

# **ODDO BHF ACTIVE ALL CAP**

**French Common Fund (FCP)**  
12, boulevard de la Madeleine 75009 Paris

## **PROSPECTUS**

# ODDO BHF ACTIVE ALL CAP

## GENERAL CHARACTERISTICS

### 1. LEGAL STRUCTURE

**Name:** ODDO BHF Active All Cap (hereinafter the “Fund”)

**Legal form and Member State in which the Fund was established:** French Common Fund (FCP)

**Inception date and intended lifetime:** the Fund was created on 27 March 2000 for a period of 99 years. It was approved by the *Autorité des marchés financiers* (the French financial markets authority, hereinafter the “AMF”) on 23 December 2004.

**Fund overview:**

Unit class	Characteristics					
	ISIN code	Base currency	Appropriation of distributable income	Minimum initial investment	Minimum subsequent investment	Target investors
CR-EUR	FR0011160340	Euro	Accumulation	1 unit	1 thousandth of a unit	All subscribers, and particularly natural persons.
CI-EUR	FR0007044680	Euro	Accumulation	EUR 100,000*	1 thousandth of a unit	Units only accessible to eligible counterparties and professional investors per se according to Directive 2014/65/EU (or “MiFID II”).
GC-EUR	FR0011603869	Euro	Accumulation	EUR 100	1 thousandth of a unit	Units are reserved for (i) insurance companies approved by ODDO BHF Asset Management SAS, to represent unit-linked products subscribed as part of “advisory management” contracts in their range and for (ii) ODDO BHF SCA clients also having signed an advisory agreement with an ODDO BHF SCA financial investment advisory partner.
CL-EUR	FR0011651785	Euro	Accumulation	EUR 15,000,000*	1 thousandth of a unit	Units reserved for institutional investors domiciled in Latin American countries, excluding prohibited countries included on the Financial Action Task Force (FATF) list and on the current French list.

CN-EUR	FR0013096344	Euro	Accumulation	1 unit	1 thousandth of a unit	CN units are available solely at the discretion of the Management Company and will not pay any distribution fees or rebates. Units reserved for (1) investors subscribing via an intermediary providing the service of investment advice on an independent basis pursuant to the MiFID II Directive, (ii) investors subscribing via a financial intermediary on the basis of a fee agreement concluded between the investor and the intermediary and mentioning that the intermediary is exclusively paid by the investor, (iii) companies providing the service of portfolio management pursuant to the MiFID II Directive, (iv) UCIs managed by ODDO BHF Group entities, and (v) ODDO BHF SCA when providing the service of investment advice on the basis of a written fee agreement concluded with its client.
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*\*With the exception of the Management Company, companies in the Management Company's group and UCIs and mandates managed by the Management Company, from which no minimum subscription is required.*

#### INFORMATION FOR UNITHOLDERS:

##### Address at which the latest annual and semi-annual reports are available:

The latest annual and semi-annual reports shall be sent to unitholders within eight business days upon written request to:

**Company** ODDO BHF Asset Management SAS  
**Address** 12, Bd de la Madeleine - 75009 Paris  
**Email** [information\\_oam@oddo-bhf.com](mailto:information_oam@oddo-bhf.com)

These documents are also available:

**On the website** <http://am.oddo-bhf.com>  
**By contacting** Customer Services  
**By telephoning** 01 44 51 80 28

Any further information required can be obtained from the Client Services Department, Tel.: 01 44 51 80 28.

## 2. DIRECTORY

**Management Company** ODDO BHF ASSET MANAGEMENT SAS,  
société par actions simplifiée (simplified joint stock company)  
(hereinafter the "**Management Company**")  
Portfolio Management Company approved by the AMF (number GP 99011)  
12, Boulevard de la Madeleine - 75009 Paris

<b>Custodian, Depository, Establishment in charge of liabilities management delegated by the Management Company</b>	<p>ODDO BHF SCA, a <i>société en commandite par actions</i> (general partnership limited by shares) (hereinafter the “<b>Custodian</b>”). Approved by the French Prudential Control and Resolution Authority 12, Boulevard de la Madeleine - 75009 Paris</p> <p>ODDO BHF SCA acts as custodian for the Fund.</p> <p>The Custodian carries out the following duties, as defined in the applicable regulations: holding the portfolio assets in safekeeping, overseeing the Management Company’s decisions and monitoring the Fund’s cash flow.</p> <p>By virtue of delegation by the Management Company, the Custodian is also responsible for the management of Fund liabilities, which includes centralising subscription and redemption orders for Fund units, as well as keeping an account of Fund units issued.</p> <p>In certain countries, the Custodian delegates its safekeeping activities. A description of the safekeeping activities delegated, the list of delegates and sub-delegates of the Custodian and information on the conflicts of interest liable to result from such delegation are available on the Management Company’s website: <a href="http://am.oddo-bhf.com">http://am.oddo-bhf.com</a>. Investors may also request up-to-date information on this from the Management Company.</p> <p>As an entity, the Custodian is independent of the Management Company.</p>
<b>Administration and Accounting delegated to</b>	<p>EUROPEAN FUND ADMINISTRATION FRANCE SAS (EFA FRANCE) 17, rue de la Banque 75002 Paris</p> <p>The role of EFA is to calculate the net asset value of the Fund and provide other services listed in the agreement. Any conflicts of interest arising as a result of this delegation will be handled in accordance with the policy for managing conflicts of interest, available on the Management Company’s website: <a href="http://am.oddo-bhf.com">http://am.oddo-bhf.com</a>.</p>
<b>Statutory auditor</b>	<p>MAZARS 61 rue Henri Regnault 92075 Paris - La Défense Cedex Represented by Mr Gilles Dunand-Roux</p>
<b>Promoter</b>	<p>ODDO BHF ASSET MANAGEMENT SAS, a <i>société par actions simplifiée</i> (simplified joint stock company) Portfolio Management Company approved by the AMF (number GP 99011) 12, Bd de la Madeleine – 75009 Paris</p> <p>The list of promoters is not exhaustive mainly due to the fact that the Fund is listed on Euroclear. Thus, some promoters may not be mandated by or known to the Management Company.</p>
<b>Assignees</b>	None
<b>Advisers</b>	None
<b>Agent for receiving subscription and redemption orders as delegated by the Management Company</b>	<p>ODDO BHF SCA, a <i>société en commandite par actions</i> (general partnership limited by shares) Bank approved by the French Prudential Control and Resolution Authority 12, boulevard de la Madeleine 75009 Paris</p>
<b>Other agent for receiving subscription and redemption orders</b>	<p>CACEIS BANK, Luxembourg Branch (prior to centralising) 5, allée Scheffer L-2520 Luxembourg</p>

## OPERATING AND MANAGEMENT PROCEDURES

### I. GENERAL CHARACTERISTICS OF THE UNITS:

<b>Rights attached to the units</b>	<p>The rights of the Fund's co-owners are represented by units, with each unit corresponding to the same fraction of the Fund's assets. Each unitholder has a co-ownership right in the assets of the Fund proportional to the number of units they hold.</p> <p>The distributable income consists of:</p> <p>1° The net income for the financial year plus retained earnings, plus or minus the balance of the income equalisation accounts for the last financial year.</p> <p>2° The realised capital gains, net of fees, minus realised capital losses, net of fees, recorded during the financial year, plus net capital gains of the same kind recorded during previous financial years and that have not been subject to distribution or accumulation, plus or minus the balance of the capital gains equalisation accounts.</p> <p>The categories of income referenced in points 1° and 2° respectively may be distributed, in full or in part, independently of each other.</p>
<b>Inclusion in a register</b>	<p>The Management Company delegates the management of liabilities to the Custodian.</p>
<b>Voting rights</b>	<p>No voting rights are attributed to the ownership of units. Decisions concerning the Fund are taken by the Management Company. The voting rights attached to the securities held by the Fund are exercised by the Management Company, which has the sole power to take decisions, pursuant to regulations in force. The Management Company's voting policy may be consulted at its registered office or online at <a href="http://am.oddo-bhf.com">http://am.oddo-bhf.com</a> in accordance with article 314-100 of the AMF General Regulation. Unitholders can obtain a report of the Management Company's voting activities from the Management Company.</p>
<b>Form of units</b>	<p>Listed on Euroclear France</p> <p>Units are issued in bearer form. They cannot be issued in or converted into registered form.</p>
<b>Fractions of units</b>	<p>The Fund's units may be subscribed or redeemed in thousandths of units.</p>
<b>Financial year-end</b>	<p>Last trading day of the Paris Stock Exchange in March.</p>
<b>Tax regime</b>	<p><b><u>General provisions</u></b></p> <p>The Fund is eligible for the French Equity Savings Plan (<i>Plan d'Epargne en Actions</i> or PEA) and may also be used for life insurance policies.</p> <p>A minimum of 75% of the Fund's assets shall be invested in securities whose issuers have their registered office in a European Union Member State, Iceland or Norway.</p> <p>As of 1 July 2014, the Fund shall be governed by the provisions of appendix II, point II. B. of the Agreement (IGA) signed on 14 November 2013 between the government of the French Republic and the government of the United States of America so as to improve compliance with tax obligations at an international level and implement the act governing compliance with these obligations for foreign accounts (FATCA).</p> <p>This prospectus does not purport to set out the tax implications for investors of subscribing, redeeming, holding or selling the Fund's units. These implications will vary, depending on the laws and practices that apply in the country of residence, domicile or incorporation of the unitholders and on their personal situations.</p> <p>Abroad, in the countries where the Fund invests, capital gains on the sale of securities and income from foreign sources received by the Fund may be subject to tax, generally in the form of withholding tax. The amount of withholding tax due may be reduced or waived when the governments in question have signed tax treaties.</p> <p>Depending on your tax status, your country of residence or the jurisdiction from which you invest in the Fund, any capital gains and income resulting from the holding of units of the Fund may be subject to taxation. We advise you to consult a tax advisor in relation to the potential consequences of purchasing, holding, selling or redeeming units of the Fund according to the laws of your country of tax residence, ordinary residence or domicile.</p>

Neither the Management Company nor the Promoters shall accept any responsibility whatsoever for the tax consequences that may arise for investors following a decision to purchase, hold, sell or redeem units of the Fund.

Redemption of unit followed by a subscription:

As the Fund is made up of several unit classes, a conversion from one class of units by means of a redemption followed by a subscription of another class of units constitutes, for tax purposes, a sale in return for payment of a consideration likely to generate a taxable gain.

### **Specific provisions of the German Investment Taxation Act**

The German Investment Tax Act (GITA) provides for a partial tax exemption for certain German residents investing in equity investment funds (subject to a minimum equity quota of 51%) or mixed investment funds (subject to a minimum equity quota of 25%). This new tax treatment will enter into force on 1 January 2018 (though the GITA itself has come into effect as of 27 July 2016, with certain changes being applicable as of 1 January 2016 with retroactive effect).

In accordance with article 5a of the Fund's regulations, the "Investment strategy" and "composition of assets" sections of the Prospectus set forth the instruments and deposits which are eligible to form part of the Fund's assets. It is confirmed in the "Investment strategy" section of this Prospectus that the Fund invests in a minimum equity quota as set forth by the GITA (as amended).

For this purpose, "equity participations" shall mean, in accordance with Section 2 para. 8 of the GITA:

- participations in capital companies which are listed on a stock exchange or listed on an organised market;
- participations in capital companies which are not real estate companies and which are incorporated in a member state of the European Union or the European Economic Area and are subject to income taxation for capital companies there and are not tax-exempt;
- participations in capital companies which are incorporated in a third country and are subject to income taxation for capital companies there at a minimum rate of 15% and are not tax-exempt;
- shares or units in equity investment funds according to Section 2 para. 6 of the GITA with an amount of 51% of their value; and
- shares or units in mixed investment funds according to Section 2 para. 7 of the GITA with an amount of 25% of their value.

German residents are invited to consult their own tax advisor for further information on the provisions of the GITA.

## **II. SPECIFIC PROVISIONS:**

### **ISIN codes**

CR-EUR units: FR0011160340  
CI-EUR units: FR0007044680  
GC-EUR units: FR0011603869  
CL-EUR units: FR0011651785  
CN-EUR units: FR0013096344

### **Classification**

"Euro Zone equities" fund.

### **Fund of funds**

Less than 10% of the net assets.

### **Investment objective**

The Fund seeks to outperform the MSCI EMU Net Return EUR index over a minimum investment horizon of five years by selecting Euro Zone growth stocks trading at a reasonable price.

## Benchmark index

The MSCI EMU Net Return EUR is an index representing Euro Zone equities. The performance of this index takes into account the dividends paid in respect of the shares comprising the index. The benchmark index is calculated in euro at closing prices. This index is available on Bloomberg: MSCI EMU Net Return EUR (code: M7EM Index)

Investors are advised that the benchmark index does not constitute a limitation on the Fund's investment universe. It allows the investor to assess the Fund's risk profile. The Fund's performance and composition may differ substantially from those of its benchmark index.

## Investment strategy

The management strategy implemented is a discretionary investment strategy based on stock-picking and a rigorous procedure for selecting European growth stocks with reasonable valuation ratios ("*Growth at Reasonable Price*").

The strategy consists in adopting two types of positions:

- The Fund favours medium and long-term positions, depending on the manager's macroeconomic forecasts and convictions on fundamental trends relating to the main national macroeconomic indicators. These indicators may be growth, inflation or unemployment rates as well as intervention levels of different banks. The medium and long-term positions rely on convictions based on company management, business visibility and financial solidity as well as the potential for growth and, where applicable, for capital gains through a delisting of the stock (takeover bid, public exchange offer, etc.).
- Depending on market conditions, the manager may supplement medium and long-term positions with tactical short-term positions, set up on the basis of information obtained through technical analysis, flow analysis and financial publications.

Depending on the market situation, assessed on a discretionary basis by the manager, the proportion of positions resulting from the implementation of strategies based on short-term, medium-term or long-term expectations varies (no pre-established range).

The portfolio's total exposure to the various asset classes (equities, fixed-income, foreign exchange), including derivatives, is limited to 100% of net assets.

The Fund invests at least 51% of its total value in equity participations, within the meaning of Section 2 Para. 8 of the German Investment Tax Act (GITA) and as laid down in the 'Tax regime' section of this Prospectus.

## Composition of assets

### 1 - Assets (excluding derivatives)

The Fund may invest in all the asset classes described below without any sector allocation restrictions: the Fund may invest its assets in any economic sector.

- **Equities:**

Between 75% and 100% of the Fund's assets are permanently invested in equities traded on regulated Euro Zone markets. Exposure to currency risk and the risk related to markets outside of the Euro Zone or the OECD is limited to 10% of the Fund's net assets.

The Fund invests in equities issued by companies of any capitalisation. The securities of small and mid caps (less than 1 billion euro) may represent up to 50% of the portfolio. (This ratio excludes investments in companies which were initially large caps but which became small or mid caps following a sharp fall in the equity markets).

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

Between 0% and 25% of the Fund shall be invested in money market instruments as part of cash management; this portfolio component shall consist mainly of debt securities such as transferable debt securities, money market instruments and short-term bonds rated "investment grade", i.e. between AAA and BBB- (Standard and Poor's or deemed equivalent by the Management Company or using the Management Company's internal rating), as well as repurchase agreements on these assets.

The Management Company does not use the ratings issued by ratings agencies automatically or in isolation, as it also applies its own internal analysis. In the event of a passive breach (rating downgrade), the Management Company will take the interests of unitholders, market conditions and its own analysis of these fixed income products into account when respecting rating limits.

The Fund's investments are not subject to any conditions as to the nature of the planned market of issue (primary or secondary market) or the quality of the issuer: the debt securities and money market instruments targeted can come from both corporate and government issuers. The allocation between corporate and government debt is left to the manager to decide.

- **UCI shares or units:**

Up to 10% of the Fund may be invested in shares or units of:

- of French or foreign UCITS that may not invest more than 10% of their assets in units or shares of other UCITS, AIFs or investment funds;
- of French AIFs or AIFs from other EU Member States;
- of investment funds established under foreign law.

The units or shares of these AIFs and investment funds must meet the four criteria under article R214-13 of the French Monetary and Financial Code, namely: (i) that they are subject to regulations equivalent to those applicable to UCITS and that there is cooperation between the AMF and the regulatory body of the AIF; (ii) that the level of protection granted to unitholders is equivalent to that of UCITS; (iii) that they issue semi-annual and annual reports explaining their activities; and (iv) that they must not themselves invest over 10% of their assets in units or shares of other UCITS, AIFs or foreign investment funds.

These funds may be managed by ODDO BHF Asset Management SAS and/or ODDO BHF Asset Management GmbH. The investment strategies of these funds will be compatible with that of the Fund.

## **2 - Financial futures and options**

The Fund may invest in financial futures or options traded on regulated, organised or OTC markets in the European Union, including Euro Zone countries. In this context, the manager may take positions in forwards or options on a share, index, currency or interest rates (or a future on these underlyings) in order to expose the portfolio or hedge it against any risk incurred in its management, up to the limit of 100% of its net assets.

The Fund may also use interest rate, equity or equity index swaps subject to two restrictions: total exposure must not exceed 100% of assets, and risk exposure in relation to a single counterparty may not exceed 10%.

These instruments shall be held without seeking overexposure, up to the limit of 100% of the Fund's net assets.

The Fund will not use total return swaps.

## **3 - Securities with embedded derivatives**

In order to achieve the investment objective, the manager may take positions in subscription certificates and equity warrants to expose the portfolio or hedge any risk incurred in its management, up to the limit of 10% of the net assets.

## **4 - Deposits**

The Fund may use deposits to optimise the return on the Fund's cash holdings, up to the limit of 20% of its net assets. Used as part of day-to-day management of the Fund's cash assets, these will contribute to achieving the investment objective based on their level of return.



## **5 - Cash borrowing**

Pursuant to the applicable regulations, the Fund may borrow the equivalent of up to 10% of its net assets in cash in order to cover a temporary delay between incoming and outgoing funds relating to purchases and sales of securities issued on the market, or to cover large redemptions.

## **6 - Temporary purchases and sales of securities:**

The Fund may, for cash management purposes, investment of the guarantees obtained in the context of securities lending or to maximise Fund income, use:

- reverse repurchase agreements,
- securities lending.

Any temporary sales or purchases of securities shall all be conducted under market conditions and within the following limits:

- up to 20% of the Fund's net assets for securities lending, and
- up to 20% of the Fund's net assets for reverse repurchase agreements.

These operations shall be performed on the equities, debt securities, money market instruments and UCI units or shares referred to in the "Assets (excluding derivatives)" section.

The targeted proportion of AUM to be used for securities lending will be 20%.

The targeted proportion of AUM to be used for reverse repurchase agreements will be 10%.

Within the scope of these transactions, the Fund may receive or issue financial guarantees (collateral). Their operation and characteristics are presented under "Collateral management".

Temporary purchases and sales of securities may be carried out with ODDO BHF SCA or with EU banks that have a minimum credit rating of A-.

Additional information can be found under the heading "Fees and expenses".

For further information, please refer to the Fund's annual report.

## **7 - Collateral management**

Within the scope of OTC financial derivatives transactions and temporary purchases and sales of securities, the Fund may receive or issue financial assets as guarantees.

The purpose of receiving financial guarantees is to reduce the Fund's exposure to counterparty default risk. They will consist solely of cash.

As an exception to the above, and only in the case of reverse repurchase operations, the Fund will receive traditional fixed income securities rated at least A- and/or securities issued by governments with a rating of at least AA- as collateral. In any case, the issue of the security received as collateral must be larger than EUR 100 million and the Fund's participation will be limited to 10%.

Transactions potentially requiring the use of financial guarantees shall be carried out with a European Union credit institution that may belong to the ODDO BHF group.

Any financial guarantees (collateral) received shall also, in accordance with regulations, comply with the following:

- liquidity, valuation (at least daily and assets which do not offer high volatility unless adequate discounts can be obtained), issuer creditworthiness, correlation (independence vis-à-vis the counterparty) and diversification (with a maximum exposure to a given issuer of 20% of net assets) criteria;
- it shall be held by the Custodian of the Fund or any third party, in a segregated account, subject to prudential supervision and which has no connection with the provider of the financial guarantees;
- financial guarantees received must be available for full execution by the Fund at any time without consulting the counterparty or the counterparty's consent;
- financial guarantees received as cash shall only be placed as deposits with eligible institutions

or invested in top-tier government bonds or used in reverse repurchase transactions (provided that such transactions are concluded with credit institutions subject to prudential supervision and on the condition that the Fund is in a position to recall the total cash amount at any time, accounting for accrued interest) or invested in short-term money market UCIs;  
- the financial guarantees shall not be reused.

## **Risk profile**

Your money will be invested in financial instruments selected by the Management Company. These instruments are subject to the market's movements and fluctuations.

The risks identified by the Management Company and presented below are not exhaustive. Investors are responsible for forming their own opinion independently from that of the Management Company, assessing the risk of any investments they make, with the assistance of a financial investment adviser where applicable, and for ensuring that the investment envisaged is suited to their financial situation and ability to assume financial risks. Please refer to the Key Investor Information Document for information on the risk category to which this Fund belongs.

In particular, the Fund will be exposed to the following risks:

### **Risk of capital loss**

The Fund is not guaranteed or protected; investors may not get back their initial investment in full.

### **Equity risk**

The Fund invests, either directly or indirectly and up to a maximum of 100%, in one or more equity markets that may experience significant fluctuations. The Fund's net asset value could fall during periods in which the equity market is falling.

### **Risk associated with discretionary management**

This risk is linked to the investment style, which is based on expectations regarding the performance of the various markets. There is a risk that the Fund may not be invested in the best-performing markets or securities at all times. The Fund's performance therefore depends on the manager's ability to anticipate movements in the markets or in individual securities. This risk may result in a fall in the net asset value of the Fund and a capital loss for the investor.

### **Risk associated with investment in small and mid caps**

The Fund may be exposed to small and medium capitalisations. Price fluctuations, both upward and downward, are more acute and more abrupt than for large capitalisations, and may therefore result in sharp variations in the net asset value. Furthermore, the low volumes traded on these markets may result in liquidity risk. This type of investment may affect the Fund's valuation and the prices at which the Fund may be obliged to liquidate its positions, particularly in the case of large redemptions, and may even make it impossible for the Fund to sell its holdings, as a result of which the Fund's net asset value may fall.

### **Interest rate risk**

Interest rate risk corresponds to the risk linked to a rise in bond market interest rates, which causes bond prices and therefore the net asset value of the Fund to fall.

**Credit risk**

This is the risk of a potential downgrading of an issuer's credit rating, or in an extreme case its default, which would have a negative impact on the price of the debt securities issued and therefore on the net asset value of the Fund. This could result in a capital loss. Credit risk varies according to expectations, bond maturities and the level of confidence in each issuer. This may restrict the liquidity of the securities of a particular issuer and have a negative impact on the net asset value of the Fund, especially if the Fund liquidates its positions in a market where transaction volumes are low.

**Counterparty risk**

This is the risk of a counterparty's collapse, causing it to default on payment. The Fund may be exposed to the counterparty risk caused by the use of forward financial instruments contracted over-the-counter with credit institutions or contracts for the temporary purchase or sale of securities. The Fund is therefore exposed to the risk that one of these credit institutions may not be able to honour its commitments in connection with such instruments. Certain contracts exposing the Fund to counterparty risk may be concluded with a company belonging to the ODDO BHF group.

**Risk associated with commitments on forward financial instruments**

Without seeking overexposure, the Fund may invest up to 100% of net assets in forward financial instruments (in particular futures, options, etc.), which may present a downside risk to its net asset value.

**Risks associated with securities financing transactions and collateral management**

Investors may be exposed to legal risk (arising from the legal documentation, the application of agreements and the limits imposed by them) and to the risk associated with the reuse of securities received as collateral, given that the net asset value of the Fund may vary depending on fluctuations in the value of the securities acquired through investment in cash received as collateral. In exceptional market conditions, investors may also be exposed to liquidity risk, making it difficult, for example, to trade certain securities.

The Fund will be exposed, to a limited extent, to the following risks:

**Currency risk**

This risk is linked to portfolios invested partially in securities denominated in currencies other than the Fund's reference currency and corresponds to the variation in the exchange rate between these currencies and the Fund's reference currency. As such, the value a security may be affected by a change in the value of its reference currency against the euro, even though its value in its base currency may not change, thereby causing the net asset value of the Fund to fall.

**Emerging markets risk**

This risk is linked to the operating and monitoring conditions on emerging markets to which the Fund is exposed, which may deviate from the standards that exist on the large international markets and may be affected by various disruptions (such as changes in taxation or political stability, or a temporary lack of liquidity on these securities). These disruptions may trigger settlement/delivery problems likely to have an impact on the prices at which the Fund may be obliged to liquidate its positions, which may then result in a sharp fall in the Fund's net asset value.

**Guarantee or protection**

None (neither the capital nor the performance are guaranteed).

## INVESTORS AND UNITS

**Target investors**

The units have not been, and shall not be, registered under the 1933 US Securities Act (hereinafter "the Act of 1933"), or under any law applicable in a US State, and the units may not be directly or indirectly assigned, offered or sold in the United States of America (including its territories and possessions) for the benefit of any US persons (hereinafter "US Persons"), as defined by US "Regulation S" under the Act of 1933 adopted by the Securities and Exchange Commission or SEC, except if (i) the units are registered or (ii) an exemption is applicable (with the prior consent of the Management Company's CEO). The Fund is not, and shall not, be registered under the US Investment Company Act of 1940. Any resale or assigning of units in

the United States of America or to a "US Person" may constitute a violation of US law and require the prior written consent of the Management Company's CEO. Persons wishing to purchase or subscribe units shall be required to certify in writing that they are not "US Persons".

All unitholders must immediately inform the Fund if they become a "US Person". Any unitholder that becomes a US Person shall no longer be authorised to purchase new units and may be requested to dispose of their units at any time for the benefit of persons who do not have "US Person" status.

The term "US Person" has the same meaning in the Prospectus as the definition given in SEC Regulation S (Part 230 - 17 CFR 230.903). This definition of a "US Person" is available at <http://www.sec.gov/about/laws/secrulesregs.htm>.

In accordance with the provisions of the Foreign Account Tax Compliance Act ("FATCA"), applicable as of 1 July 2014, if the Fund directly or indirectly invests in US assets, the income from these investments may be subject to 30% withholding tax. To avoid the payment of this 30% withholding tax, France and the United States have concluded an intergovernmental agreement whereby non-US financial institutions ("foreign financial institutions") undertake to set up a procedure to identify direct or indirect investors with US taxpayer status and transmit certain information about these investors to the French tax authorities, which will communicate it to the US tax authorities ("Internal Revenue Service").

In its capacity as a foreign financial institution, the Fund undertakes to comply with FATCA and to take any measures required by the aforementioned intergovernmental agreement.

Except for these restrictions, the Fund is open to all investors, while bearing the following in mind.

CR-EUR units are primarily aimed at retail investors.

CI-EUR units are only accessible to eligible counterparties and professional investors per se according to the MiFID II Directive.

GC-EUR units are reserved for (i) insurance companies approved by ODDO BHF Asset Management SAS, to represent unit-linked products subscribed as part of "advisory management" contracts in their range and for (ii) ODDO BHF SCA clients also having signed an advisory agreement with an ODDO BHF SCA financial investment advisory partner.

CL-EUR units are reserved for institutional investors domiciled in Latin American countries, excluding prohibited countries included on the Financial Action Task Force (FATF) list and on the current French list.

CN-EUR units are available solely at the discretion of the Management Company and will not pay any distribution fees or rebates. Units reserved for (1) investors subscribing via an intermediary providing the service of investment advice on an independent basis pursuant to the MiFID II Directive, (ii) investors subscribing via a financial intermediary on the basis of a fee agreement concluded between the investor and the intermediary and mentioning that the intermediary is exclusively paid by the investor, (iii) companies providing the service of portfolio management pursuant to the MiFID II Directive, (iv) UCIs managed by ODDO BHF Group entities, and (v) ODDO BHF SCA when providing the service of investment advice on the basis of a written fee agreement concluded with its client.

#### **Typical investor profile**

The Fund is intended mainly for anyone wishing to invest in small and mid-cap stocks of EU countries as part of a PEA: it is therefore assumed that investors are familiar with the equity markets and their volatility.

The amount that is appropriate to invest in this Fund depends on your personal wealth. To determine this amount, investors should consider their personal wealth/assets, their current financial needs and those in five years as well as their willingness to accept risks or their preference for a more 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 Fund.

#### **Recommended investment horizon**

The recommended investment period is 5 years.

<b>Allocation of distributable income (income and capital gains)</b>	CR-EUR, CI-EUR, GC-EUR, CL-EUR and CN-EUR units: Accumulation
<b>Base currency</b>	CR-EUR, CI-EUR, GC-EUR, CL-EUR and CN-EUR units: the units are denominated in euro.
<b>Form of units</b>	CR-EUR, CI-EUR, GC-EUR, CL-EUR and CN-EUR units: bearer.
<b>Fractions of units</b>	CR-EUR, CI-EUR, GC-EUR, CL-EUR and CN-EUR units: subscriptions and redemptions in thousandths of units.

### Subscription and redemption procedures

<b>Terms and conditions of subscriptions and redemptions</b>	<p>Subscription and redemption requests are centralised by the Custodian every net asset value calculation day until 11:15 (Paris time, CET/CEST) and executed on the basis of the net asset value of the same day. The resulting settlements shall be carried out on the second trading day following the NAV date.</p> <p>Any order received by the Custodian after this time will be executed at the following net asset value.</p>
<b>Initial value of the unit</b>	<p>CR-EUR units: EUR 100  CI-EUR units: EUR 10,000  GC-EUR units: EUR 100  CL-EUR units: EUR 100,000  CN-EUR units: EUR 100</p>
<b>Minimum initial investment</b>	<p>CR-EUR units and CN-EUR units: one (1) unit  CI-EUR units: one hundred thousand (100,000) euro*  GC-EUR: one hundred (100) euro  CL-EUR units: fifteen million (15,000,000) euro*</p> <p><i>* With the exception of the Management Company, companies in the Management Company's group and UCIs and mandates managed by the Management Company, from which no minimum subscription is required.</i></p>
<b>Minimum subsequent investment</b>	<p>CR-EUR units: 1 thousandth of a unit  CI-EUR units: 1 thousandth of a unit  GC-EUR units: 1 thousandth of a unit  CL-EUR units: 1 thousandth of a unit  CN-EUR units: 1 thousandth of a unit</p>
<b>Centralisation agent for subscription and redemption requests delegated by the Management Company:</b>	<p>ODDO BHF SCA  12, Bd de la Madeleine – 75009 Paris</p> <p>The Fund's promoters must send subscription and/or redemption orders to the Centralising Agent no later than the centralisation cut-off time. Any order received by the Centralising Agent after this time will be executed at the following net asset value.</p> <p>Promoters may apply their own cut-off time, which may be earlier than the cut-off time mentioned above, in order to take into account the time required to transmit orders to the centralising agent. It is the investor's responsibility to obtain information on the time at which his order has been received by the promoter for processing.</p>
<b>Date and frequency of calculation of net asset value</b>	The net asset value is calculated daily, according to the Euronext Paris calendar, with the exception of public holidays on the French Stock Exchange.
<b>Place and methods of publication or communication of net asset value</b>	This information can be obtained on a daily basis from the Management Company (ODDO BHF Asset Management SAS) and the Custodian (ODDO BHF SCA) at 12, Boulevard de la Madeleine, 75009 Paris, and from the website <a href="http://am.oddo-bhf.com">http://am.oddo-bhf.com</a> .

**Notification of portfolio structure** The Management Company may, upon request, notify professional investors subject to the obligations resulting from Directive 2009/138/EC (the Solvency II Directive) of the structure of the Fund's portfolio at the earliest 48 hours from the last publication of the net asset value. The information provided shall be treated with the utmost confidentiality and shall only be used for the calculation of prudential requirements. It cannot, under any circumstances, be used for illegal activities such as market timing or late trading by unitholders in possession of such information.

## INFORMATION ON FEES, EXPENSES AND TAXATION

### Fees and expenses

#### Subscription and redemption fees:

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

Fees payable by the investor on subscriptions and redemptions	Basis	Rate (CR-EUR, CI-EUR, GC-EUR, CL-EUR and CN-EUR units)
Subscription fee not payable to the Fund (1)	NAV x number of units	4% maximum
Subscription fee payable to the Fund	NAV x number of units	None
Redemption fee not payable to the Fund	NAV x number of units	None
Redemption fee payable to the Fund	NAV x number of units	None

(1) any redemption and subscription orders for the same investor executed on the same valuation day and relating to the same number of units shall not incur a subscription fee.

Fees charged to the Fund	Basis	Rate (CR-EUR, CI-EUR, GC-EUR, CL-EUR and CN-EUR units)
Financial management fees and administrative fees not payable to the Management Company (statutory auditor, custodian, distributors, lawyers, etc.)	Net asset value, UCITS excluded	CR-EUR units: maximum 2% inclusive of tax
		CI-EUR and GC-EUR units: maximum of 1.5%, inclusive of tax
		CN-EUR units: maximum of 1.55%, inclusive of tax
		CL-EUR units: maximum of 1.75%, inclusive of tax
Performance fees*	Net assets	CR-EUR, CI-EUR, GC-EUR and CN-EUR units: 20% of the Fund's outperformance relative to its benchmark index ( <i>MSCI EMU Net Return EUR</i> ) provided that the Fund's performance is positive.
		CL-EUR units: None
Transaction fees charged by stakeholders: - Management Company: 100%	Payable on each transaction	-Equities: 0.10% with a minimum of EUR 7.50 exclusive of tax  - Bonds: flat fee, depending on maturity, up to a maximum of EUR 50 per EUR 1 million and a minimum of EUR 7.50 exclusive of tax;  - Derivatives: variable, depending on the amount invoiced by the broker.

\* **Performance fee:** a variable fee based on a comparison between the Fund's performance and that of the benchmark index over the reference period for the Fund.

- The performance fee calculation method is intended to determine the "value created by the manager" in absolute terms: this amounts to comparing the funds received (i.e. subscriptions) to the funds returned (i.e. redemptions) plus assets under management (i.e. net assets).

- Sums received are represented by the "indexed NAV" (or fictitious fund), which is the point of comparison. The indexed NAV is calculated in the same manner as a meter: each time the net asset value is calculated, subscriptions from T-1 are indexed using the performance of the comparison index from T-1 to T. This gives us a theoretical NAV, on the basis of which each subscription is immediately invested in the comparison index. The performance fee provision amount is not linked to the amount of subscriptions: for example, if the book NAV rises by EUR 1 million (following a subscription), the indexed NAV will rise by the same amount, meaning the performance fee provision amount is unaltered.

In the event of redemption, the outperformance linked with redemptions shall be subject to a specific provision, separate from the provision for outperformance on assets under management. The outperformance linked to redemptions is defined as a proportion (i.e. the number of units redeemed divided by the total number of units) of the outperformance on assets under management. This is calculated in the same manner as a meter and allows for the "crystallization" of the provision for the outperformance corresponding to the redeemed shares. The indexed NAV is also adjusted by the redemption ratio. Hence, in the case of redemptions, the provision corresponding to the outperformance of the total NAV is transferred to the provision corresponding to the outperformance of the redeemed shares. However, the total provision is not linked to the amount of redemptions. The outperformance provision linked to redemptions is definitively allocated to the management company and deducted at the end of the financial year.

The Fund's performance is determined on the basis of its book value after taking into account fixed management fees and before deduction of the performance fee.

Once the Fund records a positive performance that exceeds that of its benchmark index in a given reference period, a provision of a maximum of 20% of this outperformance is established upon each NAV calculation.

In the event that the Fund underperforms its benchmark index between two net asset values, any previously accumulated provision shall be reduced accordingly. The amounts deducted from the provision cannot exceed the amount previously accumulated.

This variable fee will only be definitively transferred to the Management Company at the end of the reference period and only if, over the reference period, the Fund's performance is positive and exceeds that of its benchmark index. It is deducted from the last NAV calculation of the financial year and paid annually to the Management Company, provided that on that date the reference period is at least equal to one year.

A detailed description of the method used to calculate the performance fee may be obtained from the Management Company.

#### **Methods of calculating and sharing the return on temporary purchases and sales of securities:**

The remuneration received from temporary sales of securities (lending and repurchase of securities) is repaid to the Fund, less operating costs invoiced by the counterparty, potentially amounting to up to 50% of this remuneration.

With respect to temporary purchases of securities (reverse repurchase transactions), the Fund is the direct counterparty in such transactions and receives the full amount of the remuneration.

The Management Company does not receive any remuneration in respect of temporary purchases and sales of securities.

In the context of temporary sales of securities, the service provider used by the Fund shall be a credit institution with its registered office located within a European Union member state. This service provider shall act independently from the Fund systematically as a counterparty to market transactions. This service provider may be part of the ODDO BHF group. For more information, please refer to the Fund's annual report.

All of these charges are quoted inclusive of tax.

For further information, please refer to the Fund's annual report.

#### **Procedure for the selection of intermediaries:**

Intermediaries and counterparties are selected by management staff using a competitive tendering procedure from a predefined list. This list is drawn up using precise selection criteria laid down in the market intermediary selection policy which may be consulted on the Management Company's website.

## COMMERCIAL INFORMATION

### Subscription and redemption of units

Subscription and redemption procedures are presented in the section “Subscription and redemption procedures”.

### Information relating to the Fund is provided by:

**Company** ODDO BHF Asset Management SAS  
**Address** 12, Bd de la Madeleine – 75009 Paris  
**Email** [information\\_oam@oddo-bhf.com](mailto:information_oam@oddo-bhf.com)

Information is also available:

**On the website** <http://am.oddo-bhf.com>  
**By contacting** Customer Services  
**By telephoning** 01 44 51 80 28

The AMF website [www.amf-france.org](http://www.amf-france.org) provides additional information on the list of regulatory documents and all provisions relating to investor protection.

## INFORMATION ON ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) CRITERIA:

Additional information on the application of ESG criteria by the Management Company shall be available in the Fund’s annual report and on the Management Company’s website: <http://am.oddo-bhf.com>.

**Publication date of the prospectus** 01/06//2018

## INVESTMENT RULES

The legal investment rules applicable to the Fund are those that govern UCITS under Directive 2009/65/EC investing no more than 10% of their assets in other UCI, as well as those applicable to the AMF’s “Euro Zone equities” classification.

## GLOBAL RISK

The Fund’s overall risk is calculated according to the method used to calculate the commitment.

## ASSET VALUATION AND ACCOUNTING RULES

### Asset valuation rules:

The calculation of the net asset value per unit is subject to the following valuation rules:

- financial instruments and transferable securities traded on regulated markets are valued at their market price using the following principles:
- The valuation is based on the last official market price.

The market price used depends on the market on which the instrument is listed:

European markets: Last market price on the net asset value calculation day  
Asian markets: Last market price on the net asset value calculation day  
North and South American markets: Last market price on the net asset value calculation day

The prices used are those obtained from financial information providers and available on the following day at 09:00 (Paris time): Fininfo or Bloomberg. In the event that no price is available for a security, the last known price is used.

However, the following instruments are valued using the following specific valuation methods:

- Financial instruments that are not traded on a regulated market are valued under the Management Company’s responsibility at their foreseeable sale prices.  
In particular, transferable debt securities and similar securities that are not traded in large volumes are valued by means of an actuarial method; the reference rate used is that applied to issues of equivalent securities plus or minus, where applicable, a differential reflecting the issuer’s specific characteristics. Nevertheless, transferable debt securities with low sensitivity and a



- residual maturity of less than or equal to three months may be valued using the straight-line method.
- Financial contracts (futures, options or swap transactions concluded on over-the-counter markets) are valued at their market value or at a value estimated according to the terms and conditions determined by the Management Company. The method for valuing off-balance sheet commitments consists in valuing futures contracts at their market price and in converting options into the equivalent value of the underlying.
- Financial guarantees: For the purposes of optimal counterparty risk management while also factoring in operational constraints, the management company applies a daily margin call system, per fund and per counterparty, with an activation threshold set at a maximum of EUR 100,000, based on an evaluation of the mark-to-market price.

Deposits are recorded based on their nominal value plus the interest calculated daily using the Eonia.

The prices used for the valuation of futures or options are consistent with those of the underlying securities. They may vary depending on where they are listed:

European markets:	Settlement price on the NAV calculation day, if different from the last price.
Asian markets:	Last market price on the NAV calculation day, if different from the last price.
North and South American markets:	Last market price on the NAV calculation day, if different from the last price.

In the event that no price is available for a future or option contract, the last known price is used.

Securities subject to a temporary acquisition or sale agreement are valued in accordance with the regulations in force. Securities received under repurchase agreements are recorded on their acquisition date under the heading "Receivables on securities received under a repurchase agreement (pension)" at the value fixed in the contract by the counterparty of the liquidity account concerned. For as long as they are held they are recognised at that value plus the accrued interest from the securities in custody.

Securities transferred under repurchase agreements are withdrawn from their account on the date of the transaction and the corresponding receivable is booked under the heading "Securities transferred under a repurchase agreement (pension)"; they are valued at their market value. The debt represented by securities transferred under repurchase agreements is recorded under the heading "Payables on securities transferred under a repurchase agreement (pension)" by the counterparty of the liquidity account concerned. It is maintained at the value determined in the contract plus any accrued interest on the debt.

- Other instruments: Units or shares of UCIs are valued at their last known net asset value.
- Financial instruments whose prices have not been determined on the valuation day or whose prices have been adjusted are valued under the Management Company's responsibility at their foreseeable sale prices. These valuations and their justification are communicated to the statutory auditor at the time of the audit.

### **Accounting methods:**

#### **Income accounting:**

The interest on bonds and debt securities is calculated using the accrued interest method.

#### **Transaction cost accounting:**

Transactions are recorded excluding fees.

## **REMUNERATION**

The management body in charge of the Management Company is responsible for drawing up, approving and monitoring the remuneration policy. It must ensure that the remuneration policy encourages employees to take risks in line with the risks taken by the funds managed by the Management Company, the investors having placed their assets in these funds and the Management Company itself. Each year, the Management Company shall identify those persons who may be qualified as risk takers in accordance with the regulations in force. The list of employees thus identified as risk takers shall then be submitted to the Remuneration Committee and passed on to the relevant management body. With regard to the variable remuneration component, the Management Company has set a significant threshold triggering payment of a deferred variable remuneration amount. In this way, an employee designated as being a risk taker and entitled to significant variable remuneration will receive a portion of this variable remuneration on a deferred basis. This deferred remuneration shall consist of 40% of the entire variable remuneration amount, from the first euro. Provisions relating to the deferred part of variable remuneration shall be calculated using a tool created by the Management Company. This tool consists of a basket of funds that represent each of the Management Company's management strategies, and each fund is weighted in proportion to the assets under management of the Management Company within each of its strategies. Detailed information on the remuneration policy is available on the Management Company's website (<http://am.oddo-bhf.com>). Investors may also request a hard copy of this information from the Management Company.

## INFORMATION FOR INVESTORS IN GERMANY

State Street Bank GmbH, Solmsstraße 83, 60486 Frankfurt am Main acts as German paying and information agent for the Fund in the Federal Republic of Germany (the “German Paying and Information Agent”).

Requests for the redemption of units may be submitted to the German Paying and Information Agent. Payment of redemption proceeds and dividends, if any, as well as any other payments may be made to unitholders upon their request through the German Paying and Information Agent.

The prospectus the Key Investor Information Documents, the Regulations and the annual and semi-annual reports, each in paper form, as well as the issue and redemption prices are available and may be obtained free of charge from the German Paying and Information Agent.

The issue and redemption prices of the units will be published on [www.fundinfo.com](http://www.fundinfo.com).

Any notices to German unitholders will be published on [www.am.oddo-bhf.com](http://www.am.oddo-bhf.com) and may also be obtained free of charge from the German Paying and Information Agent. Moreover, registered investors will be notified by way of durable media, and notices to German unitholders will be published on [www.fundinfo.com](http://www.fundinfo.com), in the following instances: suspension of the redemption of units; liquidation of the Fund; changes to the Regulations that are inconsistent with the existing investment principles, affect significant investor rights, or relate to remuneration or compensation of expenses (stating the background and the investors' rights), the merger of the Fund or the possible conversion of the Fund into a feeder fund.

Special risks resulting from tax publication requirements in Germany:

The Management Company must provide documentation to the German fiscal authorities upon request in order for such authorities to, e.g. verify the accuracy of the published tax information. The basis on which such figures are calculated is subject to interpretation and it cannot be guaranteed that the German fiscal authorities will accept or agree with the Management Company's calculation methodology in every material aspect. In addition, investors should be aware that, if it transpires that the published tax information is incorrect, any subsequent correction will, as a general rule, not have retrospective effect, but will only take effect during the current financial year. Consequently, the correction may positively or negatively affect the investors who receive a distribution or an attribution of deemed income distributions in the current financial year.

## **ADDITIONAL INFORMATION FOR INVESTORS IN AUSTRIA**

The management company has notified the Austrian Financial Market Authority ("FMA") of its intention to market shares of ODDO BHF Active All Cap (the "Fund") in Austria according to Sec 140 of the Austrian Investment Fund Act and is entitled to publicly market the shares of the Fund in Austria since completion of the notification procedure.

### **Paying and Information Agent**

"Erste Bank der Oesterreichischen Sparkassen AG"

Is the appointed paying and information agent of the Fund in Austria. Requests for information should be addressed the following address : "Erste Bank der oesterreichischen Sparkassen AG, OE 533, Graben 21, A-1010 Wien, Austria. Telephone : +43 (0) 50 100 11744 / Facsimile : +43 (0) 50 100 911744.

Applications for redemption of units of the Fund can be submitted to the paying and information agent. Payments to shareholders, including any redemption of the shares of the Fund or any distributions will be carried out via the paying and information agent on demand of the investor.

The prospectus of the Fund, the Fund's articles of association/rules, the annual and half-year reports, will be provided to investors in printed form at the premises of the management company and can also be obtained in printed form through the paying and information agent. Information on the issue and redemption price as well as the net asset value of the shares of the Fund can also be obtained from the paying and information agent. A German language version of the key investor information document within the meaning of Article 3 (1) of Commission Regulation (EU) No 583/2010 of 1 July 2010 will be provided to investors in printed form at the premises of the management company and at the premises of the paying and information agent.

### **Tax situation in Austria**

The Fund is a foreign investment fund in the meaning of Sec 188 of the Austrian Investment Fund Act. The shares of the Fund may be offered for public marketing in Austria and the dividend equivalent amounts are being calculated and provided by Erste Bank Oesterreichischen Sparkassen AG as Austrian tax representative appointed vis-à-vis the Austrian tax authorities pursuant to Sec 186 (2) (2) of the Austrian Investment Fund Act.

### **Private investors**

Distributions and dividend equivalent amounts of the Fund are subject to Austrian income tax. Insofar as an effective distribution does not take place, the total income from the investment of capital in the meaning of Sec 27 (2) of the Austrian Income Tax Act (dividends, interest) plus 60% of the positive difference from the income pursuant to Sec 27 (3) and (4) of the Austrian Income Tax Act (capital gains, income from derivatives) less expenses related thereto are deemed as distributed pursuant to Sec 186 (2) of the Austrian Investment Fund Act upon payment of the withholding tax (dividend equivalent amounts). In case the payment of the withholding tax does not occur within four months upon the end of the financial year, the dividend equivalent amounts are deemed as distributed as of the end of this period. In case the dividend equivalent amounts are in fact distributed at any time later, they are tax exempt. As of 1 April 2012, capital gains derived from the sale of shares of the Fund which are held as private assets are subject to income tax. Investors holding shares of the Fund as private assets are obliged to disclose distributions, dividend equivalent amounts and capital gains in its income tax returns. The income is subject to 25 % income tax.

### **Business investors**

Distributions, dividend equivalent amounts and capital gains of Investors holding the shares of the Fund as business assets, are also subject to income tax whereby in such case the total difference (and not only 60%) of the income pursuant to Sec 27 (3) and (4) of the Austrian Income Tax Act (capital gains, income from derivatives) less expenses related thereto is subject to taxation. Capital gains derived from the sale of shares of the Fund are also subject to taxation.

Distributions, dividend equivalent amounts and capital gains of investors holding the shares of the Fund as business assets, are also subject to 25% income tax (in case of individuals) or 25% corporate income tax (in case of legal entities).

### **Withholding tax**

In case the shares of the Fund are kept on an Austrian deposit, distributions are subject to 25 % withholding tax. Upon deduction of the withholding tax, the income tax of private investors is settled.

By Amendment on the Tax Amendment Act 2004 (*Abgabenänderungsgesetz 2004*, Federal Law Gazette I 2004/180), the option has been introduced to opt for withholding tax also regarding dividend equivalent amounts, provided that (i) the withholding tax on interest directly or indirectly realised by the investment fund including any income adjustments pursuant to Sec 93 (2) (3) and Sec 93 (3) (1) to (3) of the Austrian Income Tax Act are published on a daily basis and (ii) the withholding tax on the distributions and the deemed

distributions are published on a yearly basis via Oesterreichische Kontrollbank (Sec 93 (1) in conjunction with (3)(5) of the Austrian Income Tax Act, Sec 95 (2) of the Austrian Income Tax Act in conjunction with Sec 186 (2)(2) of the Austrian Investment Fund Act). This voluntary deduction of withholding tax is however only possible in case the shares of the Fund are deposited with a bank in Austria.

**Tax representative pursuant to Sec 186 (2) (2) InvFG**

“Erste Bank der oesterreichischen Sparkassen AG”  
OE 533, Graben 21, A-1010 Wien, Austria.  
Telephone : +43 (0) 50 100 11744 / Facsimile : +43 (0)50 100 911744.

## REGULATIONS

# ODDO BHF ACTIVE ALL CAP

### TITLE 1 - ASSETS AND UNITS

#### **Article 1 - Co-ownership units**

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

The term of the Fund is 99 years starting from its inception date, 27 March 2000, except in the event of early dissolution or extension as set forth in the present regulations.

Unit classes:

The characteristics of the various classes of units and their eligibility requirements are described in the Fund's Prospectus.

The different classes of units may:

- apply different dividend policies (distribution or accumulation);
- be denominated in different currencies;
- be charged different management fees;
- bear different subscription and redemption fees;
- have a different nominal value;
- be automatically hedged against currency risk, in part or in full, as defined in the prospectus. This hedge is created using financial instruments that reduce to a minimum the impact of the hedging transactions on the Fund's other unit classes;
- be reserved for one or several distribution networks.

The units may be merged or split.

Following the decision of the Management Company's CEO, units may be sub-divided into thousandths, referred to as fractions of units.

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

Lastly, the Management Company's CEO may decide, at its own discretion, to sub-divide the units by issuing new units, which shall be allocated to unitholders in exchange for their existing units.

#### **Article 2 - Minimum assets**

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

#### **Article 3 – Issue and redemption of units**

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

Units are issued in bearer form.

Subscriptions and redemptions are executed under the conditions and according to the procedures defined in the Fund's prospectus.

Units of the Fund may be listed on a stock exchange in accordance with the regulations in force.

Subscriptions must be fully paid up on the day the net asset value is calculated. They may be made in cash and/or by a contribution in kind in the form of financial instruments. The Management Company is entitled to refuse any securities offered and, for that purpose, must communicate its decision within seven days of the date on which the securities were tendered. If they are accepted, the securities contributed in kind are valued according to the rules laid down in article 4 and the subscription is based on the first net asset

value following acceptance of the relevant securities.

Redemptions are made exclusively in cash, except in the event of liquidation of the Fund when unitholders have agreed to be reimbursed in kind. They are settled by the registrar within a maximum of five days from the valuation day of the units.

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

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

In application of article L.214-8-7 of the French Monetary and Financial 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 unitholders.

If the net assets of the Fund have fallen below the minimum threshold set by the regulations, no redemptions can be carried out.

A minimum subscription amount may be applied according to the procedures set out in the Fund's Prospectus.

In application of paragraph three of article L.214-8-7 of the French Monetary and Financial Code, the Fund may stop issuing units in objective situations leading to the closure of subscriptions, such as a maximum number of units or shares issued, a maximum amount of assets reached or the expiry of a fixed subscription period. These objective situations are described in the Fund's prospectus.

The Management Company may prevent:

- the holding of units by any individual or legal entity not entitled to hold Fund units under the terms of the "target investors" section (hereinafter "Non-Eligible Persons"), and/or
- the registering in the Fund's unitholder register or the Transfer Agent's register of any "Non-Eligible Intermediaries", in accordance with the stipulations of the Agreement (IGA) signed on 14 November 2013 between the government of the French Republic and the government of the United States of America so as to improve compliance with tax obligations on an international level and implement the act governing compliance with these obligations for foreign accounts (FATCA).

Within this context, the Management Company may:

- refuse to issue any units if it appears that such an issuance would or could result in said units being held by a "Non-Eligible Person" or registered in the Fund's unitholder register or the Transfer Agent's register;
- request that all information which it deems necessary in order to determine whether or not the beneficial owner of the units in question is a "Non-Eligible Person" be provided at any time from any intermediary whose name appears in the Registers of unitholders, accompanied by a solemn declaration;
- if it appears that the beneficial owner of the units is a "Non-Eligible Person" and is registered in the Fund's Registers of unitholders, immediately proceed with the compulsory redemption of the units held by the Non-Eligible Person. The compulsory redemption shall be carried out using the last known net asset value, increased if applicable by the applicable charges, fees and commissions, which shall be borne by the unitholders concerned by the redemption.

#### **Article 4 - Calculation of the net asset value**

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

Contributions in kind may comprise only stocks, securities, or contracts admissible as assets of UCITS; they are valued according to valuation rules governing the calculation of the net asset value.

## **TITLE 2 - OPERATION OF THE FUND**

#### **Article 5 - The Management Company**

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

The Management Company shall act in all circumstances in the exclusive interests of the unitholders and has the exclusive right to exercise the voting rights attached to the securities held in the Fund.

#### **Article 5a - Operating rules**

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

#### **Article 5b - Admission to trading on a regulated market and/or a Multilateral Trading Facility**

Units may be admitted to trading on a regulated market and/or a multilateral trading facility in accordance with the regulations in force.

In the event that the Fund whose units are admitted to trading on a regulated market has an index-based investment objective, the Fund must have implemented a mechanism for ensuring that the price of its units does not significantly deviate from its net asset value.

#### **Article 6 - The Custodian**

The Custodian carries out the duties incumbent upon it under the legal and regulatory provisions in force as well as those to which it has contractually agreed with the Management Company. In particular, it must ensure that decisions taken by the Management Company are lawful. Where applicable, it must take all protective measures that it deems necessary. In the event of a dispute with the Management Company, it shall inform the *Autorité des marchés financiers*.

#### **Article 7 - The statutory auditor**

A statutory auditor is appointed by the governing body of the Management Company for a term of six financial years, subject to the approval of the *Autorité des marchés financiers*.

The statutory auditor certifies the accuracy and consistency of the financial statements.

The statutory auditor may be re-appointed.

The statutory auditor is obliged to notify the *Autorité des marchés financiers* promptly if, in the course of its duties, it becomes aware of any fact or decision concerning the undertaking for collective investment in transferable securities which is liable to:

1° Constitute a breach of the legal and regulatory provisions governing this undertaking and is likely to have significant consequences for its financial position, income or assets;

2° Impair its continued operation or the conditions thereof;

3° Lead to the expression of reservations or a refusal to certify the financial statements.

Assets will be valued and exchange ratios will be determined for the purpose of any conversion, merger or split under the statutory auditor's supervision.

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

The statutory auditor shall check the composition of the assets and other information before any publication.

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

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

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

#### **Article 8 - The financial statements and the management report**

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

The Management Company shall prepare an inventory of the assets at least twice yearly and under the supervision of the Custodian.

The Management Company shall make these documents available to unitholders within four months of the financial year-end and shall notify them of the amount of income attributable to them: these documents shall be sent by post if expressly requested by the unitholders, or made available to them at the office of the Management Company.

### **TITLE 3 - APPROPRIATION OF DISTRIBUTABLE INCOME**

#### **Article 9 - Appropriation of distributable income**

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

The distributable income consists of:

1° The net income for the financial year plus retained earnings, plus or minus the balance of the income equalisation accounts for the last financial year.

2° The realised capital gains, net of fees, minus realised capital losses, net of fees, recorded during the financial year, plus net capital gains of the same kind recorded during previous financial years and that have not been subject to distribution or accumulation, plus or minus the balance of the capital gains equalisation accounts.

The Management Company decides on the allocation of distributable income.

For each unit class, where applicable, the Fund may adopt one of the following methods:

- pure accumulation: distributable income shall be fully accumulated, with the exception of those amounts which are subject to compulsory distribution by law;
- pure distribution: income shall be fully distributed, rounded off to the nearest figure; the Fund may pay interim dividends;
- for funds that wish to choose whether to accumulate and/or distribute income. The Management Company decides on the allocation of distributable income each year.

The Management Company decides on the allocation of net income according to the distribution of income provided for in the prospectus and may pay interim dividends where applicable.

#### **TITLE 4 – MERGER - SPLIT - DISSOLUTION - LIQUIDATION**

##### **Article 10 - Merger - Split**

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

Such mergers or splits may only be carried out after unitholders have been notified.

They give rise to the issue of a new certificate indicating the number of units held by each unitholder.

##### **Article 11 – Dissolution - Extension**

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

The Management Company may dissolve the Fund before term. It shall inform the unitholders of its decision, after which no further subscription or redemption requests shall be accepted.

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

The Management Company shall inform the *Autorité des marchés financiers* by post of the dissolution date and procedure. It shall send the statutory auditor's report to the AMF.

The Management Company may decide to extend the Fund's term, subject to the agreement of the Custodian. Its decision must be taken at least three months prior to the expiry of the Fund's term and must be communicated to the unitholders and the *Autorité des marchés financiers*.

##### **Article 12 - Liquidation**

In the event of dissolution, the Management Company or the Custodian shall act as liquidator; otherwise, the liquidator shall be appointed by the court at the request of any interested party. To this end, they shall be granted the broadest powers to realise assets, pay off any creditors and allocate the available balance among the unitholders in the form of cash or securities.

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

#### **TITLE 5 – DISPUTES**

##### **Article 13 - Competent courts - Jurisdiction**

Any disputes relating to the Fund that arise during the Fund's lifetime or during its liquidation, either among the unitholders or between the unitholders and the Management Company or the Custodian, shall be subject to the jurisdiction of the competent courts.