



SICAV Tikehau Income Cross Assets Tikehau InCA

PROSPECTUS AS AT 31 JUILLET 2020

SICAV compliant with European Directive 2009/65/EC

This English version is provided to you for information purposes only. Only the French version is binding and enforceable on the parties and the investors and, in case of discrepancy between the two versions, the French version will prevail.

I – GENERAL CHARACTERISTICS

1.1 Structure of the Fund:

The fund, a SICAV (*société d'investissement à capital variable*), is an undertaking for Collective Investment in Transferable Securities which complies with all of the regulatory ratios and investment rules applicable to UCITS-compliant funds, governed by Articles D.214-1 et seq. of the Monetary and Financial Code.

1.2 Name:

Tikehau Income Cross Assets (the "SICAV" or the "Fund"), commercial denomination: Tikehau InCA

1.3 Legal form and Member State in which the Fund was established:

SICAV governed by French law, regulated by the French Financial Markets Authority (AMF)

1.4 Creation date and expected term:

This SICAV was approved by the French Financial Markets Authority (AMF) on 14/08/2001. It was created on 19/08/2001 for a period of 99 years.

1.5 Fund overview:

Shares	ISIN code	Initial NAV	Distribution of income	Currency	Minimum initial subscription amount	Target investors	Frequency of NAV calculation
C-Acc-EUR	FR0010025023	€ 500	Accumulation	Euro	€ 5 000 000	Reserved exclusively for investors	Daily
E-Acc-EUR	FR0011530930	€ 500	Accumulation	Euro	€ 100	The executive officers and employees (investing either directly, or through all companies under their control), shareholders, companies or invested funds under the control (i) of the portfolio Management Company or (ii) of any company directly or indirectly controlling the portfolio management company, the term "control" being used according to the meaning of Article L233-3 3-37 of the French Commercial Code.	Daily
I-Acc-EUR	FR0011765692	€ 500	Accumulation	Euro	€ 1 000 000	All subscribers, and particularly institutional investors	Daily
R-Acc-EUR	FR0011530948	€ 500	Accumulation	Euro	€ 100	All subscribers	Daily
F-Acc-EUR	FR0013292349	€ 500	Accumulation	Euro	€ 100	Subscribers investing through an intermediary being a discretionary portfolio managers or independent advisers, as defined under MiFID; and/or non-independent or restricted advisers who have agreed not to receive any payments or are not permitted to receive any payments pursuant to regulatory requirements	Daily

1.6 Details of the address where the latest annual report and the latest interim statement can be obtained:

The latest annual and interim documents as well as the remuneration policy will be sent to the Shareholders on request addressed to:

Tikehau Investment Management
32 rue de Monceau 75008 Paris
Tel: 01 53 59 05 00

Contact: client-service@tikehaucapital.com

II- DIRECTORY

2.1 Portfolio Management company:

The delegation of management of the SICAV:

Tikehau Investment Management (TIM)
SAS, RCS Paris B 491 909 446

The portfolio management company was licensed by the AMF on 19/01/2007, under No. GP-07000006.
Address: 32 rue de Monceau 75008 Paris (the « **Management Company** »).

2.2 Custodian and sub-custodian:

CACEIS BANK

SA RCS paris B 692 024 722

1-3, place Valhubert 75013 Paris

Principal activity: asset servicing bank specialized in post-trade functions accredited by the ACPR (ex CECEI-credit and investments company comity) on the 1st of April 2005.

The functions of the custodian cover missions, as defined by the applicable Regulation, from the custody of the assets, the control of the regularity of the decisions taken by the Management Company and monitoring the cash-flows of the UCITS.

The custodian is independent from the management company.

The description of the delegated functions of conservation, the list of delegates and under delegates of CACEIS Bank and the information relative to the eventual conflict of interest susceptible to arise from these delegations are available on CACEIS's website : www.caceis.com .

In certain countries, the custodian delegates the custody of assets. The list of delegates is available on www.tikehaucapital.com. A paper copy of this list is available free of charge, on request, from Tikehau Investment Management.

2.3 Statutory auditor:

Ernst & Young, Société par Actions Simplifiée
Tour First
TSA 14444
1-2 Place des Saisons
92037 Courbevoie - PARIS LA DEFENSE CEDEX

2.4 Marketer:

Tikehau Investment Management (TIM)

SAS, RCS Paris B 491 909 446

The portfolio Management Company was licensed by the AMF on 19/01/2007, under No. GP-07000006.
Adress: 32 rue de Monceau 75008 Paris

2.5 Delegation of administration and accounting:

Institution in charge of keeping the SICAV's share register under delegation from the Management Company:

CACEIS FUND ADMINISTRATION
1-3, place Valhubert 75013 Paris

CACEIS FUND ADMINISTRATION
1-3 Place Valhubert, 75013 Paris – France

Principal activity: asset servicing bank specialized in post-trade functions accredited by the ACPR (ex CECEI -credit and investments company comity) since the 1st of April 2005.

CACEIS Fund Administration is the CREDIT AGRICOLE group entity specializing in fund administration and accounting for the group's internal and external clients

On this basis, the Management Company has delegated the Fund's accounting administration and valuation to CACEIS Fund Administration as account manager. CACEIS Fund Administration is responsible for valuing assets, calculating the fund's net asset value and producing periodic documents.

2.6 Institutions pooling the subscription and redemption orders on behalf of the Portfolio Management Company:

CACEIS BANK
1-3, place Valhubert 75013 Paris

Principal activity: asset servicing bank specialized in post-trade functions accredited by the CECEI (credit and investments company comity) on the 1st of April 2005.

CACEIS BANK is also tasked with managing the fund's liabilities and to this end centralizes and processes requests to buy and sell fund units. As issuance account keeper, CACEIS BANK manages relations with Euroclear France for all procedures requiring this organization's involvement.

2.7 Identity of the SICAV's bodies for its management and administration, and significant external activities:

The list of members of the board of directors and of the management board, together with the positions that they hold in other companies, appear in the SICAV's annual report, updated at the end of each financial year. These positions are stated under the responsibility of each of the identified persons.

III- OPERATING AND MANAGEMENT PROCEDURES

3.1 General characteristics

3.1.1 Characteristics of the share classes:

Isin Codes: see 3.2.1

Type of rights attached to shares: Every share holder has a right of joint ownership over the Fund's assets, which is proportional to the number of shares held.

Registration in a register: The Shares are registered in the name of the Shareholders, in a register kept by the Custodian, CACEIS Bank

Voting rights: a voting right is attached to each Share for the purpose of participating in decisions which fall within the powers of the SICAV's general meeting.

Management of the SICAV is provided by the Management Company which acts in its discretion in the name of the Shareholders, and exclusively in their interest.

Form of shares: The Shares may be bearer or registered shares, at the subscribers' choosing. The SICAV has been admitted by Euroclear.

Fractions of shares:

The shares are decimalised in thousandths. The minimum of the subscription is one (1) share

3.1.2 Year-end date:

The financial year closes on the last net asset value of December.

3.1.3 Tax regime:

The SICAV is not subject to Corporation Tax. On the other hand, any distributions or capital gains or losses pertaining to the Shares in the SICAV may be subject to tax. The tax system applying to sums distributed by the SICAV or to capital gains or losses, whether realised or unrealised, will depend on the tax rules applying to each Shareholder's particular situation and/or the jurisdiction in which the SICAV invests.

We recommend that the Shareholder obtains further information on this matter from a financial adviser or professional.

3.2 Specific provisions

3.2.1 ISIN code

C-Acc-EUR Shares ISIN code: FR0010025023
E-Acc-EUR Shares ISIN code: FR0011530930
I-Acc-EUR Shares ISIN code: FR0011765692
R-Acc-EUR Shares ISIN code: FR0011530948
F-Acc-EUR Shares ISIN code: FR0013292349

3.2.2 Delegation of the SICAV's management:

Tikehau Investment Management (TIM)
SAS, RCS Paris B 491 909 446

The portfolio Management Company was licensed by the AMF on 19/01/2007, under No. GP-07000006.
Address: 32 rue de Monceau 75008 Paris

3.2.3 Delegation of investment management as from December 5th 2018:

Tikehau Investment Management Asia PTE LTD – Management Company authorized by the MAS - Monetary Authority of Singapore under the number CMS100458-1.

12 Marina View, #23-06 Asia Square Tower 2, Singapour 018961

The Management Company will be able to delegate investment management of its investments made in Asia to Tikehau Investment Management Asia PTE LTD.

3.2.4 Investment objective:

The management objective of the SICAV consists in obtaining, over a minimum recommended investment horizon of 5 years, a performance exceeding that of its composite reference indicator: 25% Compounded Eonia (Ticker: EONCAPL7 index) + 25% Eurostoxx 50 TR Index (Ticker: SX5T INDEX) + 25% BofA Merrill Lynch Euro High Yield 3% Constrained (Ticker: HEC0 Index) Index + 25% BofA Merrill Lynch Euro Corporate (Ticker: ER00 Index) Index

3.2.5 Benchmark index:

The benchmark index is the following composite index: 25% Compounded Eonia (Ticker: EONCAPL7) + 25% Eurostoxx 50 TR Index (Ticker: SX5T INDEX) + 25% BofA Merrill Lynch Euro High Yield Constrained (Ticker: HEC0 Index) Index + 25% BofA Merrill Lynch Euro Corporate (Ticker: ER00 Index) Index

Investors' attention is drawn to the fact that the portfolio management style will never consist in reproducing the composition of the reference indicator. This reference indicator may be used as *ex post* performance indicator.

The Eurostoxx 50 Net Return (code Bloomberg: SX5T INDEX) is an index resuming the 50 most representatives values from the quotation of the Eurozone, among the most important market capitalization. It is calculated on reinvested dividends. This index is administrated by STOXX.

The EONIA index (Euro Overnight Index Average, code Bloomberg EONCAPL7 INDEX) corresponds to the average of the day to day Eurozone exchange rates. It is calculated by the European Central Bank and represents the risk-free rate of the Eurozone. This index is administrated by the European Money Markets Institute (EMMI).

The BofA Merrill Lynch Euro High Yield Constrained is representative of the "high yield" bonds category performance in euros (private issuers) which rating is equal or inferior to BBB- on Standard & Poors indication. The performance calculation is done on reinvested coupons and on closing market prices. The burden of each issuer in the index is limited at 3%. The BofA Merrill Lynch Euro High Yield Constrained index is available on Merrill Lynch website www.mlindex.ml.com (ticker HEC0). This index is administrated by ICE DATA Indices, LLC (IDI).

The BofA Merrill Lynch Euro Corporate index is representative of the "investment grade" bonds category performance in euros (private issuers) which rating is equal or superior to BBB- on Standard & Poors scale. Performance is calculated with coupons reinvested and on closing market prices. The BofA Merrill Lynch Euro Corporate is available on Merrill Lynch website www.mlindex.ml.com (tiker ER00). This index is administrated by ICE Data Indices, LLC (IDI).

For purposes of calculating performance fees, the Funds use benchmarks within the meaning of Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds.

In accordance with Regulation (EU) 2016/1011, the Management Company has, in order to comply with its legal obligations, set up a monitoring plan of benchmarks.

The European Money Markets Institute (EMMI) is the administrator of Euribor 3 months index. At the date of the last update of the prospectus, the index administrator is registered in the Administrators and Index register from ESMA (European Securities and Markets Authority) available at: <https://registers.esma.europa.eu>.

3.2.6 Investment strategy:

3.2.6.1 Investment Strategies used:

The SICAV is managed in a discretionary manner with a reactive management of asset reallocation and the selection of shares, money-market instruments and bonds in all economic and geographic sectors.

The management policy is undertaken within the limits of the following investment boundaries:

Overall strategic allocation of the SICAV		
Weighting of assets via directly-held securities, mutual funds and investment funds	Minimum allocation as % of NAV	Maximum allocation as % of NAV
Equity investments	-50%	110%
Interest rate investments (bond and money markets)	0%	100%

- A specialised management of the equity aspect (geographical and sectorial allocation, and the selection of assets) and the bond aspect (choice of sensitivity of the securities intended to protect the performance of the SICAV’s portfolio via mutual funds): (i) long-short, meaning investing in the shares of companies selected by the Management Company where they are expected to outperform the market, (ii) global macro, meaning by speculating with leveraging on anticipated changes in price in broad classes of assets, etc.),
- A diversification of the portfolio (asset classes, capitalisation, issuers) in order to optimise the return/risk profile.

3.2.6.2 Assets and financial instruments used categories

In order to implement the investment strategy, the SICAV’s portfolio is essentially invested in the following financial instruments, within the limits of Applicable Regulations and especially the cumulative conditions laid down in Article L. 214-36 of the Monetary and Financial Code in points 1° to 4°:

Shares admitted to trading which are directly held (excluding embedded derivatives)

The SICAV may have an exposure of up to 100% of its net assets in the equity markets of all geographic regions.

The SICAV may invest up to 100% of its net assets in shares of companies whatever the market capitalizations.

The distribution among sectors and countries may change, as a matter of discretion, at any time according to the anticipated prospects of returns.

The equities that are held may or may not have voting rights. These equities may include shares in venture capital companies or shares which are not listed on a regulated or organised market.

Investments in shares are made according to the intrinsic value determined by the financial portfolio manager.

The exposure to the equity markets is comprised between -50% and 110%

Debt securities and money market instruments:

The SICAV may diversify its investments by investing in bond assets, debt securities or money-market instruments denominated in euro or in other currencies within the euro zone or on the international level (OECD countries and emerging countries).

These invested assets in the interest rate markets may include:

- Sovereign debt, namely financial instruments issued or guaranteed by a member State of the OECD, by local authorities of a Member State of the European Union or of a party to the agreement on the European Economic Area or by an international organisation of a public nature which includes the participation of one or more European Union Member States or one or more parties to the European Economic Area agreement;
- Securities issued by private-sector issuers with a view to a greater return than from sovereign debt.

The respective proportions of public debt and private debt are left to the discretionary assessment of the Management Company depending on market conditions.

No constraint is imposed as to the credit rating and term to maturity of the securities chosen by the Management Company. The fund may therefore invest in “high yield” debt instruments (i.e. having a rating below BBB- of Standard and Poor’s/Fitch or Baa3 of Moody’s). These instruments belong to the high yield category, which represents a more speculative character and a risk of more important defect, in return of a higher yield.

Units or shares of French or European UCITS and investment funds (FIA):

The SICAV may invest up to 10% of its net assets (cumulative) in units or shares of :

- French or European UCITS compliant with Directive 2009/65/EC;
- French or sovereign investment funds (FIA) which meet the conditions laid down in Paragraphs 1 to 4 of Article R. 214-13 of the French Monetary and Financial Code
- In index mutual funds or index tracker funds falling under Article R 214-28 which are not eligible for the 100% ratio.

The SICAV may invest in units of listed Debt Securitisation Funds (or up to 10% of its net assets if unlisted) to diversify its portfolio. The SICAV may invest in units of Debt Securitisation Funds managed by Tikehau Investment Management and for which the Management Company may impose structuring and management charges.

Securities with embedded derivatives

The SICAV is also authorised to trade in convertible bonds, EMTNs of the “equity coupon note” type and index certificates and similar securities on an incidental basis in order to complete or replace exposure to a given security.

Contingent Convertible Bonds (“CoCos”):

The SICAV can invest in this type of instrument up to a 25% maximum of its net asset and suffer the specific risks tied to CoCos, described à the section 3.2.7 (a) (xiii) of the prospectus.

Derivative financial instruments:

Subject to a limit of 100% of its net assets, the SICAV may invest in financial contracts traded on regulated, organized or over-the-counter markets (forward contracts, futures, swaps, options on equities and equity indices, on interest rate, on Transactions in Credit Default Swaps (CDS) and on currency swaps and on

Contracts for Difference. On this account, the SICAV may take positions to hedge the portfolio or to gain exposure (long or short) in case of equities markets decrease.

The use of derivatives shall meet the following requirements:

- adjust equity exposure in the event of large subscriptions or acquisitions;
- adjust the portfolio's sensitivity to exposure in the event of large subscriptions or acquisitions;
- reconstitute a synthetic exposure to an asset's rise or fall;
- hedge a portfolio asset.

For purpose of achieving its investment objective, the SICAV may invest in derivative financial instruments:

- Types of markets:
 - Regulated
 - Organised
 - Over the counter
- Risks that the asset manager seeks to manage:
 - Equity risk
 - Interest rate risk
 - Currency risk
 - Credit risk
- Type of transactions :
 - Hedging
 - Exposure
- Type of instruments used and strategy for using derivatives to achieve the management objective (hedging and exposure):
 - Forward contracts (futures): on equities and equity indices, on interest rate, on currency
 - Options: on equities and equity indices, on interest rate, on currency
 - Transactions in Credit Default Swaps (CDS)
 - Interest rate swaps, equity linked swaps
 - Foreign exchange forward contracts: to hedge currency risk or for exposure to this risk

Strategy for using derivatives:

Credit derivatives will be used in the context of the Fund's management in cases where the Fund requires an active credit risk management policy.

Their transaction market may be regulated, organised or over the counter.

The use of credit derivatives shall meet three fundamental requirements:

- The implementation of long or short directional strategies.
Alongside positions in underlying cash assets, credit derivatives will primarily be used in the following cases:
 - There are no underlying cash assets for a given issuer,
 - There are no underlying cash assets for the desired length of exposure to a given issuer,
 - The relative value of the underlying cash assets and the derivatives justifies the investment;
- Implementing spread strategies between issuers, and credit curves for the same issuer, or arbitrage strategies between the same issuer's products (cash against derivatives);
- Setting up portfolio hedges, primarily through ITRAXX index swaps.

The equity derivatives allow exposure to equity risk (long or short exposure) and to cover this risk.

Authorized counterparties

As part of the OTC transactions, counterparties are financial institutions specialized in this type of transactions. Additional information on the counterparties to transactions will appear in the Fund's annual report. These counterparties will have no discretionary power on the composition or the management of the Fund.

Management of financial guarantees

As part of operation on financial instruments OTC, some operations are covered by a collateralisation policy. This policy is to perform margin calls in cash in the currency of funds to cover the unrealized result of the operation according triggers thresholds.

Deposits:

None

Cash borrowing:

The SICAV may temporarily make use of cash borrowings, notably in order to optimise management of the SICAV's cash flow and to manage the various value dates for subscription/acquisition of shares in the underlying mutual funds. This type of operation shall however be used in a subsidiary manner.

Temporary purchases and sales securities:

The SICAV may temporarily dispose of financial instruments (securities lending, repo) up to 100% of its net assets.

The SICAV may temporarily dispose of financial instruments (borrowing securities, reverse repos) up to 10% of its net assets.

Objectives of temporary purchases and sales:

- Cash management,
- SICAV's revenues optimization

All revenues resulting from efficient portfolio management techniques, net of direct and indirect operating costs, are returned to the SICAV.

Objective of temporary purchases and sales:

- Cash management;
- Optimisation of the Fund's revenues;
- Helping to generate leverage

Authorized counterparties

As part of the securities lending transactions, counterparties are financial institutions specialized in this type of transactions. Additional information on the counterparties to transactions will appear in the Fund's annual report. These counterparties will have no discretionary power on the composition or the management of the Fund.

The selection of counterparties for OTC transactions on derivatives and securities lending responds to a procedure known as "best selection".

Management of financial guarantees:

As part of the realization of securities lending transactions, the Fund may receive financial assets as guarantees and aiming to reduce the exposure of the UCITS to counterparty risk.

Upon receipt of the financial guarantee in cash, it will either:

- Placed on deposit with entities prescribed in Article 50, paragraph f) of the UCITS Directive;
- Invested in high quality government bonds;

- Used for repo transactions (reverse repurchase transactions), provided that such transactions are made with credit institutions subject to prudential supervision and that the fund can call at any time the total liquidity taking into account accrued interest;
- Invested in money market mutual funds in the short term (as defined in the ESMA guidelines for a common definition of European money market mutual funds).

3.2.7 Risk profile:

Warning: *Your money will mainly be invested in financial instruments selected by the Portfolio Management Company. These instruments will be subject to market trends and risks.*

Risk of capital loss: The SICAV offers no guarantee or protection. Investors are warned that their capital is not guaranteed and may not be recovered in whole or in part. The value of the portfolio assets will depend on developments in and the vagaries of the markets, and no guarantee can be given as to their future profitability. The past performance of portfolio assets is no guarantee as to their future performance. Potential investors must not invest in the SICAV unless they are able to bear the consequences of such loss. It is therefore highly recommended that potential investors consult their financial advisers while referring to their own situations and aversion to risk concerning the financial consequences of investing in the SICAV.

Discretionary risk: The SICAV offers no guarantee on the achievement on its investment objectives. The discretionary management style is based on anticipations of trends on the different markets (equities, bonds, money market, commodities, and currency). However, the SICAV may not be invested in the best-performing markets at all times. The Fund's performance may therefore be lower than the investment objective, and a drop in its net asset value may lead to negative performance.

Equity risk: A fall in equities prices may have the consequence of a fall in the SICAV's Net Asset Value if the SICAV is exposed to equities risk. The small and mid-cap market may undergo stronger variations and lead to a more rapid fall in the value of the SICAV. In the event that the SICAV is under-exposed to equities risk, a fall in equities prices may lead to an increase in the SICAV's net asset value.

Risk associated with high-yield bonds: The SICAV must be viewed as partly speculative and as intended in particular for investors aware of the risks inherent in investments in securities with a low rating, or none at all, such as a decrease in the net asset value.

Credit risk: the SICAV may be fully exposed to the credit risk on corporate and public issuers. In the event that their financial position deteriorates, or that they default, the value of the debt securities may fall and result in a decrease in the net asset value.

Emerging market investment risk: Market and credit risks are amplified by investments in emerging countries where market movements, whether upwards or downwards, may be stronger and more rapid than in the large international stock markets.

Interest rate risk: the SICAV may at any time be fully exposed to interest rate risk; sensitivity to interest rates can vary depending on the fixed income instruments held and cause a decrease in its net asset value. An increase in interest rate may lead to a reduction in the Net Asset Value; likewise, if the portfolio has negative sensitivity, a reduction in interest rates may lead to a fall in the Net Asset Value. The overall portfolio's sensitivity to the interest rate market is of a ratio of between 0 and 6. Sensitivity measures the variation of the capital according to interest rates.

Risk associated with futures commitments: The use of futures or forward financial instruments will enable the SICAV to hedge its interest rate or foreign exchange risk change, and the cost of this protection may lead to a risk of a reduction in the Net Asset Value of the SICAV's Shares.

Currency risk: the SICAV may be exposed to currency risk in the proportion to that part of the net assets invested outside the euro zone not hedged against this risk, which could lead to a decrease in its net asset value. The part of the assets exposed to the currency risk is 100% of the asset

Liquidity risk: Liquidity, particularly in OTC markets, is sometimes reduced. Especially in turbulent market conditions, the prices of portfolio securities may experience significant fluctuations. It can sometimes be difficult to unwind some positions on good terms for several consecutive days.

There can be no assurance that the liquidity of financial instruments and assets is always sufficient. Indeed, the Fund's assets may suffer from adverse market developments that may make it more difficult to adjust positions on good terms.

Counterparty risk: The SICAV may be required to enter into transactions with counterparties that for a certain period hold cash or assets. Counterparty risk can be generated by the use of derivatives or securities lending and borrowing. The SICAV therefore carries the risk that the counterparty does not carry out the transactions instructed by the Portfolio Management Company due to insolvency, bankruptcy of the counterparty among others, which may cause a decline in the net asset value. Managing this risk entails the process of choosing counterparties both for brokerage and OTC transactions.

Potential conflict of interest risk: The fund can be invested in mutual funds managed by Tikehau IM or a company related to him or securities issued by them. This can lead to conflicts of interest.

Specific risks linked to the investment in the contingent convertible bonds ("CoCos"):

Trigger level risk: trigger levels differ and determine exposure to conversion risk depending on the distance to the trigger level.

Coupon cancellation: Coupon payments are entirely discretionary and may be cancelled by the issuer at any point, for any reason, and for any length of time.

Yield/Valuation risk: investors have been drawn to the instrument as a result of the CoCos often attractive yield which may be viewed as a complexity premium.

Call extension risk: CoCos are issued as perpetual instruments, called at pre-determined levels only with the approval of the competent authority.

Capital structure inversion risks: contrary to classic capital hierarchy, CoCo investors may suffer a loss of capital when equity holders do not.

Liquidity risk: like the high-yield bond market, the liquidity of the CoCos can be significantly affected in turbulent market conditions.

3.2.8 Target investors and investor profile:

a) US Persons

The SICAV's shares are not open to investors with the status of "U.S. Person" as defined in Regulation S of the SEC (Part 230-17 CFR230.903).

The SICAV is not, and will not be, registered under the U.S. Investment Company Act of 1940. Any resale or transfer of shares in the United States of America or to a "U.S. Person" may constitute a violation of U.S. law and requires the prior written consent of the portfolio Management Company of the Fund. Those wishing to acquire or subscribe for shares must certify in writing that they are not "U.S. Persons".

The SICAV's Board Directors have the power to impose restrictions (i) on the holding of shares by a "U.S. Person" and thus enforce the compulsory redemption of shares held, or (ii) on the transfer of shares to a "U.S. Person". This power also extends to any person (a) who is shown to be directly or indirectly in violation of the laws and regulations of any country or government authority, or (b) who could, in the opinion of the Fund's portfolio management company, cause the Fund to suffer harm that it would not otherwise have undergone or suffered.

The offer of shares has not been authorised or rejected by the SEC, by the specialist commission of a U.S. state or any other U.S. regulatory authority, nor have those authorities pronounced on or sanctioned the merits of such offer, or the accuracy or adequacy of documents relating to this offer. Any statement to this effect is contrary to law.

Any holder of shares must immediately inform the Fund's portfolio Management Company in the event that they become a "U.S. Person". Any holder of shares becoming a U.S. person will not be allowed to acquire new shares and may be asked to dispose of their shares at any time for the benefit of people not having the status of "U.S. Person". The Fund's portfolio Management Company reserves the right to compulsorily redeem any shares held directly or indirectly by a "U.S. Person", or if the holding of shares by any person whatsoever is contrary to law or to the interests of the Fund.

The definition of "U.S. Person(s)" as defined in Regulation S of the SEC (Part 230-17 CFR230.903) is available at the following address:

<http://www.sec.gov/laws/secrulesregs.htm>

b) Recommended investment horizon and diversification

This SICAV is notably intended for investors who wish to employ their savings through a diversified investment between the equity and bond markets.

The amount that is reasonable to invest in the SICAV will depend on the personal circumstances of each shareholder. To determine this, each holder should take into account their personal wealth, the laws applicable to them, their current requirements over an investment horizon of at least 5 years, but also their willingness to take risks or opt instead for a prudent investment. It is also highly recommended that investors sufficiently diversify their investments so as not to be exposed solely to the risks of this SICAV.

Minimal recommended investment horizon: 5 years

c) Investor profile and initial minimum subscription amount

Share Classes C-Acc-EUR: Reserved exclusively to the seeders of the fund, with a minimum initial subscription amount of investors from 5 million euro.

Share Classes R-Acc-EUR: All investors. The minimal initial subscription is set at 100 euro.

Share Classes F-Acc-EUR: appropriate for investors investing through an intermediary being a discretionary portfolio managers or independent advisers, as defined under MiFID; and/or non-independent or restricted advisers who have agreed not to receive any payments or are not permitted to receive any payments pursuant to regulatory requirements imposed by local regulators; and/or the Management Company. The minimal initial subscription amount is set at 100 euro.

Share Class E-Acc-EUR: reserved exclusively for executive officers and employees (investing either directly, or through all companies under their control), shareholders, companies or invested funds under the control (i) of the Management Company or (ii) of any company directly or indirectly controlling the management company, the term "control" being used according to the meaning of Article L233-3 3-37 of the French Commercial Code. The minimum initial subscription amount is set at 100 euro .

Share Class I-Acc-EUR: All investors from 1 million euro; on this basis, they are more particularly reserved for institutional investors.

d)) Shares form

The Shares are in bearer form.

3.2.9 Procedures for the determination and allocation of income:

In accordance with statutory provisions, the net income or loss of the financial year is equal to the amount of interest, arrears, bonuses and awards, dividends, directors' fees and all other income pertaining to the securities forming the SICAV's portfolio, plus the income from momentarily unavailable sums, minus the amount of management costs, the cost of borrowings and those of any depreciation.

Distribution of income for Share Classes C-Acc-EUR, E-Acc-EUR, I-Acc-EUR, R-Acc-EUR and F-Acc-EUR: Accumulation

The result is shared among the classes of Shares. The portion attributed to class C-Acc-EUR, E-Acc-EUR, I-Acc-EUR, R-Acc-EUR and F-Acc-EUR Shares is added with the capital of these classes.

3.2.10 Distribution frequency:

Not applicable

3.2.11 Subscription and redemption procedures:

The orders are executed in accordance with the table below:

Business D-1	Business D	<u>D</u> : day of determining the NAV	Business D+1	Business D+2	Business D+2
Centralisation of subscription and redemption orders before 4:00pm ¹	Centralisation of redemption orders before 12h ¹	Execution of the order on D at the latest	Publication of the net asset value	Payment of subscriptions	Payment of redemptions

¹Unless a specific potential timeframe is agreed with your financial institution.

Designated organisation for receiving subscriptions and redemptions:

CACEIS BANK FRANCE S.A.

1-3, place Valhubert 75013 Paris

Subscription and redemption orders received after 4:00 p.m. will be deemed to have been received on the next trading day.

Date, frequency and publication of net asset value calculations: The SICAV's NAV is determined daily except for closure of the Paris Stock Exchange and legal holidays in France. It is available from the portfolio management company, Tikehau Investment Management.

3.2.12 Net asset value per share

The net asset value per share of each class shall be determined on any valuation date by dividing the value of the assets of the SICAV by the number of shares then outstanding in the class on the valuation date.

The SICAV's NAV is determined daily except for closure of the Paris Stock Exchange and legal holidays in France. When a valuation date falls on a day observed as a holiday on the Paris Stock Exchange and legal holidays in France, such valuation date shall be the next exceeding bank business day in France which is not such a holiday.

The Net Asset Value is communicated to the AMF at the latest on the day following its publication.

The Shareholders may obtain all information concerning the SICAV from the Management Company, on request.

3.2.13 Charges and commissions:

Operating costs, management fees and performance fees, are shown inclusive of taxes, whether or not the Portfolio Management Company is subject to VAT. The amounts inclusive of tax may be equal to the amounts exclusive of tax should the Portfolio Management Company not be subject to VAT.

a) Entry and exit charges:

Entry charges increase the subscription amount paid by the investor, while exit charges decrease the redemption proceeds paid to the investor. The fees accruing to the Fund serve to offset the costs incurred by the Fund when buying or selling the assets entrusted to it. The Portfolio Management Company reserves the right not to levy entry and exit charges. Commissions not accruing to the Fund revert to the portfolio management company, or to the marketer.

Charges payable by the investor and levied on subscriptions and redemptions	Base	Rate scale
Subscription fees payable to third parties	Net asset value	<p>For Share C-Acc-EUR: up to a 5% maximum, all taxes included, by decision of the Management Company, except in the case of exemption.</p> <p>For Shares R-Acc-EUR and F-Acc-EUR: up to a 3% maximum, all taxes included.</p> <p>For Shares E-Acc-EUR and I-Acc-EUR: none.</p>
Subscription fees payable to the Fund	Net asset value	None
Redemption Fees payable to third parties	Net asset value	None
Redemption Fees payable to the Fund	Net asset value	None

Condition for exemption: Subscription preceded by redemption on the same day for the same number of units, at the same NAV per share and by a single shareholder.

b) Operating costs and management fees:

These fees cover all the costs invoiced directly to the SICAV, except for transaction costs. Transaction costs include intermediary fees (brokerage fees, stock market taxes, etc.) as well as transfer fees, if any, that may be charged by the custodian and the portfolio management company, in particular.

The following charges are in addition to operating costs and management fees:

- Performance fees. These reward the portfolio Management Company when the SICAV exceeds its objectives. They are therefore charged to the SICAV.
- Transfer fees invoiced to the SICAV.
- A portion of the income from acquisitions and temporary sales of securities.

	Fees invoiced to the Fund	Base	Rate scale
1. and 2.	Financial management fees and external administrative charges	Net assets	Shares C-Acc-EUR and R-Acc-EUR: maximum of 1,30% all taxes included Share E-Acc-EUR: maximum of 0,20% all taxes included Share I-Acc-EUR: maximum of 1,00% all taxes included Share F-Acc-EUR: maximum of 1,10% all taxes included
3.	Maximum indirect fees	Net assets	Shares C-Acc-EUR, E-Acc-EUR, I-Acc-EUR, R-Acc-EUR and F-Acc-EUR: maximum of 0,20% all taxes included
4.	Transfer fees Service provider receiving transfer fees: Custodian only	Charge for each transaction	€ 75 maximum tax on each transaction included
5.	Performance fees	Net assets	C-Acc-EUR Share : 5% all taxes included of the Fund's performance above the benchmark, with High Water Mark (1) E-Acc-EUR Share: None Shares I-Acc-EUR, R-Acc-EUR and F-Acc-EUR: 10% all taxes included of the Fund's performance above the performance indicator.

(1) the "High Water Mark" system does not authorise the Management Company to claim performance fees unless the Net Asset Value at the end of the financial year is higher than the "High Water Mark" Net Asset Value, which is equal to the last Net Asset Value which gave rise to performance fees or, if no such fees have been paid, the initial Net Asset Value.

c) Performance fees:

C-Acc-EUR Share:

They correspond to 5% of the SICAV's performance over the following benchmark indicator with High Water Mark: 25% Compounded Eonia (Ticker: EONCAPL7 index) + 25% Eurostoxx 50 TR Index (Bloomberg code: SX5T INDEX) + 25% BofA Merrill Lynch Euro High Yield Constrained (Bloomberg code: HEC0 Index) Index + 25% BofA Merrill Lynch Euro Corporate (Bloomberg code: ER00 Index) Index.

This fee is payable annually. It will be charged for the first time at the end of the 2012 financial year.

The amount of variable expenses will be deducted and provisioned when calculating each net asset value. In the event that the Fund underperforms compared with the last net asset value calculated, the provision will be adjusted via a provision write-back. Provision write-backs are capped at the level of additions to provisions. Where shares are redeemed during the financial year, the variable performance fee that corresponds to these shares accrues to the portfolio management company, if such a fee exists.

E-Acc-EUR Share: None

I-Acc-EUR, R-Acc-EUR and F-Acc-EUR Shares:

They correspond to 10% of the SICAV's performance over the following benchmark indicator: 25% Compounded Eonia (Ticker: EONCAPL7 Index) + 25% Eurostoxx 50 TR Index (Bloomberg code: SX5T INDEX) + 25% BofA Merrill Lynch Euro High Yield Constrained (Bloomberg code: HEC0 Index) Index + 25% BofA Merrill Lynch Euro Corporate (Bloomberg code: ER00 Index) Index.

The amount of variable expenses will be deducted and provisioned when calculating each net asset value. In the event that the Fund underperforms compared with the last net asset value calculated, the provision will be adjusted via a provision write-back. Provision write-backs are capped at the level of additions to provisions. Where shares are redeemed during the financial year, the variable performance fee that corresponds to these shares accrues to the portfolio management company, if such a fee exists. There will be no provision charged for variable management fees in the event of negative performance of the fund.

This fee is payable annually. It will be charged for the first time at the end of the 2014 financial year.

IV – COMMERCIAL INFORMATION

4.1 Distribution: not applicable

4.2 Subscription and redemption:

See 3.2.12

4.3 Distribution of information related to the SICAV:

All Shareholders of the SICAV will receive complete information on the conduct of the SICAV in the form of annual reports and interim reports, the content of which comply with the Applicable Regulations.

4.4 Information on environmental, social and governance (ESG) criteria

As a signatory of the United Nations Responsible Investment Principles (UNPRI) since 2014, the investment manager integrates certain ESG criteria throughout the investment cycle and reports on its progress. At Tikehau Capital Group level, non-financial information is published at least annually on the website <https://www.tikehaucapital.com/>.

Enterprises involved in the production and distribution of antipersonnel mines, cluster bombs and chemical and biological weapons are excluded from the investment universe of each UCITS. Moreover, in 2018, Tikehau Investment Management decided to disengage from issuers deriving more than 30% of their revenues from the sale of thermal coal (mining, trading and energy production) or tobacco (farming and manufacturing of tobacco products).

Details on procedures for taking account of ESG criteria in the investment policy are available in the annual report of each UCITS

V- INVESTMENT RULES

The Regulatory ratios applicable to the SICAV are those cited in Article R. 214-2 and seqq. of the French Monetary and Financial Code.

VI- TOTAL RISK

The method used by the Management Company for calculating the global risk is the commitment approach as defined by the AMF's General Regulations.

VII- VALUATION RULES AND ASSET ASSESSMENT METHODS:

7.1 Valuation policy

7.1.1 General principle

In accordance with the appropriate rules and principles set out below, the SICAV's investments will be valued at "market value".

Financial instruments which are traded on a regulated market, a recognised foreign market or a multilateral trading system

Financial instruments which are traded on a regulated market or a multilateral trading system are valued at the closing price on the date on which the Net Asset Value is determined. Where these financial instruments are traded on several regulated markets, recognised foreign markets or multilateral trading systems at the same time, the closing price used is that which is observed on the market on which they are mainly traded.

Financial instruments which are traded on a regulated market, a recognised foreign market or a multilateral trading system, and for which the price is not recorded or was corrected, are valued at their probable trading value under the responsibility of the Management Company.

Firm or conditional forward financial instruments which are traded on a regulated market, a recognised foreign market or a multilateral trading system

Firm or conditional forward financial instruments which are traded on these organised markets are valued at their settlement price on the day preceding the date on which the Net Asset Value is calculated.

7.1.2 Firm or conditional forward financial instruments which are traded on an over-the-counter basis

Firm or conditional forward financial instruments which are traded on an over-the-counter basis are valued at the price given by the financial instrument's counterparty. The Management Company shall carry out verifications independently for this valuation.

7.1.3 Deposits

Deposits are valued at their face value, plus any accrued interest attached thereto.

7.1.4 Securities (including debt securities) and receivables traded on an over-the-counter basis

Securities and receivables which are not traded on a European regulated market, a recognised foreign market or a multilateral trading system, are valued according to their historical cost observed on the date of their acquisition.

In the event that regular quotations by external contributors are available, the securities are valued on the basis of these contributors' quotations.

7.1.5 Shares and units in securities investment funds, real estate investment funds and private equity funds

Shares and units in securities investment funds, real estate investment funds and private equity funds are valued at the last published net asset value.

The exchange rates used to assess portfolio assets denominated in a different currency than the SICAV's reference currency are the exchange rates distributed by the European Central Bank on the date of Determination of the Net Asset Value of the SICAV's Shares.

The Management Company may, at its discretion, authorise the use of any other valuation method if it considers that this valuation method better reflects the value, whether in general, on certain markets or under certain market conditions, and if that method complies with good accounting practices.

7.2 Accounting method

The SICAV will comply with the accounting rules prescribed by regulations in force, and in particular with the chart of accounts for mutual securities investment funds (plan comptable des OPCVM).

The financial statements are presented in accordance with regulatory provisions concerning the drafting and publication of the financial statements of mutual securities investment funds (new chart of accounts (plan comptable), homologated by Order of 16 December 2003).

- Method for accounting for the income from financial instruments: The method used is the accrued interest method.
- Method for accounting for the recording of transaction costs: The method used is the fees-excluded method.
- Method for accounting for trading costs: The method used is the fees-excluded method.
- Method for accounting for the income from fixed-income securities: The method used is the accrued coupon method.

The SICAV has chosen the euro as its base accounting currency

The Fund accounting is done in EUR (€).

VII- REMUNERATION:

The management company is subject to remuneration policies, procedures and practices (collectively referred as "Remuneration Policy") in conformity with OPCVM V directive (the "Directive").

The Remuneration Policy is compatible with a healthy and an efficient risks management and encourages such management. It is designed to not encourage risk taking which would be incoherent with Fund's risk profile. The Remuneration Policy is in conformity with the commercial strategy, the objectives, the values and the interests of the management company and the funds, and includes measures with the purpose of avoiding conflicts of interests. The Remuneration Policy applies to collaborators with professional activities having a significant impact on risk profile of the management company or the funds, and guarantee that no collaborators will be involved in his own remuneration calculation or validation.

A summary of the Remuneration Policy is available on the website <http://www.tikehaucapital.com>. A printed copy of the Remuneration Policy is freely available on simple request.