies to the chart of accounts for undertakings in collective investment in transferable securities.

Financial instruments traded on a regulated market are valued at the closing price recorded on the day prior to the calculation of the net asset value. If these financial instruments are traded on several regulated markets at the same time, the closing price used is that recorded on the regulated market on which they are principally traded.

However, in the absence of significant trading on a regulated market, the following financial instruments are valued using the following methods:

- Negotiable debt securities ("NDS") with a remaining life upon acquisition that is less than or equal to three months are valued by applying the difference between the acquisition value and the redemption value on a straight-line basis over the remaining life. However, the management company reserves the right to value these securities at their current value if it deems that they are particularly exposed to market risks (interest rates, etc.). The rate applied is that of issues of equivalent securities adjusted by the risk margin relating to the issuer;
- NDS with a remaining life of more than three months upon acquisition but less than or equal to three months at the net asset value calculation date are valued by applying the difference between the most recent valuation and the redemption value on a straight-line basis over the remaining life. However, the management company reserves the right to value these securities at their current value if it deems that they are particularly exposed to market risks (interest rates, etc.). The rate applied is that of issues of equivalent securities adjusted by the risk margin relating to the issuer;
- NDS with a remaining life at the net asset value calculation date that exceeds three months are valued at their current value. The rate applied is that of issues of equivalent securities adjusted by the risk margin relating to the issuer.
- Financial futures traded on organized markets are valued at the clearing price on the day prior to the calculation of the net asset value. Options traded on organized markets are valued at their market price on the day prior to the calculation of the net asset value. Forward contracts and over-the-counter options are valued at the price quoted by the counterparty. The management company monitors these prices independently.
- Bank deposits are valued at their nominal value plus accrued interest.
- Warrants, short and medium-term notes (*bons de caisse*), promissory notes and mortgage notes are valued under the management company's responsibility at their most likely trading value.
- Securities financing transactions are valued at the market price.
- Shares and units in UCITS under French law are valued at the last known net asset value on the day the Fund’s net asset value is calculated.
- Shares and units in foreign investment funds are valued at the last known net asset value at the date the Fund’s net asset value is calculated.

Financial instruments traded on a regulated market and for which no price has been quoted or whose price has been corrected, are valued under the management company's responsibility at their most likely trading value.

The exchange rates used to value financial instruments denominated in a currency other than the Fund's base currency are the WM/Reuters fixing rates on the day the Fund's net asset value is calculated.

B. ACCOUNTING METHOD FOR TRADING EXPENSES

Trading expenses are included in the initial cost of the transaction.

C. ACCOUNTING METHOD FOR INCOME FROM FIXED-INCOME SECURITIES

Income from fixed-income securities is accounted for using the cash-basis method.

D. DISTRIBUTION POLICY

For more information see the section entitled "Calculation and Allocation of Distributable Amounts".

E. ACCOUNTING CURRENCY

The Fund’s accounts are kept in euros.

SECTION 1

ASSETS AND UNITS

Article 1 - Co-ownership of units

Co-ownership rights are expressed in units, with each unit corresponding to the same percentage of the Fund's assets. Each unit-holder has a co-ownership right to the Fund's assets proportional to the number of units held.

The Fund's term begins on the date it is approved by the *Autorité des Marchés Financiers* (the French financial markets authority) and ends 99 years later unless the Fund is wound up prior to this or extended as provided for in these rules.

The Fund reserves the right to combine or divide units.

The units can be divided, if so decided by the management company's chairman, into 100 thousandths of units known as 'fractional units'.

Rules pertaining to the issue and redemption of units shall be applicable to units, whose value shall be proportional to that of their corresponding unit. All other provisions relating to units apply to units without the need to stipulate this, unless indicated otherwise.

Lastly, the Management Company's chairman may, at his sole discretion, divide units by creating new units and allocating them to unit-holders in exchange for old units.

Article 2 - Minimum amount of assets

Units cannot be redeemed if the Fund's assets fall below €300,000. If the Fund's assets remain below this amount for 30 days, the management company shall make the necessary provisions to liquidate the Fund or proceed with one of the measures mentioned in Article 411-16 of the AMF General Regulations (Fund transfers).

Article 3 - Issue and redemption of units

Units will be issued at any time at the request of unit-holders on the basis of their net asset value plus, where appropriate, subscription fees.
Subscriptions and redemptions are carried out in accordance with the terms and procedures set out in the prospectus.
FCP fund units may be admitted to trading in accordance with the applicable regulations.

Subscriptions shall be fully paid up on the day the net asset value is calculated. Subscriptions must be paid up on cash.
Redemptions will be carried out exclusively in cash, except when the Fund is liquidated and the unit-holders have agreed to be reimbursed in the form of securities. They will be paid by the depositary/registrar within five days after unit valuation.

However, if under exceptional circumstances, redemption requires the prior realization of the Fund's assets, this period could be extended but may not exceed 30 days.
Except in the case of inheritance or an inter-vivos distribution, the disposal or transfer of units between unit-holders or from unit-holders to a third party is equivalent to a redemption followed by subscription. If a sale or transfer involves a third party, the beneficiary shall, if necessary, supplement the amount of the transaction until the minimum subscription amount stipulated in the prospectus is reached.
Pursuant to article L.214-8-7 of the *Code Monétaire et Financier*, the French Financial and Monetary Code, the redemption of units by the Fund 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 the unit-holders.
If the Fund's assets fall below the minimum regulatory requirement, no units shall be redeemed.

Article 4 - Calculation of the Net Asset Value

The net asset value of the units shall be calculated in accordance with the valuation rules set out in the Prospectus.

SECTION 2

FUND OPERATION

Article 5 - The management company

The Fund is managed by the management company in accordance with the Fund's strategy.

The management company shall act on behalf of unit-holders under all circumstances and shall alone exercise any voting rights attached to the securities in the Fund's portfolio.

Article 5a - Operating rules

The Fund's prospectus describes the instruments and deposits eligible for inclusion in the Fund's assets and the Fund's investment rules.

ARTICLE 5b - Listing on a regulated market and/or a multi-lateral trading facility

The units may be listed for trading on a regulated market and/or a multi-lateral trading facility, in compliance with the applicable regulations. If the Fund's units are listed on a regulated market and it has an index-based investment objective, it must implement a means to ensure that the market price of its units does not deviate substantially from the net asset value. Investors may find more information on the above eligibility and diversification criteria, and in particular the list of eligible indices, on Lyxor's website at www.lyxoretf.com

Article 6 - The depositary

The depositary is responsible for the tasks incumbent upon it under the applicable laws and regulations and for its contractual obligations to the management company. It must, in particular, ensure that the management company's decisions are lawful. It must, if necessary, take all protective measures it deems appropriate. In the event of a dispute with the management company, it shall inform the AMF.

Article 7 - Statutory Auditor

A statutory auditor is appointed by the management company's chairman for a term of six financial years after approval from the Autorité des Marchés Financiers.
The auditor certifies the accuracy and sincerity of the financial statements.

The auditor may be reappointed.
The auditor shall inform the Autorité des Marchés Financiers without delay of any fact or any decision concerning the undertaking for collective investment in transferable securities of which it became aware in carrying out its audit duties and which might:
1° constitute an infringement of applicable laws or regulations and which may have a significant effect on the Fund's financial situation, earnings or assets;
2° compromise the operation of the Fund's business;
3° result in a qualified opinion or a refusal to certify the accounts.

Assessments of the assets and the determination of exchange parities during transformation, merger or demerger operations are carried out under the auditor's control.
The auditor values all contributions in kind under its responsibility.
The auditor shall certify the composition of the Fund's assets and other information before it is reported.
The auditor's fees shall be agreed with the management company's chairman on the basis of the estimated work schedule.
The auditor shall certify the financial statements serving as the basis for the payment of interim distributions.
The auditor fees are included in the management expenses.

ARTICLE 8 - FINANCIAL STATEMENTS AND MANAGEMENT REPORT

At the close of each fiscal year, the management company shall draw up the financial statements and a report on the Fund's management for the year.

At least once every six months, the management company shall prepare an inventory of the Fund's assets under the depositary's supervision.
The management company shall keep these documents available to unit-holders for four months after the end of the fiscal year and inform them of the income to which they are entitled. These documents shall be dispatched by mail at the express request of unit-holders or made available to them at the management company's premises.

SECTION 3

ALLOCATION OF DISTRIBUTABLE AMOUNTS

Article 9 - Allocation of income and capital gains

The net income for the year is equal to the amount of interest, arrears, dividends, premiums, bonuses and directors' fees, as well as all income relating to securities that constitute the Fund's portfolio, plus income from temporary cash holdings, less management fees and borrowing costs.

Distributable income comprises:

1° Net income plus retained earnings and plus/minus the balance of the income adjustment account;
2° Capital gains, net of fees, minus capital losses, net of fees, realized during the financial year, plus net capital gains of the same nature realized in previous financial years that were not distributed or capitalized and plus/minus the balance of the capital-gains adjustment account.
The amounts indicated in points 1° and 2° above may be distributed independently of each other, in whole or in part.

The Fund may select either of the following three distribution options for each Fund unit class:

Pure accumulation — All distributable amounts will be entirely reinvested.

Pure distribution - All distributable amounts will be distributed to the closest rounded-off figure and interim dividends may be distributed.

Accumulation and/or Distribution - The management company decides the appropriation of the distributable amounts each year. It may decide, during the year, to pay out one or more interim distributions up to the limit of the distributable amounts recognized when such distributions are decided.

The appropriation of the sums available for distribution is described in detail in the prospectus.

SECTION 4

MERGER - DEMERGER - DISSOLUTION - LIQUIDATION

Article 10 - Merger - Demerger

The Management Company may transfer all or part of the Fund's assets to another UCITS or split the Fund into two or more other FCP funds.

Such mergers or demergers may only be carried out after unit-holders have been notified. A new certificate indicating the number of units held by each unit-holder will be issued for this purpose.

Article 11 - Dissolution - Extension

If the Fund's assets remain below the level set out in Article 2 above for 30 days, the management company will duly inform the *Autorité des Marchés Financiers* and dissolve the Fund, unless it is merged with another fund.

- The management company may dissolve the Fund before it reaches its term. In this case, it must inform the unit-holders of its decision and after this date shall not accept subscription or redemption orders.

- The management company shall also dissolve the Fund if the redemption of all units has been requested, if the depositary's appointment is terminated and no other depositary has been appointed or upon expiry of the Fund's term, if it has not been extended.

The management company shall inform the AMF by mail of the planned dissolution date and procedure. It will then send the auditor's report to the AMF.

The decision to extend the Fund's term may be made by the management company with the depositary's approval. It must make this decision at least three months before the Fund's term is to expire and inform unit-holders and the AMF of this decision.

Article 12 - Liquidation

In the event of dissolution, the Management Company, or the depositary with the Management Company's approval, shall assume the role of liquidator. In such an event, they shall be entrusted with full powers to realize assets, pay off any creditors and distribute the remaining balance among the unit-holders in the form of cash or securities.

The auditor and the depositary shall continue to perform their duties until liquidation is completed.

SECTION 5

DISPUTES

Article 13 - Competent courts - Jurisdiction

Any disputes concerning the Fund that may arise during its lifetime or upon its liquidation, either between the unit-holders or between the unit-holders and the management company or the depositary, shall be subject to the jurisdiction of the competent courts