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

# PROSPECTUS

## I – GENERAL FEATURES

### I.1. – Fund's form

| | |
|---|---|
| **Name:** | **LAZARD SMALL CAPS EURO** |
| **Registered offices:** | 121, Boulevard Haussmann<br>75008 Paris, France |
| **Legal form**: | French open-end investment company (*Société d'Investissement à Capital Variable* - SICAV) with a board of directors |
| **Inception date – term** | This SICAV was created on August 5th, 2003 for a period of 99 years. |

**Fund overview:**

| Equities | ISIN code | Allocation of distributable income | Base currency | Eligible investors | Minimum initial subscription | Initial NAV |
|---|---|---|---|---|---|---|
| I shares | FR0000174310 | Allocation of net income: accumulation and/or distribution and/or retained<br><br>Allocation of net realised capital gains: accumulation and/or distribution and/or retained | Euro | All subscribers | One share | €200 |
| R shares | FR0010689141 | Allocation of net income: accumulation and/or distribution and/or retention<br><br>Allocation of net realised capital gains: accumulation and/or distribution and/or retained | Euro | All subscribers | One share | €500 |

| | | | | | | |
|---|---|---|---|---|---|---|
| T shares | FR0013284536 | Allocation of net income: accumulation and/or distribution and/or retained<br><br>Allocation of net realised capital gains: accumulation and/or distribution and/or retained | Euro | Authorised investors* | €500 000 or more* | €200 |

* T shares – Authorised investors and minimum subscription amount:

- Without a minimum subscription amount (i) for UCIs managed by the management company or (ii) for the management company for its own account;
- Without a minimum subscription amount (i) for investors subject to the MiFID II Directive (exclusively and solely in the context of their independent advisory activity or the provision of a portfolio management service on behalf of third parties) or ( ii) for investors with activities that do not receive retrocession in foreign countries not subject to this directive, subject to the prior approval of the management company;
- With a minimum initial subscription amount of €500,000 for other investors.

The difference between the I and R shares is that the I shares are intended to be distributed by the management company directly to private and institutional clients, while the R shares are mainly intended to be distributed by partners of the management company or by third-party management companies.

The SICAV's prospectus, latest annual and periodic reports, the composition of assets and Lazard Frères 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 Frères Gestion SAS**
25, Rue de Courcelles – 75008 Paris, France
The prospectus is also available at www.lazardfreresgestion.fr

**Designated contact**:

Client Services – Monday to Friday
9 a.m. to 5 p.m. – Tel.: + 33 (0)1.44.13.01.79
where further information may be obtained if necessary.

## I.2. – Service providers

| | |
|---|---|
| **Delegated management company:** | **LAZARD FRERES GESTION SAS**<br>25, Rue de Courcelles – 75008 Paris, France<br>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:** | **LAZARD FRERES BANQUE**<br>121, boulevard Haussmann – 75008 Paris<br>Credit institution incorporated under French law authorised by the French Credit Institutions and Investment Firms Committee (*Comité des Etablissements de Crédit et des Entreprises d'Investissement* - CECEI) under no. 30748<br><br>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.<br><br>Sub-delegation:<br>A description of the functions of delegated custody agents, a list of the custody and sub-custody agents of Lazard Frères Banque, and information on conflicts of interest that may arise in relation to these agents are available on the Lazard Frères Banque website: http://lazardfreresbanque.fr<br><br>Investors may obtain updated information on request.<br><br>The custodian operates independently of the investment management company. |
| **Delegated agent for the centralisation of subscription and redemption orders:** | **CACEIS BANK:** 1-3 Place Valhubert – 75013 Paris, France<br>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<br><br>**LAZARD FRÈRES BANQUE,** on behalf of clients for whom it provides custody account-keeping services<br>121, Bld Haussmann – 75008 Paris, France |
| **Delegated registrar of units or shares:** | **CACEIS BANK**<br>1-3 Place Valhubert – 75013 Paris |
| **Principal Statutory Auditor:** | **DELOITTE & ASSOCIES**<br>Tour Majunga<br>6, place de la Pyramide<br>92908 Paris La Défense Cedex<br>Represented by Olivier Galienne |
| **Distributor:** | **LAZARD FRERES GESTION SAS**<br>25, Rue de Courcelles – 75008 Paris, France |

| Sub-delegation: | |
|---|---|
| **Sub-investment manager:** | **LAZARD FRERES GESTION SAS**<br>25, Rue de Courcelles – 75008 Paris, France |
| **Administrative sub-manager:** | **LAZARD FRERES GESTION SAS**<br>25, Rue de Courcelles – 75008 Paris, France |
| **Accounting delegated to:** | **CACEIS FUND ADMINISTRATION**<br>Registered offices: 1-3, Place Valhubert – 75013 Paris, France |
| **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. |

## II – OPERATION AND MANAGEMENT

### II.1 – General features

| Share characteristics: | |
|---|---|
| **ISIN codes:**<br>**I shares:**<br>**R shares:**<br>**T shares:** | <br>FR0000174310<br>FR0010689141<br>FR0013284536 |
| **- Nature of the rights attached to the SICAV's shares:** | Each shareholder has an ownership right in and to the assets of the SICAV in proportion to the number of shares owned. |
| **- Voting rights attached to the SICAV's shares:** | Each shareholder is entitled to one vote for each share held. |
| **- Form of the shares:** | Bearer or registered at the shareholder's discretion. The SICAV is listed with Euroclear France. |
| **- Fractional or whole shares:** | Subscriptions and/or redemptions may be made in thousandths of shares. |
| **- Financial year end:** | Last valuation day in September. |
| **- Taxation** | The SICAV 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.<br>The tax treatment of sums distributed by the SICAV or the unrealised or realised capital gains or losses of the SICAV depends on the tax rules applicable to the particular circumstances of each subscriber and/or the SICAV's investment jurisdiction. If you are unsure of the tax rules applying to your particular circumstances, you should consult a professional adviser.<br>➢ ***For non-French residents***: withholding tax is payable by the subscriber.<br>➢ ***For French residents*** : The SICAV is an eligible investment for an equity savings plan (*Plan d'Epargne en Actions* – PEA). |

### II.2 – Other specifications

| | |
|---|---|
| **- Classification:** | **EUROZONE COUNTRY EQUITIES** |
| **- Sub-investment manager:** | **LAZARD FRÈRES GESTION SAS** |

| | |
|---|---|
| **- Investment objective:** | The SICAV seeks to achieve capital growth at the end of the recommended investment period through exposure to small- and mid-cap markets. |
| **- Benchmark:** | The SICAV does not have a benchmark. Performance may be compared against the Euromoney Smaller Euro index, net dividends reinvested, over the recommended investment horizon.<br>The Euromoney Smaller Euro is a capitalisation-weighted, free-float adjusted index comprising several hundred Eurozone companies. |

## 1 – Strategies used

A company's rate of return on invested capital above the cost of capital reflects its economic performance, as shown in its long-term stock market performance. Accordingly, the strategy applied within the SICAV is based on the following:

- Identifying companies with the best economic performance profiles.
- Verifying that performance through financial analysis and examination of underlying strategies.
- Selecting stocks from such companies according to the market's undervaluation of that performance at a given time.
- Building a portfolio within the Eurozone but with no other geographical or sectoral restrictions.

The focus on achieving the optimum ratio between the company's economic performance and valuation may result in wide divergences between the SICAV's performance and its sector and/or country mix and those of the underlying asset class, i.e. small and mid caps from the Eurozone.

The minimum degree of exposure to the Eurozone equity markets is 75% of the SICAV's net assets.

## 2 – Assets (excluding embedded derivatives)

**Equities:**

Eurozone small and mid caps.
Delisted stocks (to a maximum of 5% of net assets).

**Debt securities and instruments:**

French and foreign negotiable debt securities (mainly French and US treasury bills and BTAN medium-term treasury notes).

**UCIs:**

The manager may invest up to a maximum of 10% in UCITS-compliant or alternative investment funds.

These UCIs may be managed by the management company.

The SICAV is an eligible investment for a French equity savings plan (PEA) and therefore maintains a minimum of 75% of the assets as PEA eligible securities.

## 3 – Derivatives

- **Types of markets**:
  - ☒ regulated
  - ☒ organised
  - ☒ OTC

- **The manager intends to seek exposure to**:
  - ☒ equities
  - ☐ interest rates
  - ☐ currencies
  - ☐ credit
  - ☐ other

- **Types of transactions – all transactions must be limited to achieving the investment objective**:
  - ☒ hedging
  - ☒ exposure
  - ☐ arbitrage

- **Type of instruments used**:
  - ☒ **futures:**
    - ☒ equity and equity indices
    - ☐ interest rates
    - ☐ currency:
  - ☒ **options:**
    - ☒ equity and equity indices
    - ☐ interest rates
    - ☐ currency:
  - ☐ **swaps:**
    - ☐ equity swaps
    - ☐ interest rate swaps
    - ☐ currency swaps
  - ☐ **currency forwards:**
  - ☐ **credit derivatives:**
    - ☐ credit default swaps: issuer default risk hedging
  - ☐ **currency hedging**

- **Strategy of use of derivatives to achieve the investment objective**:
  - ☒ partial or general portfolio hedging
  - ☐ 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 acquisition of these securities is not part of the SICAV's strategy. Nevertheless, the manager may invest in any securities with embedded derivatives permitted under the management company's business plan, notably warrants, certificates or rights acquired following transactions involving the portfolio securities.

## 5 – Deposits

Up to 10% of the SICAV's assets may be held in deposits.

## 6 – Cash borrowings

The SICAV 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 SICAV 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

***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:**

The SICAV does not provide any guarantees or capital protection. It is therefore possible that you may not recover the full amount of your initial investment.

- **Equity market risk:**

Investors are exposed to equity risk. Fluctuations in share prices may have a negative impact on the SICAV's net asset value. The Fund's NAV may decrease during periods in which equity markets are falling.

In addition, the volume of small- and mid-cap stocks listed on the stock exchange is relatively small and downward market movements tend to be more pronounced and faster than for large caps. The SICAV's net asset value may therefore decline rapidly and significantly.

- **Risk associated with investment in the futures markets:**

The SICAV may invest up to 100% of its assets in forward financial instruments. Such exposure to markets, assets or indices through forward financial instruments may lead to falls in the NAV that are significantly more pronounced or faster than the change in the underlying assets.

- **Counterparty risk:**

This is the risk associated with the SICAV's use of over-the-counter financial forwards.
These transactions, entered into with one or more eligible counterparties, potentially expose the SICAV to a risk of insolvency of any such counterparty, which may lead to default on payment or cause the SICAV's NAV to fall.

- **Interest rate risk:**

There is a risk of a fall in the value of bonds and other fixed-income securities and instruments, and hence in the portfolio, resulting from a change in interest rates. Because of its sensitivity range, the value of this component of the portfolio may decrease, either in the case of a rise in interest rates if the portfolio's sensitivity is positive, or in the case of a fall in interest rates if the portfolio's sensitivity is negative.

## 10 – Guarantee or protection

None.

## 11 – Eligible subscribers and typical investor profile

I and R shares: all subscribers.
T shares – Authorised investors and minimum subscription amount:

- Without a minimum subscription amount (i) for UCIs managed by the management company or (ii) for the management company for its own account;
- Without a minimum subscription amount (i) for investors subject to the MiFID II Directive (exclusively and solely in the context of their independent advisory activity or the provision of a portfolio management service on behalf of third parties) or ( ii) for investors with activities that do not receive retrocession in foreign countries not subject to this directive, subject to the prior approval of the management company;
- With a minimum initial subscription amount of €500,000 for other investors.

The instruments and strategies used are that of an aggressive investment profile. The SICAV is intended for investors seeking exposure to small- and mid-cap markets. Subscribers are strongly advised to diversify their investments sufficiently to avoid exposure solely to the risks of this SICAV.

**Information on US investors:**

The Fund is not registered as an investment vehicle in the United States and its shares 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 Sicav 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 SICAV 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 SICAV 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 investment.***

**Recommended investment period: minimum five 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 SICAV's portfolio, plus income generated by temporary cash holdings and minus management fees and borrowing costs.

2) realised capital gains, net of expenses, minus realised capital losses, net of expenses, 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.

For I, R and T shares, the shareholders' meeting decides each year on the allocation of distributable income. It may pay interim dividends.

## 13 – Frequency of distribution

Dividends may be distributed annually to shareholders, as appropriate, upon the decision of the shareholders' meeting called to approve the financial statements for the past financial year.

## 14 – Features of the shares (base currency, division of shares, etc.)

The shares are denominated in euros. Shares may be divided into up to thousandths of a share.

## 15 – Terms and conditions of subscription and redemption

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

**Calculation of net asset value (NAV):**
**Date and frequency of NAV calculation**

- Valuation day (D) = any day that is not a public holiday in France and on which the Paris stock exchange is open.
- NAV calculation and publication date = business day following the valuation day, i.e. (D+1).

**Where/how NAV is published or made available:**

NAV is notified daily online at:
www.lazardfreresgestion.fr.
and displayed in the management company's offices.

**Address of the institutions designated to receive subscription and redemption orders:**
**CACEIS BANK:** 1-3, Place Valhubert – 75013 Paris, France
Shareholders 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 CACEIS Bank.
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 CACEIS Bank.

**LAZARD FRÈRES BANQUE,** on behalf of clients for whom it provides custody account-keeping services
121, Bld Haussmann – 75008 Paris, France

**Processing, execution and settlement of orders:**
Subscription and redemption orders processed before 11 a.m. on each NAV valuation day D will be executed on the basis of the NAV of valuation date D. This NAV is calculated on the business day following the valuation day, i.e. D+1.
Initial subscriptions may not be for less than one share for I and R shares.
For T shares:

- Without a minimum subscription amount (i) for UCIs managed by the management company or (ii) for the management company for its own account;
- Without a minimum subscription amount (i) for investors subject to the MiFID II Directive (exclusively and solely in the context of their independent advisory activity or the provision of a portfolio management service on behalf of third parties) or (ii) for investors with activities that do not receive retrocession in foreign countries not subject to this directive, subject to the prior approval of the management company;
- With a minimum initial subscription amount of €500,000 for other investors.

Subscription settlement date: Two business days following the valuation date (D+2 business days).
Redemption settlement date: Two business days following the valuation date (D+2 business days).

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**:

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 SICAV 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* | *Rate* |
|---|---|---|
| **Subscription fees not retained by the SICAV (I, R & T shares)** | NAV x number of shares | Maximum 4% incl. taxes |
| **Subscription fees retained by the SICAV (I, R & T shares)** | n/a | None |
| **Redemption fees not retained by the SICAV (I, R & T shares)** | NAV x number of shares | Maximum 1% incl. taxes |
| **Redemption fees retained by the SICAV (I, R & T shares)** | NAV x number of shares | 1% in the case of redemption resulting in a 10% decrease in net assets. |

| *Expenses charged to the SICAV (incl. taxes)* | *Basis* | *Rate (incl. taxes)* | | |
|---|---|---|---|---|
| **Financial management fees** | Net assets | **I shares:** Maximum 1,83% incl. taxes<br>**R shares:** Maximum 2,18% incl. taxes<br>**T shares:** Maximum 1,43% incl. taxes | | |
| **Administrative fees external to the management company** | Net assets | **I, R and T shares:** Maximum 0,02% incl. taxes | | |
| **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 | **French equities** | Up to €100 000 | 0,48% |
| | | | €100 001 to €200 000 | 0,31% |
| | | | €200 001 to €300 000 | 0,24% |
| | | | Over €300 000 | 0,17% |
| | | **Eurozone equities excluding France** | Up to €100 000 | 0,72% |
| | | | €100 001 to €200 000 | 0,47% |
| | | | €200 001 to €300 000 | 0,36% |
| | | | Over €300 000 | 0,25% |
| | | **Fixed-income instruments** | None | |
| | | **Futures and other transactions** | From €0 to €450 incl. taxes per contract | |
| **Performance fees I and R shares** | n/a | None | | |
| **Performance fees T shares** | Net assets | 20% of the Fund's outperformance relative to the benchmark index* | | |

* Calculation of the performance fee (for T shares only):

Performance fees are calculated using a high water mark system based on a comparison of the performance of each share of the SICAV's assets (excluding variable management fees) with the assets of a benchmark fund:

- With a baseline value equal to the value of the SICAV's assets at the close of the last year to date in which performance fees were charged;

- And with a daily performance equal to that of the Euromoney Smaller Euro (net dividends reinvested) in euros and registering the same variations in subscriptions and redemptions as the SICAV.

If, at the year-end closure, the asset value of the SICAV (excluding variable management fees) exceeds the asset value of the benchmark fund, then a performance fee equal to 20% (including taxes) of the difference in valuation between the asset value of the SICAV and that of the benchmark fund is applied.

The performance fee will first be deducted after a period of 12 months or more from the creation of the T shares.

If the SICAV 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.

This variable portion will only be definitively transferred to the management company at the end of the reference period if the SICAV outperforms the benchmark fund over the reference period.

These fees (fixed portion and variable portion, if any) are directly charged to the SICAV's income statement.

Redemptions occurring during the life of the SICAV will give rise to the early payment of the corresponding portion of the variable 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.

Only the contributions payable for the management of the UCI pursuant to Article L. 621-5-3 II 3° 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 four blocks of charges referred to above.

Repurchase agreements are executed at market prices.

With the exception of brokerage fees and accounting management costs, 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, securities custody and execution resources.

All revenue resulting from efficient portfolio management techniques, net of direct and indirect operating costs, is returned to the SICAV. All costs and fees relating to these management techniques are borne by the SICAV.

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

### 17 – Outline of the intermediary selection procedure

The selection of intermediaries used in equity fund management is a result of:

- requests from managers to add new brokers
- a financial analysis of the broker's accounts, carried out externally.

These intermediaries are used exclusively in terms of inflows relating to equities. Lazard Frères Gestion SAS' Broker Committee ratifies all decisions to authorise new intermediaries. In the case of small caps, a broker may be approved on an ad hoc basis when able to provide stock liquidity.

At least twice yearly, the equity investment team holds a Broker Committee meeting to evaluate the services of its intermediaries.

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).

## III - SALES AND MARKETING INFORMATION

| | |
|---|---|
| **Publication of information about the SICAV:** | **LAZARD FRERES GESTION SAS**<br>25, Rue de Courcelles – 75008 Paris, France<br>**Customer Relations**<br>☎ + 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 SICAV's annual report.

The management company may send, directly or indirectly, information on the composition of the Fund's assets to the Fund's shareholders for shareholders' regulatory requirements only. This information will be sent, where applicable, within a period not less than 48 hours after publication of the NAV.

## IV – INVESTMENT RULES

The SICAV's investment rules are laid down in the regulatory section of the French Monetary and Financial Code (*Code Monétaire et Financier*).

## V – AGGREGATE RISK

The SICAV's aggregate risk is calculated using the commitment method.

## VI – ASSET VALUATION AND ACCOUNTING RULES

### 1 – Asset valuation rules

➢ **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.

- **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 SICAV's board of directors.
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:

- **Negotiable debt securities:**

  - **Negotiable debt securities with a residual maturity of more than three months**:
    Negotiable debt securities traded in large volumes are valued at market price. In the absence of significant trading volumes, these securities are valued using an actuarial method, with a benchmark rate plus, where applicable, a margin representative of the issuer's intrinsic features.

| Benchmark rate | |
|---|---|
| **Negotiable debt securities in euros** | **Negotiable debt securities in other currencies** |
| Euribor, OISs and BTFs - 3 – 6 – 9 – 12 months<br>BTANs - 18 months, 2 – 3 –4 – 5 years | Official key rates in the relevant countries |

  - **Negotiable debt securities with a residual maturity of three months or less:**
    Negotiable debt securities with a residual maturity of three months or less are valued using the straight-line method. However, this method would not be applied if any of these securities were particularly sensitive to market movements.

- **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.

➢ **Financial instruments and securities not traded on a regulated market**

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

➢ **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 SICAV'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 SICAV'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 SICAV's currency).

## 2 – Accounting policies

- **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) less UCIs managed by Lazard Frères Gestion SAS using the following formula:

$$(\text{Gross assets} -) \times \text{operating and management fees rate} \times \frac{\text{no. of days between the calculated NAV and the previous NAV}}{365 \text{ (or } 366 \text{ in a leap year)}}$$

  - This amount is 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 619.

  - The final amount is recognised upon settlement of invoices after reversal of any provisions.

# ARTICLES OF ASSOCIATION

## "LAZARD SMALL CAPS EURO"

*Registered office: 121, Boulevard Haussmann, 75008 - Paris, France*

**Paris Trade and Companies Register 449 972 835**

## *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 (Book II – Title I – Chapter IV – Section I – Sub-section I), their implementing texts, subsequent texts and by these articles of association.

**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 SMALL CAPS EURO"** followed by the notation "Société d'investissement à Capital Variable", with or without the term "SICAV".

**Article 4 REGISTERED OFFICE**

The registered office is established at 121, Boulevard Haussmann, 75008 Paris, France.

**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**

The initial capital totals €21 000 000 divided into 105 000 shares of €200, fully paid up and of the same category.

It was created from cash payments.

Share classes:
The features of the different share classes and their eligibility requirements are set out in the SICAV's prospectus.

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 UCITS' other unit classes;

- Be reserved for one or more marketing 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 Article 411-20-1 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 the price of its share 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.

Holders of 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 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 31st of 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.

The board of directors may be renewed by rotation.

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 RESOLUTIONS

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 of directors 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 65.

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 and non-voting board members may be allocated an annual lump sum for attendance at board meetings, the amount of which shall be determined by the ordinary shareholders' meeting. This amount, which shall be charged to overheads, shall remain unchanged until further decision.

The board shall divide this remuneration among its members as it sees fit.

The chairman's and the chief and deputy chief executive officer(s)' remuneration shall be set by the board of directors. Remuneration may be fixed or both fixed and variable.

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 Sicav 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 THE 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 are accurate and in order.

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 fund that is likely to have significant effects 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 accounts.
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*

## SHAREHOLDERS' MEETINGS

### Article 25 SHAREHOLDERS' 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 [business] 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 in the same month of the following year.
However, by way of exception, the first financial year shall include all operations carried out from the inception date until September 30th, 2004.

### 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 SICAV'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

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

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.

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.

## *TITRE VIII*

## DISPUTES

### Article 30 JURISDICTION - 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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*Latest version of the document: March 9th, 2020*