LAZARD
FRÈRES GESTION

PROSPECTUS

French UCITS-compliant fund subject to European Directive 2009/65/EC

LAZARD FUNDS

SICAV

This UCITS is managed by LAZARD FRERES GESTION SAS

I - GENERAL FEATURES

FUND'S FORM

Name	LAZARD FUNDS
Registered offices	10 avenue Percier - 75008 Paris
Legal form	Société d'Investissement à Capital Variable (SICAV)
Inception date – term	This UCI was created on 02/03/2020 for a period of 99 years.

Fund overview : the UCI comprises 2 sub-funds

Fund overview of the Sub-fund Lazard Credit Opportunities

ISIN code	Allocation of distributable income		Base currency	Eligible investors	Minimum initial subscription	Initial NAV
	Allocation of net income	Allocation of net realised capital gains				
Share RC EUR FR0010230490	Accumulation	Accumulation	EUR	All subscribers	1 share	500 EUR
Share PC EUR FR0010235507	Accumulation	Accumulation	EUR	Authorised investors (1)	1 share	1 000 EUR
Share PD EUR FR0012156347	Distribution	Accumulation and/or Distribution and/or Retention	EUR	Authorised investors (1)	1 share	1 000 EUR
Share PVC EUR FR0013432143	Accumulation	Accumulation	EUR	Authorised investors (1)	1 share	1 000 EUR

ISIN code	Allocation of distributable income		Base currency	Eligible investors	Minimum initial subscription	Initial NAV
	Allocation of net income	Allocation of net realised capital gains				
Share TC EUR FR0010235499	Accumulation	Accumulation	EUR	Authorised investors (1)	1 share	10 000 EUR
Share PVC H-CHF FR0014002XI5	Accumulation	Accumulation	CHF	Authorised investors (1)	1 share	1000 CHF

(1) Authorised investors:
(i) Investors subscribing through distributors or financial intermediaries who are subject to MIFID II or an equivalent regulation outside of the European Union, as part of:
- their independent advisory activity;
- a non-independent advisory activity or third-party portfolio management for which they sign an agreement with their clients stipulating that they do not receive retrocession payments.
(ii) Professional clients as set out in European Directive 2014/65/EU or an equivalent regulation outside of the European Union.

Fund overview of the Sub-fund Lazard Euro Short Duration High Yield SRI

ISIN code	Allocation of distributable income		Base currency	Eligible investors	Minimum initial subscription	Initial NAV
	Allocation of net income	Allocation of net realised capital gains				
Share RC EUR FR0013506987	Accumulation	Accumulation	EUR	All subscribers	1 share	100 EUR
Share RVC EUR FR0013506995	Accumulation	Accumulation	EUR	All subscribers	1 share	100 EUR
Share PD EUR FR0013507001	Distribution	Accumulation and/or Distribution and/or Retention	EUR	Authorised investors (1)	1 share	1 000 EUR
Share PVC EUR FR0013507019	Accumulation	Accumulation	EUR	Authorised investors (1)	1 share	1000 EUR
Share EVC EUR FR0013507027	Accumulation	Accumulation	EUR	All subscribers	2 000 000 EUR*	1 000 EUR

* With the exception of the management company, which may only subscribe for one share.

(1) Authorised investors:
(i) Investors subscribing through distributors or financial intermediaries who are subject to MIFID II or an equivalent regulation outside of the European Union, as part of:
- their independent advisory activity;
- a non-independent advisory activity or third-party portfolio management for which they sign an agreement with their clients stipulating that they do not receive retrocession payments.

(ii) Professional clients as set out in European Directive 2014/65/EU or an equivalent regulation outside of the European Union.

The UCI's prospectus, latest annual and periodic reports, the composition of assets and LAZARD FRERES GESTION SAS's standards regarding the exercise of voting rights, as well as the report on the exercise of voting rights, will be sent out within eight working days upon written request to:

LAZARD FRERES GESTION SAS
25, rue de Courcelles 75008 Paris France

The prospectus is also available at www.lazardfreresgestion.fr.

Designated contact:
Customer service - Monday to Friday - 9 to18
Tél. +33 (0)1 44 13 01 79
where further information may be obtained if necessary.

II - SERVICE PROVIDERS

Delegated management company	LAZARD FRERES GESTION SAS 25, rue de Courcelles – 75008 Paris Management company incorporated under French law authorised by the French securities regulator (Autorité des Marchés Financiers – AMF) on 28th December 2004, no. GP 04 0000 68
Custodian	CACEIS BANK 1-3 place Valhubert - 75013 Paris Bank and investment services provider accredited by the CECEI on April 1st, 2005. The custodian's functions, as set out in the applicable regulations, include safeguarding of the assets, ensuring the legality of decisions taken by the management company and monitoring of cash flow related to the Funds. Sub-delegation: A description of the functions of delegated custody agents, a list of the custody and sub-custody agents of CACEIS Bank, and information on conflicts of interest that may arise in relation to these agents are available on the CACEIS website: www.caceis.com (Regulatory watch – UCITS V – Sub Custodians List). Investors may obtain updated information on request. The custodian operates independently of the investment management company.
Delegated registrar of units	CACEIS BANK 1-3, Place Valhubert - 75013 Paris Public limited company with a board of directors Bank and investment services provider accredited by the CECEI on April 1st, 2005.

Delegated agent for the centralisation of subscription and redemption orders	CACEIS BANK 1-3 place Valhubert - 75013 Paris The management company has delegated management of the Fund’s liabilities to CACEIS Bank, which is therefore responsible for centralising and processing subscription and redemption orders for the Fund’s units **Co-centralisation:** LAZARD FRERES BANQUE 175 boulevard Haussmann - 75008 Paris On behalf of clients for whom it provides custody account-keeping services
Accounting management by delegation	CACEIS FUND ADMINISTRATION 1-3 place Valhubert - 75013 Paris
Statutory auditor	CABINET DELOITTE & ASSOCIES 6 place de la Pyramide, 92908 Paris-La Défense Cedex Signatory - M. Olivier Galienne
Promoter	NA
Advisor (if applicable)	NA
Sub-investment manager (if applicable)	NA
Administration, management and supervisory bodies	The names and functions of the Chairman and members of the Board of Directors are available in the SICAV’s annual report.

III - OPERATION AND MANAGEMENT

Segregation of sub-funds

The UCI gives investors the choice between several sub-funds, each with a different investment objective. Each sub-fund constitutes a separate pool of assets. The assets of a given sub-fund are liable only for the debts, commitments and obligations relating to that sub-fund.

SUB-FUND Lazard Credit Opportunities

GENERAL FEATURES

1. Features

Characteristics of shares	
ISIN code Share RC EUR	FR0010230490
ISIN code Share PC EUR	FR0010235507
ISIN code Share PD EUR	FR0012156347
ISIN code Share PVC EUR	FR0013432143

ISIN code Share TC EUR	FR0010235499
ISIN code Share PVC H-CHF	FR0014002XI5
Nature of the rights attached to the Sub-fund's shares	Each shareholder has an ownership right in and to the assets of the Sub-fund in proportion to the number of shares owned.
Voting rights attached to the Sub-fund's shares	Each shareholder is entitled to one vote for each share held.
Form of shares	Bearer or administered registered at the unitholder's discretion. The Sub-fund is listed with Euroclear France.
Fractional or whole shares	The Sub-fund's shares may be subscribed for and/or redeemed in whole number or can be splitted (see details in section 14. Features of the shares).
Financial year end	Last valuation day in September.
First financial year end	Last valuation day in September 2020.
Taxation	The Sub-fund is not subject to corporate income tax. However, its shareholders are liable for taxation on dividends that the SICAV distributes and on realised capital gains or losses.

OTHER SPECIFICATIONS

Fund of fund		None
Classification		International bonds and other debt securities
Investment objective	Share RC EUR	The investment objective is to achieve over the recommended investment horizon of 3 years a return (net of charges) above the following benchmark: €STR Capitalisé + 1,25%. The benchmark is expressed in EUR.
	Share PC EUR	The investment objective is to outperform the benchmark index, the capitalised €STR +1,75%, expressed in euros, net of charges, over the recommended investment period of three years.
	Share PD EUR	The investment objective is to achieve over the recommended investment horizon of 3 years a return (net of charges) above the following benchmark: €STR Capitalisé +1,75%. The benchmark is expressed in EUR.
	Share PVC EUR	The investment objective is to achieve over the recommended investment horizon of 3 years a return (net of charges) above the following benchmark: €STR Capitalisé +2,40%. The benchmark is expressed in EUR.
	Share TC EUR	The investment objective is to achieve over the recommended investment horizon of 3 years a return (net of charges) above the following benchmark: €STR Capitalisé +1.50%. The benchmark is expressed in EUR.
	Share PVC H-CHF	The investment objective is to achieve over the recommended investment horizon of 3 years a return (net of charges) above the following benchmark: SARON +2,40%. The benchmark is expressed in CHF. The share's performance may be impacted by possible foreign exchange hedging costs.

Benchmark indicator	Share RC EUR	€STR Capitalisé + 1,25% The capitalised €STR is the main benchmark index of the Eurozone money market. This rate is calculated based on the volume-weighted average of the overnight interbank rates at which the 57 reference banks carry out their transactions. It is established by the European Central Bank on the basis of the “exact number of days/360” and is published by the European Banking Federation. Additional information is available on the website www.banque-france.fr
	Share TC EUR	€STR Capitalisé + 1,50% The capitalised €STR is the main benchmark index of the Eurozone money market. This rate is calculated based on the volume-weighted average of the overnight interbank rates at which the 57 reference banks carry out their transactions. It is established by the European Central Bank on the basis of the “exact number of days/360” and is published by the European Banking Federation. Additional information is available on the website www.banque-france.fr
	Share PVC EUR	€STR Capitalisé + 2,40% The capitalised €STR is the main benchmark index of the Eurozone money market. This rate is calculated based on the volume-weighted average of the overnight interbank rates at which the 57 reference banks carry out their transactions. It is established by the European Central Bank on the basis of the “exact number of days/360” and is published by the European Banking Federation. Additional information is available on the website www.banque-france.fr
	Share PVC H-CHF	SARON +2,40%
	Share PC EUR, Share PD EUR	€STR Capitalisé + 1,75% The capitalised €STR is the main benchmark index of the Eurozone money market. This rate is calculated based on the volume-weighted average of the overnight interbank rates at which the 57 reference banks carry out their transactions. It is established by the European Central Bank on the basis of the “exact number of days/360” and is published by the European Banking Federation. Additional information is available on the website www.banque-france.fr
Benchmark ESG investment universe	50% Eurozone universe provided by our ESG partners, equi-weighted, restricted to the following sectors: Diversified Banks, Insurance, Financial Services General, Retail and Specialized Banks; 50% ICE BofAML BB-B Euro High Yield Non-financial Fixed Floating Rate Index Bloomberg code: HEAE Index	

As it is a central bank, the €STR administrator is exempt from Article 2.2 of the Benchmark Regulation, and therefore is not listed on the ESMA register.

1. Strategies used

The Sub-fund aims to outperform the capitalised €STR + 1,25% annually for the RC EUR shares, the capitalised €STR + 1,50% annually for the TC EUR shares, the capitalised €STR + 1,75% annually for the PC EUR and PD EUR shares, the capitalised €STR + 2,40% annually for the PVC EUR shares and the SARON + 2,40% for the PVC H-CHF share, net of expenses, through dynamic management of interest rate risk, credit risk and currency risk and by investing primarily in risky debt issued by governments, companies, financial institutions and financial structures that offer a yield premium in relation to sovereign debt.

Outperformance in relation to the index through credit is achieved in two ways: additional yield offered by risky debt, in particular corporate and government debt potentially linked to emerging markets, and dynamic portfolio rotation when there is a decline in this yield premium. The fund manager may invest in any type of issuer, without restrictions in terms of credit quality or geographical location. The fund manager conducts their own credit assessment for selection purposes, both at the time of purchase and during the life of the securities. They do not rely solely on ratings issued by rating agencies and develop credit risk analysis and the necessary procedures to make purchase decisions or sell or hold decisions in the event of a downgrade. The fund manager does not automatically use agency ratings but gives precedence to his own analysis to assess the credit quality of said assets and decide on possible downgrades.

Information on the Sub-fund's sensitivity range is shown in the table below:

Interest rate risk (including derivatives)	Investment		Exposure	
	Min	Max	Min	Max
Interest rate risk sensitivity range	-5	+10	-5	+10

Credit risk (including derivatives)		Investment		Exposure	
		Min	Max	Min	
Geographical area of the Issuer	Europe	40%	100%	40%	100%
	Other regions	0%	60%	0%	60%

The Sub-fund may invest in bonds denominated in currencies other than the euro.

The Sub-fund will also engage in dynamic management of currency risk to optimise its medium-term performance.

The Sub-fund may use interest rate and currency futures, interest rate and currency options, interest rate and currency swaps, and currency forward transactions traded on regulated, organised and/or OTC markets for hedging and/or exposure purposes, thereby taking the Sub-fund’s exposure beyond 100% of the net assets. The portfolio is exposed to interest rate, foreign exchange, credit and volatility risk, up to a fixed amount calculated based on the absolute VaR. The VaR level must remain lower than 15% and leverage must not exceed 400% gross.

Extra-financial criteria

The inclusion of environmental, social and governance (ESG) criteria influences the analysis of companies held in the portfolio without being a determining factor in decision-making.

Investments in live securities (directly-held equities and/or bonds)

The ESG analysis of live securities is based on a proprietary model that relies on an internal ESG grid. Based on the various data provided by our ESG partners (extra-financial analysis agencies, external service providers, etc.), the annual reports of the companies and direct exchanges with them, the analysts responsible for monitoring each stock draw up an internal ESG score. This score is based on both a quantitative (energy intensity, staff turnover rate, board independence rate, etc.) and qualitative approach (solidity of environmental policy, employment strategy, competence of directors, etc.). It takes into account the companies’ main negative impacts in terms of sustainability, or Principal Adverse Impacts (carbon emissions, energy consumption, water consumption, waste production) and the risks likely to affect their own sustainability, or Sustainability Risks (regulatory and physical risks, reputational risk through, among other factors, monitoring of controversies).

The internal extra-financial analysis covers at least of the UCI's investments in live securities.
These internal ESG ratings are integrated in the valuation models through the Beta used to define the weighted average cost of capital (WACC) for equity management and to the issuer selection process and the determination of issuers' weight in the portfolio for bond management. In addition, an extra-financial rating weighted by the E, S and G factors is used to compare the ESG performance of the live securities in the portfolio with their benchmark universe.

The analyst-managers ensure that the average rating weighted by the E, S and G factors is maintained above that of the average of the benchmark universe by using the extra-financial rating framework of our ESG partners and/or that of our internal extra-financial analysis.

The methodology used to calculate the indicators can be found in the ESG methodology note available on the management company's website.

Investments in non-money market UCIs

The majority of UCIs selected in addition to live securities are subject to an ESG process that is at least equivalent to that described for live securities.

In addition, for UCIs managed by external management companies, Lazard Frères Gestion reviews their ESG integration processes and mainly selects funds with an ESG integration at least equivalent to that described for live securities.

2. Assets (excluding embedded derivatives)

The Sub-fund's portfolio comprises:

Equities:

- A maximum of 5% of the net assets in preference shares insofar as they may be considered deeply subordinated instruments with the following characteristics: rated investment grade by a ratings agency or an equivalent rating by the management company; a fixed dividend comparable to accrued interest; perpetual debt likely to be called in by the issuer under specified conditions; sensitive to interest rates.

- A maximum of 5% of the net assets in ordinary shares. The Sub-fund will not invest actively in equities but may hold equities if they derive from a debt restructuring, typically following an exchange of shares for debt. The fund manager will do their best to sell the shares received as soon as possible depending on market conditions with a view to optimising the exit price for the shareholders.

Debt securities and money market instruments:

- A maximum of 100% of the net assets in bonds and negotiable debt securities denominated in euros or any other currency, issued by companies and financial institutions, without any credit restrictions.

- A maximum of 60% of the net assets in bonds and negotiable debt securities denominated in currencies other than the euro and the US dollar.

- A maximum of 100% of the net assets in debt denominated in euros and/or any other currency issued by governments in any geographical location, by any institution and of any rating.

- A maximum of 10% of the net assets in convertible bonds.

- Perpetual subordinated debt up to a maximum of 50% of the net assets, of which a maximum of 30% of the net assets in contingent convertible bonds (CoCos).

- Specific euro-denominated instruments:

• Securities issued as part of a EMTN programme whose issuer is not the same as the issuer of the underlying security, insofar as the performance of these securities is index-linked to changes in interest rate or credit spread risk. Up to a maximum of 20% of the net assets.

UCIs:

- French or foreign UCITS or AIFs that meet the four criteria of Article R. 214-13 of the French Monetary and Financial Code (Code Monétaire et Financier), money market, short-term money market and bond funds up to a maximum of 10% of the net assets.

These UCIs may be managed by the management company.

3. Derivatives

• Types of markets:
☑ regulated
☑ organised
☑ OTC
• The manager intends to seek exposure to:
☐ equities
☑ interest rates
☑ currencies
☑ credit
☑ other : volatility
• Types of transactions – all transactions must be limited to achieving the investment objective:
☑ hedging
☑ exposure
☐ arbitrage
☐ other
• Type of instruments used:
☑ futures:
  ☐ equity and equity index
  ☑ interest rate: interest rate risk
  ☑ currency
  ☐ other
☑ options:
  ☐ equity and equity index
  ☑ interest rate: interest rate risk and interest rate volatility
  ☑ currency
  ☐ other

☑ swaps:

   ☐ equity swaps
   ☑ interest rate swaps: transformation of fixed-rate income to variable-rate income and vice versa
   ☑ currency swaps
   ☐ performance swaps

☑ currency forwards
☑ credit derivatives
☐ other

• Strategy of use of derivatives to achieve the investment objective:

☑ partial or general hedging of the portfolio, some risks and securitie
☑ creating synthetic exposure to assets and risks
☑ increasing exposure to the market without leverage
☐ maximum permitted and sought
☐ other strategy

4. Securities with embedded derivatives

The fund manager may invest in any securities with embedded derivatives permitted under the management company's business plan, whose issuer is not the same as the issuer of the underlying security, insofar as the performance of these securities is index-linked to changes in interest rate or credit spread risk.

Within this framework, the manager may take positions with a view to hedging the portfolio against and/or exposing it to particular business sectors, geographic regions, shares (all capitalisation types), stocks and similar securities in order to achieve the investment objective.

Total investments in securities with embedded derivatives may not exceed 100% of the net assets. Investments in contingent convertible bonds may not exceed 30% of the net assets.

5. Deposits

Up to 10% of the Sub-fund's assets may be held in deposits.

6. Cash borrowings

The Sub-fund may borrow cash within the limit of 10% of its assets to meet specific cash requirements related to its operating needs.

7. Temporary purchases and sales of securities

None

8. Information on financial guarantees

In connection with over-the-counter derivative transactions, and in accordance with Position paper 2013-06 issued by the French financial markets regulator (Autorité des Marchés Financiers– AMF), the Sub-fund may receive collateral in the form of securities (such as bonds or other securities issued or guaranteed by a State or issued by international financing agencies and bonds or securities issued by high quality corporate issuers), or cash. Any cash collateral received is reinvested in accordance with the applicable rules. All such assets must be from high-quality issuers that are not an entity of the counterparty or its group, and must be liquid and diversified with low volatility. Discounts may be applied to the collateral received; they take into account the quality of credit and the price volatility of the securities.

9. Risk profile

Disclaimer
Your money will be mainly invested in financial instruments selected by the management company. These instruments will be exposed to market trends and fluctuations.

- **Risk of capital loss**
  There is no guarantee of the Sub-fund's performance or protection of capital. As such, the investor may not get back the full amount of the initial investment during redemption.

- **Interest rate risk**
  The risk of a decline in debt instruments as a result of changes in interest rates. This risk is measured by the level of sensitivity. For instance, bond prices tend to move in the opposite direction to interest rates. The net asset value may decline during periods when there is an increase (positive sensitivity) or decrease (negative sensitivity) in interest rates.

- **Credit risk**
  The risk of a deterioration in the credit quality of or default by a public or private issuer. The Sub-fund's exposure to issuers either through direct investment or via other UCI may give rise to a decline in the net asset value. If the Sub-fund is exposed to unrated or speculative/high yield debt, the credit risk is high and may lead to a decline in the Sub-fund's net asset value.

- **Foreign exchange risk:**
  The Sub-fund may invest in securities and other UCI that in turn are authorised to acquire instruments denominated in currencies other than the fund's base currency. The value of these instruments may fall if the exchange rates vary, which may lead to a decrease in the Sub-fund's net asset value. Where units (or shares) denominated in a currency other than the fund's base currency have been hedged, the foreign exchange risk is residual as a result of systematic hedging, potentially leading to a performance gap between the different units (or shares).

- **Derivative financial instrument risk**
  The risk arising from the Sub-fund's use of forward financial instruments (derivatives), which may lead to a bigger decrease in the net asset value than on the markets or in the underlying assets in which the Sub-fund has invested.

- **Counterparty risk**
  This type with one or more counterparties potentially exposes the Sub-fund to a risk of insolvency of one or more of these counterparties, which could lead to default on payment and cause a decrease in the Sub-fund's

net asset value.

- **Liquidity risk**
  The risk that a financial market cannot absorb transaction volumes due to trading volumes being too low or pressure on the markets. Such a situation may impact the pricing or timing when the Sub-fund liquidates, initiates or modifies positions and thus cause a decline in the Sub-fund's net asset value.

- **Risks linked to hybrid or subordinated securities:**
  The sub-fund may be exposed to hybrid or subordinated securities. Hybrid and subordinated debt are subject to specific risks of non-payment of coupons and capital loss in certain circumstances. For non-financial bonds, since hybrid debt securities are "deeply subordinated", there is a low recovery rate in the event of issuer default.

- **Risk related to overexposure:**
  The Sub-fund may use forward financial instruments (derivatives) to generate overexposure and thus bring the Sub-fund's exposure above its net asset value. Depending on the transactions, the impact of a decrease (purchase of exposure) or increase (sale of exposure) in the derivative's underlying instrument may be amplified and thus amplify any decrease in the Sub-fund's net asset value.

- **Equity risk:**
  Share price fluctuations may have a negative impact on the Sub-fund's net asset value. The Sub-fund's net asset value may decrease during periods in which the equity markets are falling.

- **Sustainability risk**
  The risk that an environmental, social or governance event or situation will occur that could have a material adverse effect, actual or potential, on the value of an investment.

10. Guarantee or protection

None

11. Eligible subscribers and typical investor profile

This sub-fund is aimed at all investors who are aware of the risks associated with investing in the international credit markets.

Subscribers are strongly advised to diversify their investments sufficiently to avoid exposure solely to the risks of this sub-fund.

The Sub-fund may be used with life insurance and savings policies.

Subscribers are strongly advised to diversify their investments sufficiently to avoid exposure solely to the risks of this Sub-fund.

Information on US investors:
The Sub-fund is not registered as an investment vehicle in the United States and its units are not and will not be registered under the Securities Act of 1933 and, therefore, they may not be offered or sold in the United States to Restricted Persons, as defined hereafter.
A Restricted Person is (i) any person or entity located in the United States (including US residents), (ii) any corporation or any other entity subject to the laws of the United States or any state thereof, (iii) any US military personnel or any employee of a US government department or agency located outside the United States, or (iv) any other person that would be considered a US Person under Regulation S of the Securities Act of 1933, as

amended.

FATCA:

Pursuant to the provisions of the Foreign Account Tax Compliance Act ("FATCA") applicable as of July 1st, 2014, if the Sub-fund invests directly or indirectly in US assets, the capital and income arising from such investments may be subject to withholding tax of 30%.

To avoid paying the 30% withholding tax, France and the United States have entered into an intergovernmental agreement under which non-US financial institutions ("foreign financial institutions") agree to institute procedures for identifying direct or indirect investors who qualify as US taxpayers and to provide certain information about these investors to the French tax authorities, which will disclose said information to the US tax authority, the Internal Revenue Service.

As a foreign financial institution, the Sub-fund undertakes to comply with the FATCA and to take all appropriate measures pursuant to the aforementioned intergovernmental agreement.

The amount that it is reasonable to invest in this Sub-fund depends on each investor's personal circumstances. To determine this, investors should take account of their personal financial situation, current needs and the recommended investment period, and should also consider their ability to assume risk or whether they prefer instead to opt for a more cautious

This Sub-fund may not be suitable for investors planning to withdraw their contributions within 3 years.

12. Allocation of distributable income

Distributable income consists of:

1) net income plus retained earnings, plus or minus the balance of the revenue adjustment account. Net income for the financial year is equal to the amount of interest, arrears, dividends, bonuses and prizes, directors' fees and all income generated by the securities that make up the UCIs portfolio, plus income generated by temporary cash holdings and minus management fees and borrowing costs.

2) realised capital gains, net of charges, minus realised capital losses, net of charges, recognised for the financial year, plus any net capital gains of the same kind recognised over previous years that have not been distributed or accumulated, plus or minus the balance of the capital gains adjustment account.

The amounts referred to in 1) and 2) may be distributed independently of each other, in whole or in part.

Share	Allocation of distributable income
RC EUR , PC EUR , PVC EUR , TC EUR , PVC H-CHF	All distributable income shall be fully accumulated, with the exception of those amounts subject to compulsory distribution by law
PD EUR	Net income is distributed in full and the allocation of net realised capital gains is decided each year by the shareholders' meeting. It may pay interim dividends.

13. Frequency of distribution

RC EUR, TC EUR, PC EUR and PVC EUR shares: none

PD EUR shares: the dividend is paid out to holders of PD EUR shares once a year. Interim dividends may be paid.

14. Characteristics of the shares (base currency, division of shares, etc.)

Share	Base currency
RC EUR, PC EUR, PD EUR, PVC EUR, TC EUR	EUR
PVC H-CHF	CHF

Share	Division
RC EUR, PC EUR, PD EUR, PVC EUR, TC EUR, PVC H-CHF	In thousandths

15. Terms and conditions of subscription and redemption

Subscription and redemption orders are accepted in amount and/or in shares.

Date and frequency of NAV calculation

The net asset value is calculated every day except Saturdays and Sundays, public holidays in one of the following countries: France.
The net asset value is not calculated on the closing days of one of the following stock exchanges: Paris.

Where and how to find out the net asset value: the net asset value is published daily in the offices of LAZARD FRERES GESTION SAS and on the internet www.lazardfreresgestion.fr.

Address of the institutions designated to receive subscription and redemption orders

CACEIS BANK - 1-3 place Valhubert - 75013 Paris
Bank and investment services provider accredited by the CECEI on April 1st, 2005.

Investors are reminded that orders transmitted to distributors other than the institution referred to above must take into consideration the fact that the cut-off time for the processing of orders applies to the said distributors vis-à-vis the institution referred to above. Consequently, such distributors may apply their own cut-off time, which may be earlier than the cut-off time indicated above, in order to take into account the time required to transmit orders to the institution referred to above.

LAZARD FRERES BANQUE - 175 boulevard Haussmann - 75008 Paris
On behalf of clients for whom it provides custody account-keeping services

Orders are executed as indicated in the table below

Business d	Day on which NAV is set (d)	Business d+1	Business d+2	Business d+2
Daily order reception and daily centralisation of redemption orders before 12:00 a.m. (Paris time)	Order executed by the latest on d	Publication of the net asset value	Settlement of subscription	Settlement of redemptions

Procedures for switching from one share category to another or from one sub-fund to another:

Requests to switch from one share category to another or from one sub-fund to another will systematically give rise to redemption and subscription in accordance with the valuation schedule applicable to each sub-fund or share category, as the case may be.

Subscriptions preceded by a redemption received from the same shareholder on the same day for the same number of shares at the same NAV may be executed.

16. Fees and expenses

Subscription and redemption fees are respectively added to the subscription price paid by the investor or deducted from the redemption price paid. The fees earned by the Sub-fund are used to cover the charges that it incurs in investing or divesting the assets under management. The remaining fees are paid to the management company, the distributor, etc.

Charges payable by the investor during subscription and redemption	Basis	Share	Rate (maximum incl. taxes)
Subscription fees not retained by the Sub-fund	NAV x number of shares	RC EUR	4.0%
		PC EUR, PD EUR, PVC EUR, PVC H-CHF	0.0%
		TC EUR	3.0%
Subscription fees retained by the Sub-fund	NAV x number of shares	RC EUR, PC EUR, PD EUR, PVC EUR, TC EUR, PVC H-CHF	0.0%
Redemption fees not retained by the Sub-fund	NAV x number of shares	RC EUR	4.0%
		PC EUR, PD EUR, PVC EUR, PVC H-CHF	0.0%
		TC EUR	3.0%
Redemption fees retained by the Sub-fund	NAV x number of shares	RC EUR, PC EUR, PD EUR, PVC EUR, TC EUR, PVC H-CHF	0.0%

Exemption: No subscription and/or redemption fee will be charged in the case of a redemption followed by a subscription, on the same day, for the same amount, based on the same NAV.

Expenses charged to the Sub-fund	Basis	Share	Rate (maximum incl. taxes)
Financial management fees	Net assets less UCIs managed by Lazard Frères Gestion	RC EUR	1.715%
		PC EUR	1%
		PD EUR	1%
		PVC EUR	0.60%
		TC EUR	1%
		PVC H-CHF	0.60%

Administrative fees external to the management company	Net assets	Applied to all the shares	0.035%	
Indirect charges	N.A	Applied to all the shares	None	
Turnover commission (incl. taxes) (0 to 100% received by the management company and 0 to 100% received by the custodian)	Maximum charge on each transaction	Applied to all the shares	Bonds, foreign exchange	From 0% to 0,005% incl. taxes
			Futures and other transactions	From €0 to €450 incl. taxes per contract
Performance fees	Net assets	RC EUR, PC EUR, PD EUR, TC EUR	None	
		PVC EUR	20% of the sub-fund's outperformance relative to capitalised €STR +2,40%	
		PVC H-CHF		

<u>* Calculation of the performance fee</u>:

The performance fee is calculated using a relative High Water Mark System with annual crystallisation over a 3-year Reference Period starting on 30/09/2022, then at the end of this first Reference Period, for successive 3-year reference periods by comparing the change in the Fund’s or Sub-Funds's assets (“Fund F Assets”) with the assets of a Benchmark Fund (“Benchmark Assets R”):

- with a baseline value equal to the value of the Fund F Assets at the close of the last financial year for which performance fees have been earned, and no earlier than the Fund’s launch date
- and therefore benefiting from a daily performance equal to that of the benchmark index (net dividends reinvested) in euros, and recording the same variations in subscriptions and redemptions as the Fund.

If, at the close of the financial year, the “Fund F Assets” (net dividends reinvested and excluding variable management fees) exceed those of the “Benchmark Assets R”, a performance fee equal to 20% (including taxes) of the difference in value between the “Fund F Assets” and the “Benchmark Assets R” will be charged, even if the Fund’s performance is negative.

If the Fund underperforms the Benchmark Fund between two net asset value dates, any provision previously recognised will be reversed. Reversals of provisions are capped at the amount of previous allocations.

Examples of calculations are available on the management company’s website in the “legal notices” section.”
Only the contributions payable for the management of the Sub-fund pursuant to Article L. 621-5-3 II 4° d) of the French Monetary and Financial Code (Code monétaire et financier) and any exceptional legal costs related to debt recovery are outside the scope of the three blocks of charges referred to above.

Repurchase agreements are executed at market prices.

With the exception of brokerage fees, accounting management costs and custodians fees, all of the charges referred to above are levied as part of the joint venture arrangement between Lazard Frères Banque and Lazard Frères Gestion SAS which since 1995 has enabled them to pool their financial control, administration, and portfolio execution resources.

All revenue resulting from efficient portfolio management techniques, net of direct and indirect operating costs, is allocated to the Sub-fund. All costs and expenses related to these management techniques are assumed by the Sub-fund.

For further information, investors may refer to the management report.

17. Outline of the counterparty selection procedure

The selection of intermediaries used in equity investment management results from:
- any request to initiate a relationship with a broker made by the managers,
- a financial analysis of the broker’s accounts, carried out externally.

These intermediaries act exclusively in the context of equity flows. Lazard Frères Gestion SAS' Broker Committee ratifies all decisions to authorise new intermediaries.

At least twice yearly, the equity investment team holds a Broker Committee meeting to evaluate the services of its intermediaries, by reviewing four key criteria:
- research;
- services offered;
- quality of execution;
- level of brokerage fees.

The intermediaries used in fixed-income management are selected using a range of evaluation criteria:
- Quality of order execution and negotiated prices;
- Quality of operational service in processing orders;
- Coverage of information when monitoring markets;
- Quality of macroeconomic and financial research.

The fixed-income managers report at least twice a year to the management company's Broker Committee, with an assessment of the services provided by the various brokers and a breakdown of transaction volumes. The Broker Committee approves any updates to the list of authorised brokers.

SUB-FUND Lazard Euro Short Duration High Yield SRI

GENERAL FEATURES

1. Features

Characteristics of shares	
ISIN code Share RC EUR	FR0013506987
ISIN code Share RVC EUR	FR0013506995
ISIN code Share PD EUR	FR0013507001
ISIN code Share PVC EUR	FR0013507019
ISIN code Share EVC EUR	FR0013507027
Nature of the rights attached to the Sub-fund's shares	Each shareholder has an ownership right in and to the assets of the Sub-fund in proportion to the number of shares owned.
Voting rights attached to the Sub-fund's shares	Each shareholder is entitled to one vote for each share held.
Form of shares	Bearer or administered registered at the unitholder's discretion. The Sub-fund is listed with Euroclear France.
Fractional or whole shares	The Sub-fund's shares may be subscribed for and/or redeemed in whole number or can be splitted (see details in section 14. Features of the shares).
Financial year end	Last valuation day in September.
First financial year end	Last valuation day in September 2020.
Taxation	The Sub-fund is not subject to corporate income tax. However, its shareholders are liable for taxation on dividends that the SICAV distributes and on realised capital gains or losses.

OTHER SPECIFICATIONS

Fund of fund		None
Classification		International bonds and other debt securities
Investment objective	Share RC EUR, Share RVC EUR, Share PD EUR, Share PVC EUR, Share EVC EUR	The investment objective is to achieve, by applying a Socially Responsible Investment (SRI) management approach, over the recommended investment horizon of 3 years a return (net of charges) above the following composite benchmark: 30% ICE BofAML 1-3 Year Corporate ; 70% ICE BofAML BB-CCC 1-3 Year Euro Developed Markets High Yield Constrained Index (H1EC). The index is rebalanced on a monthly basis and its components are expressed in EUR, assuming reinvestment of net dividends or coupons.

Benchmark indicator	Share RC EUR, Share RVC EUR, Share PD EUR, Share PVC EUR, Share EVC EUR	ICE BofAML 1-3 Year Corporate The ICE BofAML 1-3 Year Corporate index in euros is published by ICE and consists of investment grade-rated bonds with a maturity of between one and three years, denominated in euro and issued by financial and non-financial companies. Data is available on the website: www.indices.theice.com Bloomberg code: ER01
	Share RC EUR, Share RVC EUR, Share PD EUR, Share PVC EUR, Share EVC EUR	ICE BofAML BB-CCC 1-3 Year Euro Developed Markets High Yield Constrained Index (H1EC) The ICE BofAML BB-CCC 1-3 Year Euro Developed Markets High Yield Constrained Index (H1EC) tracks the performance of euro-denominated corporate and financial institution bonds with short maturities. Eligible securities must be rated from BB1 to CCC3 (based on an average of the Moody's, S&P and Fitch rating), have a final maturity of at least 18 months at the time of issue, have a residual maturity of at least one year but less than three years at the final maturity at the rebalancing date, a fixed coupon schedule and a minimum outstanding amount of €250 million. In addition, eligible securities must have risk exposure to FX-G10 member countries, Western countries, and developing countries.

1. Strategies used

The investment strategy is based on a top-down and bottom-up approach in order to take into account the macroeconomic scenario and the management company’s credit analysis of the issuers.
The management process for the high yield asset class is a quarterly one that involves our four-step Macro (M), Valuation (V), Sentiment (S) and Technical (T) analysis model.
The management company therefore analyses the issuers’ fundamentals, the valuation of the asset class, the sentiment, i.e. the positioning of investors in this asset class, and the technical factors, which are a balance between supply (primary market) and demand (flows).
Bottom-up selection is based on a credit analysis of the issuer by looking at its business profile (regulatory framework, competitive pressure, strategy, positioning, management track record and the financial strength of the company or financial institution).
Once an issuer has been approved, the management company decides on the choice of bond, with a maximum maturity of five years (maturity or call date), and a set of legal clauses by analysing two factors, the characteristics of the security (covenants, seniority and recovery rate) and its market valuation.

Investments are mainly in securities issued by governments, companies and financial institutions rated speculative/High Yield by the rating agencies or an equivalent rating based on the management company’s analysis. A maximum of 40% of the net assets may be invested in securities rated investment grade or the equivalent according to the management company's analysis. The manager may invest in unrated securities up to a maximum of 10% of the net assets.

Interest rate risk will be managed independently within a sensitivity range of 0 to 3.

To build the portfolio, the manager conducts their own analysis of euro-denominated bonds and negotiable debt securities, of any subordination rank, at fixed, variable or indexed rates, issued by companies, financial institutions and States. The portfolio’s average duration will be around 2.

The manager conducts their own credit assessment for selection purposes, both at the time of purchase and during the life of the securities. They do not rely solely on ratings issued by rating agencies and develop credit risk analysis and the necessary procedures to make purchase decisions or sell or hold decisions in the event of a downgrade. The portfolio manager does not automatically use agency ratings but gives precedence to his own analysis to assess the credit quality of said assets and decide on possible downgrades.

Information on the Sub-fund's sensitivity range is shown in the table below:

Interest rate risk (including derivatives)	Investment		Exposure	
	Min.	Max.	Min.	Max.
Interest rate risk sensitivity range	0	3	0	3

Credit risk (including derivatives)	Investment		Exposure		
	Min.	Max.	Min.	Max.	
Geographical area of the Issuer	Europe Zone	0%	100%	0%	100%
	Other regions	0%	100%	0%	100%

The Sub-fund may invest in bonds denominated in currencies other than the euro. Exchange rate risk will be hedged so that exposure thereto shall not exceed 10% of the assets.

The UCI will be exposed to emerging countries up to a maximum of 10% of the net assets.

The Sub-fund may use, up to 100% of the net assets, interest rate and currency futures, credit derivatives, interest rate and currency options, interest rate and currency swaps and currency forward contracts traded on regulated, organised and/or OTC markets to hedge and/or expose the Sub-fund to interest rate, currency, credit and volatility risk.

SRI management

The Sub-fund is managed in accordance with the principles of the SRI label defined by the French Ministry of the Economy and Finance. The inclusion of environmental, social and governance (ESG) criteria influences the analysis of companies held in the portfolio, stock picking and weighting.

The ESG analysis is based on a proprietary model shared by the teams in charge of financial management in the form of an internal ESG grid. Based on the various data provided by our ESG partners (extra-financial analysis agencies, external service providers, etc.), annual reports and reports on the corporate social responsibility (CSR) of each company and direct exchanges with them, the analysts responsible for monitoring each stock draw up an internal ESG rating based on both a quantitative (energy intensity, staff turnover rate, board independence rate, etc.) and qualitative approach (environmental policy, employment strategy, competence of directors, etc.). This ESG rating takes into account the companies’ main negative impacts in terms of sustainability, or Principal

Adverse Impacts (carbon emissions, energy consumption, water consumption, waste production) and the risks likely to affect their own sustainability, or Sustainability Risks (regulatory and physical risks, reputational risk through, among other factors, monitoring of controversies).

Each E, S and G pillar is rated from 1 to 5 (5 being the best rating) based on at least ten relevant key indicators per dimension. The company's overall ESG rating summarises the scores for each pillar according to the following weighting: 30% for Environment and Social and 40% for Governance.

The internal ESG analysis covers at least 90% of the Sub-fund's investments.

On the basis of these internal ESG analysis grids, we have developed a fixed income process that:

- Limits to 50% of the portfolio the proportion of issuers with a rating of three or less for High Yield funds,
- Excludes issuers with a rating of less than or equal to 2.

As part of SRI management, the following impact indicators are reported at least once a year:

• Environmental criterion:
- Carbon intensity of the portfolio, expressed in tonnes of CO_2 equivalent per €m of revenue

• Social criterion:
- Risk management score relating to controversies on human resources management, provided by our ESG extra-financial rating partner

• Human rights criterion:
- The percentage of companies that are signatories to the United Nations Global Compact

• Governance criterion:
- The average percentage of independent directors

As part of SRI management, the analyst-managers ensure that an external ESG rating is maintained that is higher than that of a composite index made up of 30% of the ICE ER00 and 70% of the ICE H1EC after eliminating the 20% worst stocks.

The risk control department ensures compliance with this criterion on a monthly basis.

The external ESG ratings of the Sub-fund and the index correspond to the weighted average of the absolute E, S and G ratings provided by our ESG extra-financial rating partner.

The rating method is based on a model with data going back 17 years and 330 indicators grouped into 38 criteria in 6 areas. These 38 criteria are weighted from 0 to 3 depending on their materiality (relevance) for the sector.

The ESG analysis is broken down into 6 areas:

1. Human resources: 7 criteria
Promotion of social dialogue / Promotion of employee profit-sharing / Promotion of individual career choices and employability / Controlled management of restructuring / Quality of remuneration systems / Improvement of health and safety conditions / Respect and organisation of working hours

2. Environment: 11 criteria
Definition of the environmental and eco-design strategy / Consideration of pollution risks (soil, accidents) / Offer of green products and services / Prevention of risks of damage to biodiversity / Control of impacts on water / Control of energy consumption and reduction of polluting emissions / Control of impacts on air / Control and improvement of waste management / Control of local pollution levels / Control of impacts related to distribution-transport /

Control of impacts related to the use and disposal of the product or service.

3. Customer/supplier relationships: 9 criteria
Product safety / Customer information / Contract guidance / Sustainable cooperation with suppliers / Integration of environmental factors in the supply chain / Integration of social factors in the supply chain / Prevention of corruption / Prevention of anti-competitive practices / Transparency and integrity of strategies and influencing practices

4. Human Rights: 4 criteria
Respect for fundamental rights and prevention of violations of these rights / Respect for the freedom to join trade unions and the right to collective bargaining / Non-discrimination and promotion of equal opportunities / Elimination of prohibited forms of work

5. Community involvement: 3 criteria
Commitments in favour of the economic and social development of the area in which the company operates / Consideration of the societal impact of the products and services developed by the company / Contributions by the company to causes of general interest

6. Governance: 4 criteria
Balance of powers and efficiency of the board of directors / Audit of control mechanisms / Shareholders' rights / Remuneration of executives

The issuer's overall ESG score is equal to the weighted average of the Criteria scores.

An issuer's ESG rating is based on an absolute rating scale of 0 to 100, with 100 being the highest rating.

The methodology used to calculate ESG ratings can be found in the Transparency Code published on the management company's website.

2. Assets (excluding embedded derivatives)

The Sub-fund's portfolio comprises:

Equities:

a) A maximum of 5% of the net assets in preference shares. b) A maximum of 5% of the net assets in ordinary shares.
The Sub-fund will not invest actively in equities but may hold equities if they derive from a debt restructuring, typically following an exchange of shares for debt. The fund manager will do their best to sell the shares received as soon as possible depending on market conditions with a view to optimising the exit price for the shareholders.

The total exposure to equity risk may not exceed 10% of the net assets.

Debt securities and money market instruments:

a) Bonds and debt securities denominated in euros and/or any other currency, rated speculative or high yield or the equivalent based on the management company's analysis, up to 100% of the net assets.
b) A maximum of 40% of the net assets in bonds and debt securities denominated in euros and/or any other currency, rated investment grade or the equivalent based on the management company's analysis.
c) A maximum of 50% of the net assets in perpetual subordinated debt, including a maximum of 30% of the net

assets in contingent convertible bonds (CoCos).
d) Unrated bonds up to a maximum of 10% of the net assets.
e) Convertible bonds up to a maximum of 10% of the net assets.

UCIs:

- French or foreign UCITS or AIFs that meet the four criteria of Article R. 214-13 of the French Monetary and Financial Code (Code Monétaire et Financier), standard money-market and short-term money-market funds with variable net asset values, and bond funds up to a maximum of 10% of the net assets.

These UCIs may be managed by the management company.

3. Derivatives

• Types of markets:
☑ regulated
☑ organised
☑ OTC
• The manager intends to seek exposure to:
☐ equities
☑ interest rates
☑ currencies
☑ credit
☑ other : volatility
• Types of transactions – all transactions must be limited to achieving the investment objective:
☑ hedging
☑ exposure
☐ arbitrage
☐ other
• Type of instruments used:
☑ futures:
  ☐ equity and equity index
  ☑ interest rate: interest rate risk
  ☑ currency
  ☐ other
☑ options:
  ☐ equity and equity index
  ☑ interest rate: interest rate risk and interest rate volatility
  ☑ currency
  ☐ other
☑ swaps:
  ☐ equity swaps
  ☑ interest rate swaps: transformation of fixed-rate income to variable-rate income and vice versa
  ☑ currency swaps
  ☐ performance swaps

☑ currency forwards
☑ credit derivatives, with the exception of CDS on single or tranche products.
☐ other

• Strategy of use of derivatives to achieve the investment objective:

☑ partial or general hedging of the portfolio, some risks and securitie
☑ creating synthetic exposure to assets and risks
☑ increasing exposure to the market without leverage
☐ maximum permitted and sought
☐ other strategy

4. Securities with embedded derivatives

The fund manager may invest in any securities with embedded derivatives permitted under the management company's business plan, whose issuer is not the same as the issuer of the underlying security, insofar as the performance of these securities is index-linked to changes in interest rate or credit spread risk.

Within this framework, the manager may take positions with a view to hedging the portfolio against and/or exposing it to particular business sectors, geographic regions, shares (all capitalisation types), stocks and similar securities in order to achieve the investment objective.

Total investments in securities with embedded derivatives may not exceed 100% of the net assets. Investments in contingent convertible bonds may not exceed 50 % of the net assets.

5. Deposits

Up to 10% of the Sub-fund's assets may be held in deposits.

6. Cash borrowings

The Sub-fund may borrow cash within the limit of 10% of its assets to meet specific cash requirements related to its operating needs.

7. Temporary purchases and sales of securities

None

8. Information on financial guarantees

In connection with over-the-counter derivative transactions, and in accordance with Position paper 2013-06 issued by the French financial markets regulator (Autorité des Marchés Financiers– AMF), the Sub-fund may receive collateral in the form of securities (such as bonds or other securities issued or guaranteed by a State or issued by international financing agencies and bonds or securities issued by high quality corporate issuers), or cash. Any cash collateral received is reinvested in accordance with the applicable rules. All such assets must be from high-quality issuers that are not an entity of the counterparty or its group, and must be liquid and diversified with low volatility. Discounts may be applied to the collateral received; they take into account the quality of credit and the price volatility of the securities.

9. Risk profile

Disclaimer
Your money will be mainly invested in financial instruments selected by the management company. These instruments will be exposed to market trends and fluctuations.

- **Risk of capital loss**
  There is no guarantee of the Sub-fund's performance or protection of capital. As such, the investor may not get back the full amount of the initial investment during redemption.

- **Interest rate risk**
  The risk of a decline in debt instruments as a result of changes in interest rates. This risk is measured by the level of sensitivity. For instance, bond prices tend to move in the opposite direction to interest rates. The net asset value may decline during periods when there is an increase (positive sensitivity) or decrease (negative sensitivity) in interest rates.

- **Credit risk**
  The risk of a deterioration in the credit quality of or default by a public or private issuer. The Sub-fund's exposure to issuers either through direct investment or via other UCI may give rise to a decline in the net asset value. If the Sub-fund is exposed to unrated or speculative/high yield debt, the credit risk is high and may lead to a decline in the Sub-fund’s net asset value.

- **Derivative financial instrument risk**
  The risk arising from the Sub-fund's use of forward financial instruments (derivatives), which may lead to a bigger decrease in the net asset value than on the markets or in the underlying assets in which the Sub-fund has invested.

- **Counterparty risk**
  This type with one or more counterparties potentially exposes the Sub-fund to a risk of insolvency of one or more of these counterparties, which could lead to default on payment and cause a decrease in the Sub-fund's net asset value.

- **Risks linked to hybrid or subordinated securities:**
  The sub-fund may be exposed to hybrid or subordinated securities. Hybrid and subordinated debt are subject to specific risks of non-payment of coupons and capital loss in certain circumstances. For non-financial bonds, since hybrid debt securities are “deeply subordinated”, there is a low recovery rate in the event of issuer default.

- **Liquidity risk**
  The risk that a financial market cannot absorb transaction volumes due to trading volumes being too low or pressure on the markets. Such a situation may impact the pricing or timing when the Sub-fund liquidates, initiates or modifies positions and thus cause a decline in the Sub-fund’s net asset value.

- **Risk related to the holding of contingent convertible bonds (CoCos)**

Subordinated debt and contingent convertible bonds carry specific risks of non-payment of interest and loss of capital in certain circumstances. At a certain solvency threshold or trigger event, the issuer may or is obliged to suspend the payment of interest and/or reduce the nominal value of the security or convert the bonds into equity. Notwithstanding the thresholds defined in the issue prospectus, the supervisory authorities have the possibility of applying in a preventive manner these rules if the circumstances require based on an objective threshold, the point of non-viability. Holders of these securities are exposed to the risk of complete or partial loss of their investment if conversion to equity takes place at a price that is predetermined, or subject to a discount as set out contractually in the terms of the issue prospectus, or applied arbitrarily by a supervisory authority. Holders are also exposed to potentially significant fluctuations in price if the issuer lacks capital or experiences difficulties.

- **Risk related to overexposure:**
  The Sub-fund may use forward financial instruments (derivatives) to generate overexposure and thus bring the Sub-fund’s exposure above its net asset value. Depending on the transactions, the impact of a decrease (purchase of exposure) or increase (sale of exposure) in the derivative’s underlying instrument may be amplified and thus amplify any decrease in the Sub-fund’s net asset value.

- **Foreign exchange risk (ancillary)**
  The Sub-fund may invest in securities and other UCI that in turn are authorised to acquire instruments denominated in currencies other than the fund's base currency. The value of these instruments may fall if the exchange rates vary, which may lead to a decrease in the Sub-fund’s net asset value. Where units (or shares) denominated in a currency other than the fund's base currency have been hedged, the foreign exchange risk is residual as a result of systematic hedging, potentially leading to a performance gap between the different units (or shares).

- **Sustainability risk**
  The risk that an environmental, social or governance event or situation will occur that could have a material adverse effect, actual or potential, on the value of an investment.

10. Guarantee or protection

None

11. Eligible subscribers and typical investor profile

This sub-fund is aimed at all investors who are aware of the risks associated with investing in the international credit markets.

The Sub-fund may be used with life insurance and savings policies.

Subscribers are strongly advised to diversify their investments sufficiently to avoid exposure solely to the risks of this Sub-fund.

Information on US investors:
The Sub-fund is not registered as an investment vehicle in the United States and its units are not and will not be registered under the Securities Act of 1933 and, therefore, they may not be offered or sold in the United States to Restricted Persons, as defined hereafter.
A Restricted Person is (i) any person or entity located in the United States (including US residents), (ii) any corporation or any other entity subject to the laws of the United States or any state thereof, (iii) any US military personnel or any employee of a US government department or agency located outside the United States, or (iv)

any other person that would be considered a US Person under Regulation S of the Securities Act of 1933, as amended.

FATCA:
Pursuant to the provisions of the Foreign Account Tax Compliance Act ("FATCA") applicable as of July 1st, 2014, if the Sub-fund invests directly or indirectly in US assets, the capital and income arising from such investments may be subject to withholding tax of 30%.
To avoid paying the 30% withholding tax, France and the United States have entered into an intergovernmental agreement under which non-US financial institutions ("foreign financial institutions") agree to institute procedures for identifying direct or indirect investors who qualify as US taxpayers and to provide certain information about these investors to the French tax authorities, which will disclose said information to the US tax authority, the Internal Revenue Service.
As a foreign financial institution, the Sub-fund undertakes to comply with the FATCA and to take all appropriate measures pursuant to the aforementioned intergovernmental agreement.

The amount that it is reasonable to invest in this Sub-fund depends on each investor's personal circumstances. To determine this, investors should take account of their personal financial situation, current needs and the recommended investment period, and should also consider their ability to assume risk or whether they prefer instead to opt for a more cautious

This Sub-fund may not be suitable for investors planning to withdraw their contributions within 3 years.

12. Allocation of distributable income

Distributable income consists of:

1) net income plus retained earnings, plus or minus the balance of the revenue adjustment account. Net income for the financial year is equal to the amount of interest, arrears, dividends, bonuses and prizes, directors' fees and all income generated by the securities that make up the UCIs portfolio, plus income generated by temporary cash holdings and minus management fees and borrowing costs.

2) realised capital gains, net of charges, minus realised capital losses, net of charges, recognised for the financial year, plus any net capital gains of the same kind recognised over previous years that have not been distributed or accumulated, plus or minus the balance of the capital gains adjustment account.

The amounts referred to in 1) and 2) may be distributed independently of each other, in whole or in part.

Share	Allocation of distributable income
RC EUR , RVC EUR , PVC EUR , EVC EUR	All distributable income shall be fully accumulated, with the exception of those amounts subject to compulsory distribution by law
PD EUR	Net income is distributed in full and the allocation of net realised capital gains is decided each year by the shareholders' meeting. It may pay interim dividends.

13. Frequency of distribution

RC EUR, RVC EUR, PVC EUR and EVC EUR shares: none

PD EUR shares: the dividend is paid out to holders of PD EUR shares once a year. Interim dividends may be paid.

14. Characteristics of the shares (base currency, division of shares, etc.)

Share	Base currency
RC EUR, RVC EUR, PD EUR, PVC EUR, EVC EUR	EUR

Share	Division
RC EUR, RVC EUR, PD EUR, PVC EUR, EVC EUR	In thousandths

15. Terms and conditions of subscription and redemption

Subscription and redemption orders are accepted in amount and/or in shares.

Date and frequency of NAV calculation

The net asset value is calculated every day except Saturdays and Sundays, public holidays in one of the following countries: France.
The net asset value is not calculated on the closing days of one of the following stock exchanges: Paris.

Where and how to find out the net asset value: the net asset value is published daily in the offices of LAZARD FRERES GESTION SAS and on the internet www.lazardfreresgestion.fr.

Address of the institutions designated to receive subscription and redemption orders

CACEIS BANK - 1-3 place Valhubert - 75013 Paris
Bank and investment services provider accredited by the CECEI on April 1st, 2005.

Investors are reminded that orders transmitted to distributors other than the institution referred to above must take into consideration the fact that the cut-off time for the processing of orders applies to the said distributors vis-à-vis the institution referred to above. Consequently, such distributors may apply their own cut-off time, which may be earlier than the cut-off time indicated above, in order to take into account the time required to transmit orders to the institution referred to above.

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On behalf of clients for whom it provides custody account-keeping services

Orders are executed as indicated in the table below

Business d	Day on which NAV is set (d)	Business d+1	Business d+2	Business d+2
Daily order reception and daily centralisation of redemption orders before (Paris time)	Order executed by the latest on d	Publication of the net asset value	Settlement of subscription	Settlement of redemptions

Procedures for switching from one share category to another or from one sub-fund to another:

Requests to switch from one share category to another or from one sub-fund to another will systematically give rise to redemption and subscription in accordance with the valuation schedule applicable to each sub-fund or share category, as the case may be.

Subscriptions preceded by a redemption received from the same shareholder on the same day for the same number of shares at the same NAV may be executed.

16. Fees and expenses

Subscription and redemption fees are respectively added to the subscription price paid by the investor or deducted from the redemption price paid. The fees earned by the Sub-fund are used to cover the charges that it incurs in investing or divesting the assets under management. The remaining fees are paid to the management company, the distributor, etc.

Charges payable by the investor during subscription and redemption	Basis	Share	Rate (maximum incl. taxes)
Subscription fees not retained by the Sub-fund	NAV x number of shares	RC EUR, RVC EUR, PD EUR, PVC EUR, EVC EUR	0.0%
Subscription fees retained by the Sub-fund	NAV x number of shares	RC EUR, RVC EUR, PD EUR, PVC EUR, EVC EUR	0.0%
Redemption fees not retained by the Sub-fund	NAV x number of shares	RC EUR, RVC EUR, PD EUR, PVC EUR, EVC EUR	0.0%
Redemption fees retained by the Sub-fund	NAV x number of shares	RC EUR, RVC EUR, PD EUR, PVC EUR, EVC EUR	0.0%

Exemption: No subscription and/or redemption fee will be charged in the case of a redemption followed by a subscription, on the same day, for the same amount, based on the same NAV.

Expenses charged to the Sub-fund	Basis	Share	Rate (maximum incl. taxes)
Financial management fees	Net assets less UCIs managed by Lazard Frères Gestion	RC EUR	0.80%
		RVC EUR	0.50%
		PD EUR	0.40%
		PVC EUR	0.25%
		EVC EUR	0.15%
Administrative fees external to the management company	Net assets	Applied to all the shares	0.035%

Indirect charges	N.A	Applied to all the shares	None	
Turnover commission (incl. taxes) (0 to 100% received by the management company and 0 to 100% received by the custodian)	Maximum charge on each transaction	Applied to all the shares	Bonds, foreign exchange	None
			Futures and other transactions	From €0 to €450 incl. taxes per contract
Performance fees	Net assets	RC EUR, PD EUR	None	
		RVC EUR, PVC EUR, EVC EUR	20% of the Sub-fund's outperformance relative to the benchmark index, capped at 2% of the net assets	

<u>* Calculation of the performance fee</u>:

The performance fee is calculated over a five-year Reference Period and for the first time on September 30th, 2021 by comparing the change in the Sub-fund's assets ("Sub-fund F assets") with the assets of a Reference Fund ("Benchmark R assets"):

- with a baseline value equal to the value of the Sub-fund's assets at the close of the last financial year for which performance fees were payable and at the earliest on the Sub-fund's launch date.
- and with a daily performance equal to that of the benchmark index (net dividends reinvested) in euros and registering the same variations in subscriptions and redemptions as the Sub-fund.

If, at the close of the financial year, the “Sub-fund F assets” (net dividends reinvested and excluding variable management fees) exceed the “Benchmark R assets”, a performance fee equal to 20% (including taxes) of the difference in value between the “Sub-fund F assets” and the “Benchmark R assets” will be charged, even if the Sub-fund’s performance is negative.
This fee will be capped at 2% of the net assets of “Sub-fund F assets”.
If the Sub-fund underperforms the benchmark fund between two net asset value dates, any provision previously recognised will be reversed. Amounts deducted from provisions may not exceed the amount previously accumulated.
These fees (fixed portion and variable portion, if any) are directly charged to the Sub-fund’s income statement.
Redemptions occurring during the life of the Sub-fund will give rise to the early payment of any corresponding portion of the variable management fees. Where redemptions occur, the performance provision will be adjusted pro rata to the amounts redeemed, and the reversed provision will revert to the management company.

These fees are accrued on each NAV calculation date and are levied with effect from the closing date of each financial year, as set out below.
A provision reversal will be booked every time that the difference between the two asset values decreases. If the Sub-fund underperforms, i.e. if the asset value of the Sub-fund is lower than that of the benchmark fund, the provisions will be reversed up to the full amount of the existing allocation, excluding variable management fees earned.
The provisions in existence at the end of the financial year, and the portion of the fee deriving from purchases of

shares during the financial year, will be paid to the management company.
Finally, every five (5) financial years, and for the first time on September 30th, 2026, all calculations will be reset, both for the “Sub-fund F assets” and the “Benchmark R assets”.

Only the contributions payable for the management of the Sub-fund pursuant to Article L. 621-5-3 II 4° d) of the French Monetary and Financial Code (Code monétaire et financier) and any exceptional legal costs related to debt recovery are outside the scope of the three blocks of charges referred to above.

Repurchase agreements are executed at market prices.

With the exception of brokerage fees, accounting management costs and custodians fees, all of the charges referred to above are levied as part of the joint venture arrangement between Lazard Frères Banque and Lazard Frères Gestion SAS which since 1995 has enabled them to pool their financial control, administration, and portfolio execution resources.

All revenue resulting from efficient portfolio management techniques, net of direct and indirect operating costs, is allocated to the Sub-fund. All costs and expenses related to these management techniques are assumed by the Sub-fund.

For further information, investors may refer to the management report.

17. Outline of the counterparty selection procedure

The selection of intermediaries used in equity investment management results from:
- any request to initiate a relationship with a broker made by the managers,
- a financial analysis of the broker’s accounts, carried out externally.

These intermediaries act exclusively in the context of equity flows. Lazard Frères Gestion SAS' Broker Committee ratifies all decisions to authorise new intermediaries.

At least twice yearly, the equity investment team holds a Broker Committee meeting to evaluate the services of its intermediaries, by reviewing four key criteria:
- research; - services offered;
- quality of execution;
- level of brokerage fees.

The intermediaries used in fixed-income management are selected using a range of evaluation criteria:
- Quality of order execution and negotiated prices;
- Quality of operational service in processing orders;
- Coverage of information when monitoring markets;
- Quality of macroeconomic and financial research.

The fixed-income managers report at least twice a year to the management company's Broker Committee, with an assessment of the services provided by the various brokers and a breakdown of transaction volumes. The Broker Committee approves any updates to the list of authorised brokers.

IV - SALES AND MARKETING INFORMATION

Publication of information about the UCI	LAZARD FRERES GESTION SAS
	25, rue de Courcelles 75008 Paris France
	Customer service - Monday to Friday - 9 to18 Tel +33 (0)1 44 13 01 79

Information regarding environmental, social and corporate governance (ESG) issues is available on the management company’s website (www.lazardfreresgestion.fr) and will be included in the fund’s annual report.

The management company may send, directly or indirectly, information on the composition of a Sub-fund’s assets to the Sub-fund’s shareholders for purposes related solely to shareholders’ regulatory obligations. This information will be sent, where applicable, within a period not less than 48 hours after publication of the NAV.

Information in the event of a change in the operation of the UCI:
The shareholders shall be informed of any changes in the operation of the UCI in the press or by any other means in accordance with the prevailing regulations. This information may, where relevant, be provided through Euroclear France financial intermediaries affiliated with it.

Information about the use of investment decision-making support and order execution services (SADIE) can be found on the management company’s website (www.lazardfreresgestion.fr).

V - INVESTMENT RULES

The UCI's investment rules are laid down in the French Monetary and Financial Code.

VI - AGGREGATE RISK

The calculation method used by the Lazard Euro Short Duration High Yield Sub-fund is the commitment calculation method.

The aggregate risk of the Lazard Credit Opportunities sub-fund is calculated as the absolute VaR, as defined in Article 411-77 et seq. of the General Regulation of the French financial markets authority (Autorité des Marchés Financiers - AMF). The absolute VaR corresponds to the potential loss in 99% of cases over a horizon of 20 working days under normal market conditions. The VaR level must remain lower than 15% and leverage must not exceed 400% gross.

VII - ASSET VALUATION AND ACCOUNTING RULES

1. ASSET VALUATION RULES

1.1. Financial instruments and securities traded on a regulated market are valued at their market

price.

• **Shares and similar securities** are valued on the basis of the last known price on their main market.

If applicable, prices are translated into euros using the exchange rate prevailing in Paris on the valuation day (as published by WM Closing).
• **Fixed-income securities**
Fixed-income securities are for the most part marked to market based on either Bloomberg prices (BGN)® derived from averages of contributed prices, or on those of direct contributors.
There may be a discrepancy between the carrying amounts, valued as indicated above, and the actual disposal prices that would be obtained if a portion of these portfolio assets were to be sold.

o **Bonds and similar instruments** are valued on the basis of the average of the closing prices gathered from several contributors.
Financial instruments whose prices have not been determined on the valuation date or whose prices have been adjusted are valued at their probable trading price under the responsibility of the shareholders' meeting.
. These estimates and their supporting documentation will be provided to the statutory auditor during audits.

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

o **Negotiable debt securities:**

Negotiable debt securities are marked to market based on either Bloomberg prices (BVAL and/or BGN)® derived from averages of contributed prices, or on those of direct contributors.

There may be a discrepancy between the carrying amounts, valued as indicated above, and the actual disposal prices that would be obtained if a portion of these portfolio assets were to be sold.

The valuation of money market instruments complies with the provisions of Regulation (EU) 2017/1131 of 14 June 2017. Consequently, the UCI does not use the amortised cost method.

• **UCIs:**Units or shares of UCIs are valued at the last known net asset value. Units or shares of UCIs for which net asset values are published monthly may be valued on the basis of interim net asset values calculated from estimated prices.
• **Temporary purchases and sales of securities** - Securities purchased under repurchase agreements are valued at their contract price using an actuarial method with a benchmark rate (overnight Eonia, one- or two-week interbank rates, one- to 12-month Euribor) corresponding to the term of the contract.

- Securities sold under repurchase agreements continue to be valued at their market price. Liabilities on securities sold under repurchase agreements are calculated using the same method as that used for securities purchased under repurchase agreements.

• **Futures and options**
- Futures and options are valued on the basis of intraday trading prices the timing of which is based on that of the valuation of the underlying assets.

- Positions taken on the futures or options markets and over the counter are valued at their market price or at the value of the equivalent underlying asset.

1.2. Financial instruments and securities not traded on a regulated market

All of the UCI's securities are traded on regulated markets.

1.3. Valuation methods for off-balance sheet commitments

- Off-balance sheet transactions are valued at the commitment value.
- The commitment value for futures contracts is equal to the price (in the UCI’s currency) multiplied by the number of contracts multiplied by the face value.
- The commitment value for options is equal to the price of the underlying security (in the UCI’s currency) multiplied by the number of contracts multiplied by the delta multiplied by the face value of the underlying security.
- The commitment value for swaps is equal to the face value of the contract (in the UCI’s currency).

2. ACCOUNTING POLICIES

The UCI complies with the accounting rules prescribed by current regulations, in particular the accounting standards applicable to UCIs. The financial statements are presented in accordance with the regulatory provisions governing the preparation and publication of financial statements of undertakings for collective investment.

• **Income from fixed-income securities**
- Income from fixed-income securities is recorded on the basis of accrued interest.

• **Management fees**
- Management fees are calculated on each valuation day.

- The annual management fee rate is applied to gross assets (equal to net assets before deduction of the day's management fees):

Gross assets
x operating and management fees rate
x no. of days between the calculated NAV and the previous NAV
365 (or 366 in a leap year)

- These amounts are then recorded in the SICAV’s income statement.

- The SICAV pays the operating fees, which include:
. financial management;
. administration and accounting;
. custody services;
. other operating fees:
. statutory auditors’ fees;
. legal notices (Balo, Petites Affiches, etc.) if applicable.

These fees do not include transaction charges.

• **Transaction charges**
Transactions are recorded excluding charges.

• **Retrocessions received on management fees or entry charges**
The method used to calculate retrocession amounts is set out in the sales and marketing agreements.
- If the amount is significant, a provision is recognised in account 61719.
- The final amount is recognised upon settlement of invoices after reversal of any provisions.

Swing pricing adjustments to the net asset value (NAV) with a trigger level for the Lazard Credit Opportunities sub-fund

In order to protect the Sub-fund's long-term shareholders, a swing factor will be applied to subscriptions and redemptions that have a significant impact on the Sub-fund's outstandings, which may generate costs for

shareholders entering and leaving the Sub-fund that would otherwise have been allocated across all shareholders in the Sub-fund. Therefore, if, on a particular NAV calculation date, the total net subscription/redemption orders of investors across all categories of Sub-fund shares exceeds a threshold predetermined by the financial sub-manager on the basis of objective criteria and expressed as a percentage of the net assets in the Sub-fund, the NAV may be adjusted upwards or downwards to take account of the readjustment costs attributable to the net subscription/redemption orders. The NAV of each share category shall be calculated separately, but any adjustment shall have an identical impact, expressed as a percentage, on all of the NAV calculations of each share category in the Sub-fund.
The cost parameters and trigger level shall be determined by the financial sub-manager and shall be reviewed periodically, and at least every six months. These costs shall be estimated by the management company based on transaction fees, bid/offer spreads and tax charges applicable to the Sub-fund.
Insofar as this adjustment mechanism is linked to the net balance of subscriptions/redemptions within the Sub-fund, it is not possible to accurately predict a given time in the future at which it will be applied.
Consequently, neither is it possible to predict the precise frequency at which the financial sub-manager will have to make such adjustments, which shall not exceed 1,75% of the NAV. Investors should be aware that the volatility of the Sub-fund's NAV may not reflect solely that of the securities in the portfolio arising from the application of swing pricing.

Swing pricing adjustments to the net asset value (NAV) with a trigger level for the Lazard Euro Short Duration High Yield sub-fund

In order to protect the Sub-fund's long-term shareholders, a swing factor will be applied to subscriptions and redemptions that have a significant impact on the Sub-fund's outstandings, which may generate costs for shareholders entering and leaving the Sub-fund that would otherwise have been allocated across all shareholders in the Sub-fund. Therefore, if, on a particular NAV calculation date, the total net subscription/redemption orders of investors across all categories of Sub-fund shares exceeds a threshold predetermined by the financial sub-manager on the basis of objective criteria and expressed as a percentage of the net assets in the Sub-fund, the NAV may be adjusted upwards or downwards to take account of the readjustment costs attributable to the net subscription/redemption orders. The NAV of each share category shall be calculated separately, but any adjustment shall have an identical impact, expressed as a percentage, on all of the NAV calculations of each share category in the Sub-fund.
The cost parameters and trigger level shall be determined by the financial sub-manager and shall be reviewed periodically, and at least every six months. These costs shall be estimated by the management company based on transaction fees, bid/offer spreads and tax charges applicable to the Sub-fund.
Insofar as this adjustment mechanism is linked to the net balance of subscriptions/redemptions within the Sub-fund, it is not possible to accurately predict a given time in the future at which it will be applied.
Consequently, neither is it possible to predict the precise frequency at which the financial sub-manager will have to make such adjustments, which shall not exceed 1,50% of the NAV. Investors should be aware that the volatility of the Sub-fund's NAV may not reflect solely that of the securities in the portfolio arising from the application of swing pricing.

LAZARD FRÈRES GESTION

ARTICLES OF ASSOCIATION WITH SUB-FUNDS

LAZARD FUNDS

Registered office - 10 avenue Percier - 75008 Paris
484 947 627 Paris Trade and Companies Register

Title I - Form – Object – Name – Registered offices – Term of the company

ARTICLE 1 - FORM

An investment company with variable capital (Société d'Investissement à Capital Variable - SICAV) shall be formed among the holders of shares created hereinafter and shares to be subsequently created. The Sicav shall be governed notably by the provisions of the French Commercial Code concerning limited companies (sociétés anonymes) (Book II – Title II – Chapter V), the French Monetary and Financial Code (), their implementing texts, subsequent texts and by these articles of association.

The UCI has several sub-funds. Each sub-fund gives rise to the issue of one or more categories of shares representing the assets of the UCI allocated to it.

ARTICLE 2 - OBJECT

The purpose of this company is to set up and manage financial instruments and deposits.

ARTICLE 3 - NAME

The company's name is: LAZARD FUNDS followed by the notation “Société d'investissement à Capital Variable”, with or without the term “Sicav”.

ARTICLE 4 - REGISTERED OFFICES

The registered office is established at 10 avenue Percier - 75008 Paris.

ARTICLE 5 - TERM

The company's term is 99 years, commencing from its registration with the Trade and Companies Register, except in the event that the Sicav is dissolved before the end of the term or extended pursuant to these regulations.

Title II - Capital – Changes in capital - Features of the shares

ARTICLE 6 - SHARE CAPITAL

For the Lazard Crédit Opportunities sub-fund:

The initial capital totals €29.302.500 divided into three categories of fully paid-up shares:
- A shares: 5 shares of €500 each;
- B shares: 30 shares of €10.000 each;
- C shares: 29 shares of €1.000.000 each.

It was created from cash payments.

For the Lazard Euro Short Duration High Yield sub-fund:

The initial capital totals €10.555.200 divided into five categories of fully paid-up shares:
- PVC EUR shares: 55,400 shares of €1.000 each;
- EVC EUR shares: 5000 shares of €1.000 each;
- RC EUR shares: 1 share of €100;
- RVC EUR shares: 1 share of €100;
- PD EUR shares: 1 share of €1.000.

It was created from cash payments.

The different share classes may:
- apply different dividend policies (distribution or accumulation);
- be denominated in different currencies;
- be subject to different management fees;
- be subject to different subscription and redemption fees;
- have a different par value;
- be systematically hedged, in full or in part, against risk as set out in the prospectus. This hedging is achieved through financial instruments that reduce to a minimum the impact of hedging transactions on the Sub-fund's other share classes;
- be reserved to one or more distribution networks.

The shares may be combined or split upon the decision of the Extraordinary Shareholders' Meeting.

The shares may be sub-divided upon the decision of the board of directors into tenths, hundredths, thousandths or ten-thousandths, referred to as fractional shares.

The provisions hereof governing the issue and redemption of shares shall apply to fractional shares, the value of which shall always be proportional to the value of the share they represent. Unless otherwise stipulated, all other provisions of the articles of association relating to shares shall automatically apply to fractional shares.

ARTICLE 7 - CHANGES IN CAPITAL

The amount of capital may be changed as a result of the issue of new shares by the company and reductions following the redemption of shares by the company for shareholders who so request.

ARTICLE 8- ISSUE AND REDEMPTION OF SHARES

Shares may be issued at any time at the request of shareholders on the basis of the net asset value plus subscription fees, if any.

Redemptions and subscriptions shall be made under the conditions and in accordance with the procedures set out in the prospectus.
Redemptions may be made in cash and/or in kind. If the redemption in kind corresponds to a representative share of the assets in the portfolio, only the outgoing shareholder's written and signed agreement must be obtained by the UCI or management company. If the redemption in kind does not correspond to a representative share of the assets in the portfolio, all of the shareholders must provide their written signed agreement authorising the outgoing shareholder to obtain redemption of their shares against certain specific assets, as explicitly defined in the agreement.
As an exception to the foregoing, in cases where the UCI is an ETF, redemptions on the primary market may, if the portfolio management company agrees and provided that the interests of the shareholders are upheld, be made in kind under the conditions set out in the UCI's prospectus. The assets are then delivered by the issuer account keeper under the conditions set out in the UCI's prospectus.

Generally speaking, the redeemed assets are valued according to the rules set out in Article 9, and redemption in kind is based on the first net asset value following acceptance of the instruments in question.

All subscriptions to new shares must, under pain of being declared void, be fully paid up and the shares issued shall have the same dividend date as that of the existing shares on the issuance date.

Pursuant to Article L. 214-7-4 of the French Monetary and Financial Code, redemption by the company of its shares, and the issue of new shares, may be temporarily suspended by the board of directors in exceptional circumstances and if required in the interests of shareholders.

No shares may be redeemed if the net assets of the Sicav are less than the regulatory amount.

Pursuant to Article L. 214-7-4 of the French Monetary and Financial Code and Article411-20-1 of the General Regulation of the French financial markets regulator (Autorité des Marchés Financiers - AMF), the management company may decide to put a cap on redemptions if warranted by exceptional circumstances and in the interest of the shareholders and the general public.
The method used for this capping mechanism and the measures for informing the shareholders must be described in detail.
Minimum subscription conditions may apply, as set out in the prospectus.

The UCI may cease to issue shares on a temporary or permanent basis, in part or in full, pursuant to the provisions set out in the third paragraph of Article L. 214-7-4 of the French Monetary and Financial Code, in objective situations that warrant the closure of subscription such as cases where the maximum number of issued shares has been reached, the maximum amount of assets has been reached, or the subscription period has expired. If such partial or full closure is activated, the existing shareholders must be informed by all available means, including details of the threshold and objective situation that triggered the decision. In the case of partial closure, the existing shareholders must also be informed in detail of the methods by which they can continue to subscribe during this partial closure period. The shareholders must also be informed by all available means if the UCI or management company decide to discontinue the full or partial subscription closure period (when the activation threshold is no longer exceeded) or continue the closure period (change in the threshold or the objective situation that warranted implementation of the measure). Any change in the specified objective situation or in the activation threshold must always be in the interest of the shareholders. The existing shareholders must be informed by all means of the exact reasons for such changes.

ARTICLE 9 - CALCULATION OF NET ASSET VALUE

The net asset value of the shares is calculated according to the valuation rules set out in the prospectus.

Further, if the shares are listed for trading, the exchange operator will calculate an instant indicative net asset value.

Contributions in kind may consist only of securities, stocks or contracts that are eligible to form the assets of UCITS; they are valued according to the valuation rules used to calculate the net asset value.

ARTICLE 10- FORM OF THE SHARES

The shares may have the form of bearer or registered shares, as selected by the subscriber.

Pursuant to Article L. 211-4 of the French Monetary and Financial Code, the securities must be registered in accounts kept by the issuer or an authorised intermediary, as the case may be.

Holders’ rights will be represented by an entry in an account their name:
- with the intermediary of their choice for bearer securities;
- with the issuer and, if they so wish, with the intermediary of their choice for registered securities.

The company may, at its own expense, request the name, nationality and address of the Sicav’s shareholders, as well as the number of securities held by each of them, in accordance with Article L. 211-5 of the French Monetary and Financial Code.

ARTICLE 11 - ADMISSION TO TRADING IN A REGULATED MARKET AND/OR A MULTILATERAL TRADING SYSTEM

The shares may be admitted to trading in a regulated market and/or a multilateral trading system, depending on the applicable regulations.

If the Sicav whose shares are admitted to trading in a regulated market, has an investment objective based on an index, it must have set up a system to ensure that its share price does not deviate significantly from its net asset value.

ARTICLE 12 - RIGHTS AND OBLIGATIONS ATTACHED TO THE SHARES

Each share confers the right, in proportion to the fraction of the share capital represented, to a share in the ownership of the company's assets and of the company's profits.

The rights and duties attached to a share shall be transferred to any owner thereof.

Whenever the exercise of a right is conditional upon a certain number of shares being held and specifically in the case of a swap or consolidation of shares, holders of individual shares or of less than the required number of shares may only exercise such rights if they personally undertake to consolidate their holdings and, if applicable, to buy or sell the necessary quantity of shares.

ARTICLE 13 - INDIVISIBILITY OF SHARES

All co-owners of shares or assignees are required to be represented with the company by a single person named by mutual agreement or, failing such agreement, appointed by the Chief Judge of the Commercial Court with jurisdiction for the registered offices.

In cases involving fractional shares:

The holders of the fractional shares may consolidate their holdings. In this case, they must be represented as set out above, by a single person who shall perform, for each group, all of the rights attached to the ownership of the entire share.
In cases where beneficial ownership and bare ownership are separated, the division of voting rights at shareholders’ meetings between the beneficial owner and the bare owner is left to the discretion of the parties concerned, who should inform the company accordingly.

Title III - Administration and management of the company

ARTICLE 14 - ADMINISTRATION

The company is administered by a board of directors with at least three and no more than 18 members, appointed by the shareholders’ meeting.

During the life of the company, the directors shall be appointed or re-appointed by the ordinary shareholders’ meeting.

The directors of the company may be natural persons or legal entities. In the case of a legal entity, on appointment, they must designate a permanent representative who is subject to the same conditions and obligations and bears the same civil and criminal liability as if they themselves were a member of the board of directors, without prejudice to the liability of the legal entity they represent.

This permanent mandate is given for the duration of the legal entity's own mandate. If the legal entity terminates the appointment of its representative, it must notify the Sicav immediately by registered mail and also inform the Sicav of the identity of its new permanent representative. The same shall apply in the event of the death, resignation or extended impediment of the permanent representative.

ARTICLE 15 - TERM OF OFFICE OF DIRECTORS -REPLACEMENT OF THE BOARD

Subject to the provisions of the final paragraph of this article, the directors’ term of office is three years for initial directors and up to six years for subsequent directors, with each year being understood as the period between two consecutive annual shareholders’ meetings.

If one or more directors’ seats become vacant between two shareholders’ meetings as a result of death or resignation, the board of directors may make interim appointments.

A director appointed by the board on an interim basis to replace another shall remain in office only for the remaining term of office of his predecessor. This appointment shall be subject to ratification at the next shareholders’ meeting.

All directors shall be eligible for re-election. They may be dismissed at any time by the ordinary shareholders’ meeting.

Each director’s term of office shall expire at the close of the ordinary shareholders' meeting called to approve the financial statements for the past financial year and held in the year during which the director’s term of office expires, it being understood that, if the meeting is not held in that year, the term of office of the director concerned shall expire on December 31stof the same year, subject to the exceptions hereafter.

All directors may be appointed for a term of less than six years where necessary to ensure that changes are made as regularly as possible and that all members have changed by the end of each six-year period. This is notably the case if the number of directors is increased or decreased and the renewal frequency has been affected.

Where the number of members of the board of directors falls below the legal minimum, the remaining member or members must immediately call an ordinary shareholders' meeting in order to fill the vacant seats on the board.

The age limit for members of the board of directors is set at 80. Nevertheless, directors older that this age limit may in exceptional cases have their mandate renewed for a period of six years; no more than three directors may be renewed under these conditions.

In the event of the resignation or death of a director, and where the number of directors still in office is equal to or greater than the statutory minimum, the board may appoint a temporary replacement for the remaining term of office.

ARTICLE 16 - BUREAU OF THE BOARD

The board shall elect a chairman from among its members for a term determined by it, but which may not exceed the chairman's term of office as a director. The chairman must be an individual.

The chairman of the board of directors shall organise and direct the board's activities, and shall report on these to the shareholders' meeting. The chairman shall oversee the smooth operation of the company's management bodies and in particular shall ensure that the directors are capable of fulfilling their duties.

If he considers it appropriate, he shall also appoint a vice- chairman and may also choose a secretary, who need not be member of the board.

In the event of the temporary incapacity or death of the chairman, the board of directors may agree to delegate the chairman's functions to a director.

ARTICLE 17- BOARD MEETINGS AND DELIBERATIONS

The board of directors shall meet when convened by the chairman, as often as the company's interests require, either at the registered offices or at any other location indicated in the notice of meeting.

Whenever the board has not met for more than two months, at least one-third of its members may ask the chairman to convene a meeting based on a specific agenda. The chief executive officer may also ask the chairman to convene a board of directors' meeting to deal with a specific agenda. The chairman is bound by such a request.

Company bylaws may determine, in accordance with legal and regulatory provisions, the conditions for organising meetings of the board of directors, which except when held for the adoption of resolutions that are expressly excluded from this option under the French Commercial Code, may take place via video-conference.

Invitations may be sent to the directors by post or verbally.

A quorum of at least half the members is required in order for decisions to be valid. Decisions are adopted by a majority vote of members present or represented. Each director holds one vote. In the case of a split-vote, the chairman has the casting vote.

Where video-conferencing is permitted, the company's bylaws may stipulate, in accordance with the regulations in force, that directors participating in a board of directors' meeting via video-conference are deemed present for the purpose of quorum and majority calculations.

ARTICLE 18 - MINUTES

Minutes are written up and copies or excerpts of decisions are issued and certified as required by law.

ARTICLE 19- POWERS OF THE BOARD OF DIRECTORS

The board of directors steers the company's activity and oversees correct execution. Within the limits of the corporate object and subject to the powers expressly granted by law to shareholders’ meetings, the board shall consider any issue that affects the proper operation of the company and settle any matters concerning the company through its decisions

The board of directors shall carry out such controls and audits that it considers appropriate. The chairman or the chief executive officer is required to provide each director with all documents and information needed to perform his or her duties.

A director may authorise another director to represent him at a meeting of the board of directors under the conditions established by law. Each director shall have only one such power of attorney during a single session.

The provisions set out above shall apply to permanent representatives of directors who are legal entities.

ARTICLE 20 - EXECUTIVE MANAGEMENT – NON-VOTING BOARD MEMBERS

The executive management of the company shall be the responsibility of the chairman of the board of directors or of another natural person appointed by the board of directors and holding the title of chief executive officer.

The choice of these two methods shall be made in accordance with the terms of these articles of association by the board of directors for a term that shall run until the expiry of the functions of the current chairman of the board of directors. Shareholders and third parties shall be informed of this choice under the conditions defined by the applicable legislative and regulatory provisions.

Based on the board of directors’ choice as stipulated above, the company will be managed by either the chairman or a chief executive officer.

When the board of directors decides to separate the functions of chairman and chief executive officer, it shall appoint a chief executive officer and shall decide on his/her term of office.

If the chairman of the board of directors assumes responsibility for the executive management of the company, the following provisions regarding the chief executive officer shall apply.

Subject to the powers expressly attributed by law to shareholders’ meetings as well as those specifically reserved by law to the board of directors, and within the limits of the corporate purpose, the chief executive officer is vested with the broadest powers to act in all circumstances on behalf of the company. He shall exercise these powers within the limits of the corporate object and subject to the powers expressly attributed by law to shareholders’ meetings and the board of directors. He shall represent the company in its dealings with third parties.

The chief executive officer may authorise any partial delegation of his powers to any person of his choice.

The chief executive officer may have his/her appointment revoked at any time by the board of directors.

At the request of the chief executive officer, the board of directors may appoint up to five deputy chief executive officers to assist the chief executive officer. Deputy chief executive officers may be removed from office at any time by the board upon the recommendation of the chief executive officer.

In agreement with the chief executive officer, the board shall determine the scope and duration of the powers delegated to deputy chief executive officers.

Such powers may include a right of partial delegation. If the chief executive officer resigns or is dismissed or is unable to perform his duties, the deputies shall retain their powers and positions, unless the board decides otherwise, until the appointment of a new chief executive officer.

Deputy chief executive officers shall have the same powers vis-à-vis third parties as the chief executive officer.

The age limit of the chief executive officer and deputy chief executive officers is set at 80.

The shareholders' meeting may appoint one or more non-voting board members.

The term of office for non-voting board members shall be a maximum of six years. It shall expire at the close of the ordinary shareholders' meeting called to approve the financial statements for the past financial year and held in the year during which the non-voting board members' term of office expires.
Non-voting board members may be re-elected at any time without limitation; they may be removed from office at any time upon the decision of the shareholders' meeting.

In the event of the death or resignation of one or more non-voting board members, the board of directors may co-opt their successor(s), this provisional appointment being subject to ratification at the next shareholders' meeting.

Non-voting board members are responsible for ensuring the strict enforcement of the articles of association. They attend the board of directors meetings and hold a consultative role. They examine statements of assets and liabilities and the annual financial statements and offer their comments on these matters to the shareholders' meetings when they consider it appropriate to do so. Remuneration of non-voting board members is decided upon by the board.

ARTICLE 21 - BOARD ALLOCATIONS AND REMUNERATION

Directors' fees may be paid to voting and non-voting board members.

The board of directors may also allocate special payments for tasks and duties assigned to directors; any such payments will be charged to operating expenses and subject to the approval of the ordinary shareholders' meeting.

No other permanent or other type of remuneration may be allocated to the directors unless they hold an employment contract with the company under the conditions set out by law.

ARTICLE 22 - CUSTODIAN

The custodian is appointed by the board of directors.

The custodian performs the tasks for which it is responsible under applicable laws and regulations as well as those assigned to it contractually by the Fund or the management company.
In particular, the custodian must ensure that the decisions of the management company are lawful. It shall take any protective measures it considers appropriate.

In the event of a dispute with the management company, it shall inform the AMF.

ARTICLE 23 - PROSPECTUS

The board of directors or, where the Sicav has delegated full responsibility for management, the management company, has all necessary powers to make, as needed, any amendments to the prospectus to ensure the proper management of the company, pursuant to the legislative and regulatory provisions specific to Sicavs.

Title IV - Statutory auditors

ARTICLE 24 - APPOINTMENT - POWERS - REMUNERATION

The statutory auditor is appointed by the board of directors for a term of six financial years, following AMF approval, from among persons authorised to perform such duties in commercial companies.

The statutory auditor shall certify that the financial statements give a true and fair view of the company.

The statutory auditor's term may be renewed.

The statutory auditor has a duty to report promptly to the AMF any fact or decision concerning the Fund of which he has become aware in the course of his duties and which is liable to:
1. Constitute a breach of the laws or regulations that apply to that body that is likely to have a significant impact on its financial situation, profits or assets;
2. Affect the conditions or the continuity of its operations;
3. Lead to the expression of reservations or the refusal to certify the financial statements.

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

The statutory auditor shall assess any contribution in kind under his own responsibility.

He shall verify the accuracy of the composition of assets and other information prior to publication.

The statutory auditor's fees shall be set by mutual agreement between the statutory auditor and the SICAV's board of directors, on the basis of a work schedule setting out the procedures deemed necessary.

The statutory auditor shall certify the positions used as the basis for the distribution of interim dividends.

Title V - Shareholder's meetings

ARTICLE 25 - SHAREHOLDER'S MEETINGS

Shareholders' meetings shall be convened and shall deliberate under the conditions provided for by law.

The annual shareholders' meeting, which must approve the company's financial statements, must be held within four months of the close of the financial year.

Meetings shall be held either at the registered offices or at any other location specified in the notice of meeting.

Each shareholder may participate in the Shareholders’ Meetings, either in a personal capacity or by appointing another person as proxy, subject to proof of identity and share ownership either in the form of registration in the registered share accounts held by the company or of registration in the bearer securities registry, at the places specified in the notice of meeting; these formalities must be completed two days before the meeting date.

A shareholder may be represented at a meeting in accordance with Article L. 225-106 of the French Commercial Code.

A shareholder may also vote by correspondence under the conditions set out in the regulations in force.

Shareholders’ meetings shall be chaired by the chairman of the board of directors or, in his absence, by a vice-chairman or a director appointed by the board for that purpose. Failing this, the shareholders’ meeting shall elect the chairman itself.

Minutes of meetings shall be written up and copies certified and issued as required by law.

Title VI - Annual financial statements

ARTICLE 26 - FINANCIAL YEAR

The company’s financial year begins on the day after the last trading day in Paris in September and ends on the last trading day in Paris of the same month in the following year.

However, by way of exception, the first financial year shall include all operations carried out between the inception date of the first sub-fund and the last trading day of September 2020.

ARTICLE 27 - ALLOCATION OF DISTRIBUTABLE INCOME

Distributable income consists of:

1) net income plus retained earnings, plus or minus the balance of the revenue adjustment account. Net income for the financial year is equal to the amount of interest, arrears, dividends, bonuses and prizes, directors’ fees and all income generated by the securities that make up the Sub-fund’s portfolio, plus income generated by temporary cash holdings and minus management fees and borrowing costs.
2) realised capital gains, net of charges, minus realised capital losses, net of charges, recognised for the financial year, plus any net capital gains of the same kind recognised over previous years that have not been distributed or accumulated, plus or minus the balance of the capital gains adjustment account.

The amounts referred to in 1) and 2) may be accumulated and/or distributed and/or retained independently of each other, in whole or in part.

Details of the relevant process are provided in the prospectus under the section entitled “Allocation of distributable income”.

Title VII- Extension -Dissolution -Liquidation

ARTICLE 28 - EXTENSION OR EARLY DISSOLUTION

The board of directors may, at any time and for any reason, recommend the extension, early dissolution or liquidation of the Sicav to an extraordinary shareholders' meeting.

This issue of new shares and the redemption by the Sicav of shares for shareholders who so request shall cease on the date of publication of the notice of the shareholders' meeting at which a resolution for the early dissolution or liquidation of the company is considered, or at the end of the company's term.

ARTICLE 29 - LIQUIDATION

At the end of the term set by the articles of association or in the case of a resolution for early dissolution, the shareholders' meeting shall decide, on the recommendation of the board of directors, the method of liquidation and shall appoint one or more liquidators.

Liquidation procedures are established in accordance with Article L. 214-12 of the French Monetary and Financial Code.

The liquidator shall represent the company. The liquidator is authorised to pay the creditors and divide out the available balance. The appointment of the liquidator shall terminate the powers held by the directors, but not those held by the statutory auditor.

The liquidator may, pursuant to a resolution of the extraordinary shareholders' meeting, contribute all or part of the assets, rights and obligations of the dissolved company to another company, or transfer such assets, rights and obligations to a company or to any other person.

The net proceeds from the liquidation, after settlement of liabilities, shall be distributed in cash or securities among the shareholders.

During the liquidation process, the duly constituted shareholders' meeting shall retain the same authority as during the life of the company, including in particular the power to approve the liquidation accounts and discharge the liquidator.

Title VIII - Disputes

ARTICLE 30 - JURIDICTION ADDRESS FOR SERVICE

Any disputes that may arise during the company's operations or at the time of its liquidation, either between shareholders and the company or among the shareholders themselves, concerning the business of the company, shall be judged in accordance with the law and submitted to the courts with jurisdiction.

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