

# **ODDO BHF AVENIR EURO**

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

## **PROSPECTUS**

# ODDO BHF AVENIR EURO

## PROSPECTUS

### GENERAL CHARACTERISTICS

#### Legal structure:

**Name** ODDO BHF AVENIR EURO (hereinafter the “Fund”)

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

**Inception date and intended lifetime** This Fund was approved by the **AMF** on 12 September 1985. It was created on 19 September 1985 for a period of 99 years.

#### Fund overview:

Unit classes	ISIN code	Initial value	Appropriation of distributable income	Base currency	Minimum initial investment	Minimum subsequent investment	Target investors
CR-EUR	FR0000990095	EUR 15.24	Accumulation	EUR	1 thousandth of a unit	1 thousandth of a unit	All subscribers, and particularly natural persons;
CI-EUR	FR0010247783	EUR 100,000	Accumulation	EUR	EUR 250,000*	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”).
CP-EUR	FR0011571371	EUR 100,000	Accumulation	EUR	EUR 100*	1 thousandth of a unit	Reserved for Swiss and Spanish financial institutions investing on their own behalf or that of clients with whom they have concluded an investment mandate or investment advisory agreement and who have signed a partnership agreement with the Management Company.
GC-EUR	FR0011572486	EUR 100	Accumulation	EUR	EUR 100	1 thousandth of a unit	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.
CR-USD [H]**	FR0012658383	USD 100	Accumulation	USD	1 thousandth of a unit	1 thousandth of a unit	All subscribers, and particularly natural persons

CN-USD [H]**	FR0012815926	USD 100	Accumulation	USD	1 thousandth of a 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 (i) investors subscribing via an intermediary providing the service of investment advice on an independent basis pursuant to MiFID II, (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 MiFID II, (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.
CN-EUR	FR0013274354	EUR 100	Accumulation	EUR	1 thousandth of a 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 (i) investors subscribing via an intermediary providing the service of investment advice on an independent basis pursuant to MiFID II, (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 MiFID II, (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.
DI-EUR	FR0013498573	EUR 100,000	Distribution	EUR	EUR 250,000*	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").

\* 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.

\*\* CR-USD [H] and CN-USD [H] units are hedged against US dollar/euro currency risk in order to limit differences in performance relative to euro-denominated units, although a maximum residual currency risk of 3% remains.

#### 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 Customer Services Department, Tel.: 01 44 51 80 28.

**Directory:**

**Management Company**

ODDO BHF Asset Management SAS, a *société par actions simplifiée* (simplified joint stock company)  
(hereinafter the “**Management Company**”)  
12, Boulevard de la Madeleine, 75009 Paris  
Portfolio management company approved by the AMF (number GP 99011).

**Custodian, Depository,  
Establishment in charge of  
liabilities management delegated  
by the Management Company**

ODDO BHF SCA, a *société en commandite par actions* (general partnership limited by shares)  
(hereinafter the “**Custodian**”).  
12, Bd de la Madeleine 75009 Paris  
Bank approved by the French Prudential Control and Resolution Authority

ODDO BHF SCA acts as custodian for the Fund.

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.

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.

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: <http://am.oddo-bhf.com>. Investors may also request up-to-date information on this from the Management Company.

As an entity, the Custodian is independent of the Management Company.

**Administration and Accounting  
delegated to**

European Fund Administration France SAS (EFA France)  
17, rue de la Banque  
75002 Paris

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: <http://am.oddo-bhf.com>.

**Statutory auditor**

DELOITTE & ASSOCIES  
6, place de la Pyramide 92908, Paris-la-Défense Cedex Represented by Mr Jean-Marc Lecat

**Promoter**

ODDO BHF Asset Management SAS, a *société par actions simplifiée* (simplified joint stock company)  
Portfolio Management Company approved by the AMF (number GP99011)  
12, Bd de la Madeleine 75009 Paris

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.

**Assignees**

None

**Advisers**

None

**Agent for receiving subscription  
and redemption orders**

ODDO BHF SCA, a *société en commandite par actions* (general partnership limited by shares)  
Bank approved by the French Prudential Control and Resolution Authority  
12, Bd de la Madeleine – 75009 Paris

**Other agent for receiving  
subscription and redemption  
orders**

CACEIS BANK, Luxembourg Branch (prior to centralising)  
5, allée Scheffer  
L-2520 Luxembourg

## OPERATING AND MANAGEMENT PROCEDURES

### Characteristics of the units:

#### Rights attached to the units

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.

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 categories of income referenced in points 1° and 2° respectively may be distributed, in full or in part, independently of each other.

#### Inclusion in a register

The Management Company delegates the management of liabilities to the Custodian.

#### Voting rights

No voting rights are attributed to the ownership of units, decisions concerning the Fund being 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 <http://am.oddo-bhf.com> 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.

#### Form of units

Listed on Euroclear France  
Units are issued in bearer form. They cannot be issued in or converted into registered form.

#### Fractions of units

Subscriptions and redemptions in thousandths of units.

#### Financial year-end

The last trading day of June in Paris.

#### Tax regime

##### **General provisions**

The Fund is eligible for the French Equity Savings Plan (*Plan d'Epargne en Actions* or PEA).  
The Fund may be used for units of account in life insurance policies.

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).

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.

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.

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.

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 "Composition of assets" 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.

### **Specific provisions:**

ISIN code: CR-EUR units: FR0000990095  
CI-EUR units: FR0010247783  
CP-EUR units: FR0011571371  
GC-EUR units: FR0011572486  
CR-USD [H] units: FR0012658383  
CN-USD [H] units: FR0012815926  
CN-EUR units: FR0013274354  
DI-EUR units: FR0013498573

**Classification** "Euro Zone equities" UCITS

**Fund of funds** Less than 10% of the net assets.

**Investment objective** The investment objective is to outperform the MSCI EMU SMID CAP (Net Return) index over a period of five years, while also taking into account ESG criteria.

**Benchmark index** Its benchmark is the MSCI EMU SMID CAP (NetReturn).

The administrator of this benchmark is MSCI Limited. The latter is registered in the register of administrators and benchmarks maintained by the ESMA.

The MSCI EMU Net is an index representing Euro Zone equity markets. It is denominated in euro and calculated on the basis of the closing prices of the shares that make up the index (weighted by

their market capitalisation), with net dividends reinvested. The MSCI EMU SMID CAP (Bloomberg code: MSSLEMUN INDEX) is a composite index combining the MSCI EMU SMALL CAPS (small caps - Bloomberg code: M7EMSC INDEX) and MSCI EMU MID CAPS (mid caps - Bloomberg code: MMDLEMUNINDEX) indices.

The MSCI EMU index (Economic and Monetary Union) is a free-floating index weighted by the adjusted market capitalisations of the float.

It is designed to measure the return from EMU equity markets. The MSCI EMU index comprises stocks from 11 developed countries that meet certain criteria regarding the adjusted market capitalisation of the float. The countries are the following: Austria, Belgium, Finland, France, Germany, Greece, Ireland, Italy, Netherlands, Portugal and Spain.

The MSCI EMU index reinvests dividends after withholding tax has been deducted, on the basis (with regard to international indices) of a tax rate applicable to non-resident institutional investors unable to benefit from dual taxation agreements.

Additional information on the benchmark indicator is available on the MSCI website ([www.msci.com](http://www.msci.com)).

In accordance with Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016, the Management Company has a procedure for monitoring the benchmarks used, setting out the actions to be taken in the event that a benchmark materially changes or ceases to be provided.

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 may differ substantially from that of its benchmark index.

## Investment strategy

The investment strategy aims to actively manage a portfolio of Euro Zone small and mid caps, without any allocation restrictions, whether geographic, sectorial or otherwise. Solely the manager's assessment of the upside potential of stocks shall determine whether or not they are selected and how they are weighted in the portfolio.

Investments are selected on the basis of a stock-picking strategy which consists in choosing companies which enjoy a real competitive advantage on a market with strong entry barriers and which generate a high level of profitability capable of financing their own long-term development.

Additionally, rigorous sectoral exclusions are with respect to tobacco, alcohol, gambling, coal mining as well as the production of coal and nuclear energy. As a result, the Fund will not be able to invest in these sectors.

Accordingly, the manager will apply a four-stage investment process:

First stage: the manager filters the universe based on economic and financial performance indicators. He favours companies in a position to generate, over the course of a cycle, a greater return on capital employed than the industry average and a positive free cash flow.

Second stage: analysis of fundamentals, company visits, ESG (environmental, social, governance) analysis.

The fundamental analysis of stocks aims to verify that the fundamental elements underlying the financial profitability of a company will be preserved and even improved or regained in years to come.

Company visits: the manager will endeavour to validate the suitability and coherence of the company strategy, any foreseeable changes in the company's industry and the stock's sensitivity to the macroeconomic environment or any other theme that may affect the company's fundamentals.

In addition to fundamental analysis, an ESG (Environment, Social, Governance) analysis is carried out, based on an approach combining "best-in-universe" and "best effort" and promoting the existence and improvement of good practices. Each company is thus rated in absolute terms in relation to the entire investment universe, regardless of its size and sector of activity, and we value progress initiatives through direct dialogue with issuers.

As examples, the following criteria are analyzed:

- Environment: energy consumption, water consumption, waste management, environmental certifications, environmental value-added products and services, climate risk management ...
- Social: human capital (human resources management, diversity of management teams, employee formation, health and safety...), management of suppliers, innovation ...
- Governance: corporate governance (preservation of the interests of the minority shareholder, composition of governance bodies, remuneration policy), tax responsibility, exposure to corruption risks ...

An internal scoring system for securities held within the portfolio, based on proprietary analysis and external databases, aims to assess the risk of execution of the companies' medium and long-term strategy. While taking into account all the criteria identified in the conditions defined above, a particular attention is paid to the analysis of human capital and corporate governance. The Management Company thus adopts an internal rating scale divided into five ranks: High ESG Opportunity (5), ESG Opportunity (4), Neutral ESG (3), Moderate ESG Risk (2) and High ESG Risk (1).

This non-financial rating system limits portfolio exposure to issuers with lower ESG ratings, and ensures a given overall ESG rating. The average portfolio rating will therefore always be greater than or equal to 3 out of 5 on our internal ESG rating scale. This effectively eliminates at least 20% of the investment universe for the Fund.

Third stage: valuation. Companies are valued using two methods: peers (PER, returns, EV/sales, EV/EBIT, etc.) and discounted available cashflows (DCF) based on two scenarios: one optimistic, the other pessimistic. These valuations determine the buy and sell thresholds.

Fourth stage: portfolio construction. Weightings are defined as absolutes rather than with direct reference to a benchmark index.

At the end of this strictly bottom-up process, the manager compares the portfolio's sector allocation to that of the benchmark index. The manager ensures that the portfolio's thematic and sector diversification is sufficient to avoid too great a tracking error versus the benchmark index, while also respecting the above-mentioned sectoral exclusions

In addition, the Fund undertakes not to invest more than 10% of its assets in securities rated as high ESG risk (1). A dialogue process with the issuer will then be systematically implemented as soon as a portfolio value becomes a high risk or in the event of a passive breach of the 10% threshold. If no progress is made within 18 to 24 months, the Fund will then proceed with the total divestment of securities exceeding the above-mentioned threshold.

The Fund's maximum exposure to all instruments (equity, debt securities, investment funds and derivatives) may not exceed 100% of the Fund's net assets, given that the maximum exposure is the sum of the net exposures to each market (equity, rates, monetary) to which the Fund is exposed (sum of the buying positions and the hedging positions).

## Composition of assets

### 1 - Assets (excluding derivatives):

#### **Equities:**

The Fund will invest:

- at least 75% of its net assets in shares of small and mid-cap issuers of less than EUR 10 billion (at the time they are first added to the portfolio) with their registered offices in a Euro Zone country, without any geographic, sectoral or other allocation constraints.
- investments in shares whose registered office is located in a country outside the Euro Zone shall not exceed 10% of the 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.

The Fund's exposure to equity markets may not exceed 100% of assets.



### **UCI shares or units:**

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

- 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 the Fund's investment strategy.

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

The Fund may invest up to 25% in bonds and debt securities denominated in euro in order to generate income from cash. The instruments used shall primarily be transferable debt securities of short-term maturities, limited to issuers with a long-term AAA rating (Standard & Poor's or equivalent or according to the Management Company's internal rating):

- Treasury bills,
- Fixed rate bonds issued by the member countries of the Euro Zone,
- Fixed rate bonds issued by the public corporations of the Euro Zone.

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.

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

The Fund may invest in all financial futures or options traded on regulated or organised markets or over-the-counter in France and other countries. The Fund may purchase futures, options, currency swaps or forward exchange contracts in order to either hedge equity and currency risk or to increase the portfolio's exposure to equities, sectors or indices to achieve the investment objective defined, 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**

Securities with embedded derivatives are used in order to manage exposure to equity risk; therefore, the Fund may hold up to 10% of its net assets in convertible bonds and subscription certificates.

### **4 - Deposits**

These transactions may be used, within regulatory limits, to generate a return on cash.

### **5 – Cash borrowing**

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**

To manage cash and maximise income, the Fund may carry out:

- reverse repurchase agreements

Any temporary purchases of securities shall be conducted under market conditions and up to a maximum of 25% 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 embedded derivatives)" section.

The targeted proportion of AUM used for reverse repurchase agreements is 5%.

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 or United Kingdom 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 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 or United Kingdom 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 mainly 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. Up to 100% of the Fund is exposed to the equity markets.

**Risk associated with holding small and medium capitalisations:**

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:**

This 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.

**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, which may present a downside risk to its net asset value.

**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 and/or a capital loss for the investor.

**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.

**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 may, to a limited extent, be exposed to:

**Currency risk:**

This risk is linked to portfolios invested fully or 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.

**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 Fund 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 and DI-EUR units are only accessible to eligible counterparties and professional investors per se according to MiFID II.

CP-EUR units are reserved for Swiss and Spanish financial institutions investing on their own behalf or that of clients with whom they have concluded an investment mandate or investment advisory agreement and who have signed a partnership agreement with the Management Company.

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.

CR-USD [H] units are primarily aimed at retail investors and are hedged against US dollar/euro currency risk in order to limit differences in performance relative to euro-denominated units, though residual currency risk of maximum 3% remains.

CN-USD [H] and 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 (i) investors subscribing via an intermediary providing the service of investment advice on an independent basis pursuant to MiFID II, (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 MiFID II, (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.

CN-USD [H] units are hedged against US dollar/euro currency risk in order to limit changes in performance relative to euro-denominated units, although a maximum residual currency risk of 3% remains.

**Typical investor profile**

The Fund is intended for investors seeking to increase the value of their capital through a vehicle investing in Euro Zone equities and aiming to outperform the benchmark index over a period of five years.

The amount that is appropriate to invest in this Fund depends on your personal situation and desired level of exposure to small and mid-caps. 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** 5 years.

**Allocation of distributable income (income and capital gains)** Distributable income:

Distributable income	CR-EUR, CI-EUR, CP-EUR, GC-EUR, CR-USD [H], CN-USD [H] and CN-EUR Accumulation units	DI-EUR Distribution units
Net income allocation	Accumulation	Distributed in full, or partly carried forward by decision of the Management Company
Allocation of net realised capital gains or losses	Accumulation	Distributed in full, or partly carried forward by decision of the Management Company, and/or accumulation

CR-EUR, CI-EUR, CP-EUR, GC-EUR, CR-USD [H], CN-USD [H] and CN-EUR units: accumulation.

DI-EUR units: distribution (full or partial on an annual basis and at the Management Company's discretion).

**Distribution schedule**

Accumulation units: no distribution  
Distribution units: the proportion of distributable income which the Management Company decides to distribute is paid annually. Distributable income is paid out within five months of the financial year end.

**Base currency**

CR-EUR, CI-EUR, DI-EUR, CP-EUR, GC-EUR and CN-EUR units: Euro  
CR-USD [H] units: US dollar  
CN-USD [H] units: US dollar  
CR-USD [H] units are hedged against US dollar/euro currency risk, though residual currency risk of maximum 3% remains.  
CN-USD [H] units are hedged against USD/EUR currency risk, though residual currency risk of maximum 3% remains.

**Form of units**

CR-EUR, CI-EUR, DI-EUR, CP-EUR, GC-EUR, CR-USD [H], CN-USD [H] and CN-EUR units: Bearer

**Fractions of units**

CR-EUR, CI-EUR, DI-EUR, CP-EUR, GC-EUR, CR-USD [H], CN-USD [H] and CN-EUR units: subscriptions and redemptions in thousandths of units.

## SUBSCRIPTION AND REDEMPTION PROCEDURES

### Terms and conditions of subscriptions and redemptions

Subscription and redemption requests are centralised by the Custodian every net asset value calculation day until 11:15 (Paris time) 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.

The Fund may cease issuing CR-USD [H] units when a maximum number of 260,000 (two hundred and sixty thousand) CR-USD [H] units has been reached. Subscriptions to CR-USD [H] units will be reopened when the number of units held falls below a threshold of 240,000 (two hundred and forty thousand).

The Fund may cease issuing CN-USD [H] units when a maximum number of 260,000 (two hundred and sixty thousand) CN-USD [H] units has been reached. Subscriptions to CN-USD [H] units will be reopened when the number of units held falls below a threshold of 240,000 (two hundred and forty thousand).

Orders are executed as set out in the table below :

D: net asset value calculation day		D + 1 business day	D + 2 business days	D + 5 business days
Centralization until 11:15 a.m. (CET/CEST) Of subscription and redemption orders	Execution of the order no latter than on D	Publication of the net asset value	Payment of subscriptions and redemptions except for CR-USD [H] and CN-USD [H] units	Payment of subscriptions and redemptions for CR-USD [H] and CN-USD [H] units

### Initial value of the unit

CR-EUR units: EUR 15.24  
 CI-EUR and CP-EUR units: EUR 100,000  
 GC-EUR units: EUR 100  
 CR-USD [H] units: USD 100  
 CN-USD [H] units: USD 100  
 CN-EUR units: EUR 100  
 DI-EUR units: EUR 100,000

### Minimum initial investment

CR-EUR units: 1 thousandth of a unit  
 CI-EUR units: EUR 250,000\*  
 CP-EUR units: EUR 100\*  
 GC-EUR units: EUR 100  
 CR-USD [H] units: 1 thousandth of a unit  
 CN-USD [H] units: 1 thousandth of a unit  
 CN-EUR units: 1 thousandth of a unit  
 DI-EUR units: EUR 250,000\*

*\* 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.*

### Minimum subsequent investment

CR-EUR units: 1 thousandth of a unit  
 CI-EUR units: 1 thousandth of a unit  
 CP-EUR units: 1 thousandth of a unit

GC-EUR units: 1 thousandth of a unit  
 CR-USD [H] units: 1 thousandth of a unit  
 CN-USD [H] units: 1 thousandth of a unit  
 CN-EUR units: 1 thousandth of a unit  
 DI-EUR units: 1 thousandth of a unit

The Fund may cease issuing CR-USD [H] units when a maximum number of 260,000 (two hundred and sixty thousand) CR-USD [H] units has been reached. Subscriptions to CR-USD [H] units will be reopened when the number of units held falls below a threshold of 240,000 (two hundred and forty thousand).

The Fund may cease issuing CN-USD [H] units when a maximum number of 260,000 (two hundred and sixty thousand) CN-USD [H] units has been reached. Subscriptions to CN-USD [H] units will be reopened when the number of units held falls below a threshold of 240,000 (two hundred and forty thousand).

**Centralisation agent for subscription and redemption requests delegated by the Management Company**

ODDO BHF SCA  
 12, Bd de la Madeleine – 75009 Paris

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.

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.

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

The net asset value is calculated daily, according to the Euronext Paris calendar, with the exception of public holidays on the French Stock Exchange.

**Place and methods of publication or communication of net asset value**

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 <http://am.oddo-bhf.com>.

**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. This information 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, COMMISSIONS, EXPENSES AND TAXATION**

**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, DI-EUR, CP-EUR, GC-EUR, CR-USD [H], CN-USD [H] and CN-EUR units
Subscription fee not payable to the Fund	NAV per unit x number of units	4% maximum
Subscription fee payable to the Fund	NAV per unit x number of units	None
Redemption fee not payable to the Fund	NAV per unit x number of units	None
Redemption fee payable to the Fund	NAV per unit x number of units	None

**Management and administration fees:**

ODDO BHF AVENIR EURO

Fees charged to the Fund	Basis	Rate	
		CR-EUR, CI-EUR, DI-EUR, CP-EUR, GC-EUR, CR-USD [H], CN-USD [H] and CN-EUR units	
Financial management fees and administrative fees not payable to the Management Company (statutory auditor, custodian, distributors, lawyers, etc.)	Net assets	CR-EUR and CR-USD [H] units	Maximum 2%, inclusive of tax
		CI-EUR, DI-EUR, GC-EUR, CN-USD [H] and CN-EUR units	Maximum 1%, inclusive of tax
		CP-EUR units	0.8% inclusive of tax
Performance fees	Net assets	20% of the Fund's outperformance relative to the benchmark index ((MSCI EMU SMID CAP) (Net Return)) provided that the Fund's performance is positive (*)	
Transaction fees charged by stakeholders: - Management Company: 100%	Payable on each transaction	<u>Equities</u> : depending on the markets, with a maximum of 0.50% inclusive of tax and a minimum of EUR 7.50 exclusive of tax for French equities and EUR 50 exclusive of tax for foreign equities. <u>Bonds</u> : maximum 0.03% inclusive of tax with a minimum of EUR 7.50 exclusive of tax <u>Money market instruments and derivatives</u> : None	

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

- The performance fee calculation method seeks to determine the "value created by the manager" in absolute terms: this means comparing sums received (i.e. subscriptions) with sums returned (i.e. redemptions) + assets under management (i.e. the total net asset value).
- 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 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**

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 or in the United Kingdom. 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.

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

## 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** March 31<sup>st</sup>, 2020

## INVESTMENT RULES

**The regulatory ratios applicable to the Fund:** The legal investment rules applicable to the Fund are those that govern UCITS investing no more than 10% of their assets in other investment funds, as well as those applicable to the AMF's "Euro Zone Equities" classification.

## GLOBAL RISK

The Fund's overall risk is calculated using the commitment method.

## 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.
- Financial guarantees: in order to limit counterparty risk as much as possible 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.

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.

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

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:**

<b>Income accounting</b>	The interest on bonds and debt securities is calculated using the accrued interest method.
<b>Transaction cost accounting</b>	Transactions are recorded excluding fees

## REMUNERATION

The management body 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.

In order to satisfy the obligation to pay 50% of the variable remuneration in instruments form or indexation portfolio's form, the Management Company will pay 50% of the variable remuneration defined for the ending year in February of the following year, based on the statement made to employees in December. As for the remaining 50%, 10% of the variable remuneration defined will be paid in July after these assets have been invested in the indexation portfolio, for the period from beginning of January to end of June (see below), the remaining 40% of the variable remuneration remains concerned by the deferred payment for a period of 3 years as part of the indexing tool.

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 (<https://am.oddo-bhf.com>). Investors may also request a hard copy of this information from the Management Company.

## INFORMATION FOR INVESTORS IN GERMANY

ODDO BHF Asset Management GmbH, Herzogstraße 15, 40217 Düsseldorf acts as German information agent for the Fund in the Federal Republic of Germany (the “German Information Agent”).

Applications for the redemptions and conversion of units may be sent to ODDO BHF SCA, 12, Bd de la Madeleine – 75009 Paris (hereinafter the “Depository”).

All payments to investors, including redemption proceeds and potential distributions may, upon request, be paid through the Depository.

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 of the units registered in Germany are available and may be obtained free of charge from the German 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 Information Agent. Moreover, registered investors will be notified by way of durable media, and notices to German unit holders 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 Avenir Euro (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 AVENIR EURO

### 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, except in the event of early dissolution or extension as set forth in the 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 risk, in part or in full, as defined in the Fund 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 unit holders 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 CEO of the Management Company for a term of six financial years, subject to the approval of the *Autorité des marchés financiers*.

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 by 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 categories of income referenced in points 1° and 2° respectively may be distributed, in full or in part, independently of each other.

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 partially or 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 distributable 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 *Autorité des marchés financiers* 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 AMF 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 3 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.