PROSPECTUS

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

LAZARD SUSTAINABLE CREDIT 2025

FCP

This UCITS is managed by LAZARD FRERES GESTION SAS

I - GENERAL FEATURES

FUND'S FORM

Name	Lazard Sustainable Credit 2025
Legal form	Fonds Commun de Placement (FCP)
Inception date – term	This UCI was created on 10/12/2019 for a period of 99 years.

Fund overview

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				
Unit RC H-EUR FR0013444924	Accumulation	Accumulation	EUR	All subscribers	1000 EUR*	100 EUR
Unit RD H-EUR FR0013444932	Distribution and/or Retention	Accumulation and/or Distribution and/or Retention	EUR	All subscribers	1000 EUR*	100 EUR
Unit RC H-USD FR0013468113	Accumulation	Accumulation	USD	All subscribers	1000 USD*	100 USD
Unit RD H-USD FR0013468121	Distribution and/or Retention	Accumulation and/or Distribution and/or Retention	USD	All subscribers	1000 USD*	100 USD
Unit PC H-EUR FR0013444908	Accumulation	Accumulation	EUR	Authorised investors (1)	1000 EUR*	1000 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				
Unit PD H-EUR FR0013444916	Distribution	Accumulation and/or Distribution and/or Retention	EUR	Authorised investors (1)	1000 EUR*	1000 EUR
Unit EC H-EUR FR0013464146	Accumulation	Accumulation	EUR	All subscribers	2 000 000 EUR*	1000 EUR
Unit ED H-EUR FR0013464153	Distribution	Accumulation and/or Distribution and/or Retention	EUR	All subscribers	2 000 000 EUR*	1000 EUR

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

(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.

Subscription for the EC H-EUR and ED H-EUR units will be closed after cut-off on February 28th, 2020. From that date, only subscriptions preceded by a redemption received from the same unitholder on the same day for the same number of units at the same NAV may be executed. The management company may decide to extend the subscription period.

Subscription for the Fund's other units will be closed after cut-off on March 31st, 2021. From that date, only subscriptions preceded by a redemption received from the same unitholder on the same day for the same number of units at the same NAV may be executed. The management company may decide to extend the subscription period.

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

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 shares	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	ERNST & YOUNG ET AUTRES 1-2 place des Saisons - Paris La Défense 1 - 92400 Courbevoie Signatory - M. David Koestner
Promoter	LAZARD FRERES GESTION SAS 25, rue de Courcelles – 75008 Paris
Advisor (if applicable)	NA
Sub-investment manager (if applicable)	NA

III - OPERATION AND MANAGEMENT

GENERAL FEATURES

1. Features

Characteristics of units	
ISIN code Unit RC H-EUR	FR0013444924
ISIN code Unit RD H-EUR	FR0013444932
ISIN code Unit RC H-USD	FR0013468113
ISIN code Unit RD H-USD	FR0013468121
ISIN code Unit PC H-EUR	FR0013444908
ISIN code Unit PD H-EUR	FR0013444916
ISIN code Unit EC H-EUR	FR0013464146
ISIN code Unit ED H-EUR	FR0013464153
Rights attached to the UCI’s units	Each unitholder has an ownership right in the UCI's assets in proportion to the number of units owned.
Voting rights	No voting rights are attached to the UCI's units since decisions are taken by the management company.
Form of the units	Bearer or administered registered at the unitholder’s discretion. The UCI is listed with Euroclear France.
Fractional or whole units	The UCI’s units may be subscribed for and/or redeemed in whole number or can be splitted (see details in section 14. Features of the units).
Financial year end	Last valuation date in June.
First financial year end	Last valuation date in June 2020.
Taxation	The tax treatment of the Fund’s unrealised or realised capital gains or losses depends on the tax rules applicable to the particular circumstances of each investor and/or the Fund’s investment jurisdiction. If you are unsure of the tax rules applying to your particular circumstances, you should consult a professional adviser.

OTHER SPECIFICATIONS

Fund of fund	None
Classification	International bonds and other debt securities

	Unit RC H-EUR	Obtain an annualised performance net of management fees, hedging and estimated default calculated by the management company, equal to 1,60% at June 30th, 2025, by investing mainly in bonds with no financial rating restriction whose issuers are companies and Financial institutions, traded in euros and/or US dollars and/or pounds sterling, while taking into account environmental, social and governance criteria. The management company would like to point out that there is a risk that the issuer's actual financial position may turn out to be weaker than predicted; and that such unfavourable conditions (e.g., higher number of defaults, lower recovery rate) will have a negative impact on the Fund's performance. As a result, it may not be possible to achieve the investment objective. The Fund seeks to take advantage of attractive actuarial yields on corporate bonds. The Fund is invested only in bonds or securities of issuers the registered offices of which are established in OECD-member countries and/or in securities listed on a financial market of one of these countries.
	Unit RD H-EUR	Obtain an annualised performance net of management fees, hedging and estimated default calculated by the management company, equal to 1,60% at June 30th, 2025, by investing mainly in bonds with no financial rating restriction whose issuers are companies and Financial institutions, traded in euros and/or US dollars and/or pounds sterling, while taking into account environmental, social and governance criteria. The management company would like to point out that there is a risk that the issuer's actual Financial position may turn out to be weaker than predicted; and that such unfavourable conditions (e.g., higher number of defaults, lower recovery rate) will have a negative impact on the Fund's performance. As a result, it may not be possible to achieve the investment objective. The Fund seeks to take advantage of attractive actuarial yields on corporate bonds. The Fund is invested only in bonds or securities of issuers the registered offices of which are established in OECD-member countries and/or in securities listed on a financial market of one of these countries.
	Unit RC H-USD	Obtain an annualised performance net of management fees, estimated default calculated by the management company, equal to 1,60% at June 30th, 2025, by investing mainly in bonds whose issuers are companies and financial institutions. The management objective regarding the dollar-hedged units is either increased or decreased by the effect on the performance of currency hedging due to the use of forward exchange rates. These investments are made without financial rating constraints, traded in euros and/or US dollars and/or pounds sterling, while taking environmental, social and governance criteria into account. There is a risk that the issuer's actual financial position may turn out to be weaker than predicted; and that such unfavourable conditions (e.g., higher number of defaults, lower recovery rate) will have a negative impact on the fund's performance. As a result, it may not be possible to achieve the investment objective. The Fund seeks to take advantage of attractive actuarial yields on corporate bonds. The Fund is invested only in bonds or securities of issuers the registered offices of which are established in OECD-member countries and/or in securities listed on a financial market of one of these countries.

Investment objective	Unit RD H-USD	Obtain an annualised performance net of management fees, estimated default calculated by the management company, equal to 1,60% at June 30th, 2025, by investing mainly in bonds whose issuers are companies and financial institutions. The management objective regarding the dollar-hedged units is either increased or decreased by the effect on the performance of currency hedging due to the use of forward exchange rates. These investments are made without financial rating constraints, traded in euros and/or US dollars and/or pounds sterling, while taking environmental, social and governance criteria into account. There is a risk that the issuer's actual financial position may turn out to be weaker than predicted; and that such unfavourable conditions (e.g., higher number of defaults, lower recovery rate) will have a negative impact on the fund's performance. As a result, it may not be possible to achieve the investment objective. The Fund seeks to take advantage of attractive actuarial yields on corporate bonds. The Fund is invested only in bonds or securities of issuers the registered offices of which are established in OECD-member countries and/or in securities listed on a financial market of one of these countries.
	Unit PC H-EUR	Obtain an annualised performance net of management fees, hedging and estimated default calculated by the management company, equal to 2,20% at June 30th, 2025, by investing mainly in bonds whose issuers are companies and financial institutions, traded in euros and/or US dollars and/or pounds sterling, while taking into account environmental, social and governance criteria. The management company would like to point out that there is a risk that the issuer's actual financial position may turn out to be weaker than predicted; and that such unfavourable conditions (e.g., higher number of defaults, lower recovery rate) will have a negative impact on the Fund's performance. As a result, it may not be possible to achieve the investment objective. The Fund seeks to take advantage of attractive actuarial yields on corporate bonds. The Fund is invested only in bonds or securities of issuers the registered offices of which are established in OECD-member countries and/or in securities listed on a financial market of one of these countries.
	Unit PD H-EUR	Obtain an annualised performance net of management fees, hedging and estimated default calculated by the management company, equal to 2,20% at June 30th, 2025, by investing mainly in bonds with no financial rating restriction whose issuers are companies and Financial institutions, traded in euros and/or US dollars and/or pounds sterling, while taking into account environmental, social and governance criteria. The management company would like to point out that there is a risk that the issuer's actual financial position may turn out to be weaker than predicted; and that such unfavourable conditions (e.g., higher number of defaults, lower recovery rate) will have a negative impact on the Fund's performance. As a result, it may not be possible to achieve the investment objective. The Fund seeks to take advantage of attractive actuarial yields on corporate bonds. The Fund is invested only in bonds or securities of issuers the registered offices of which are established in OECD-member countries and/or in securities listed on a financial market of one of these countries.

	Unit EC H-EUR, Unit ED H-EUR	Obtain an annualised performance net of management fees, hedging and estimated default calculated by the management company, equal to 2,40% at June 30th, 2025, by investing mainly in bonds with no financial rating restriction whose issuers are companies and Financial institutions, traded in euros and/or US dollars and/or pounds sterling, while taking into account environmental, social and governance criteria. The management company would like to point out that there is a risk that the issuer's actual financial position may turn out to be weaker than predicted; and that such unfavourable conditions (e.g., higher number of defaults, lower recovery rate) will have a negative impact on the Fund's performance. As a result, it may not be possible to achieve the investment objective. The Fund seeks to take advantage of attractive actuarial yields on corporate bonds. The Fund is invested only in bonds or securities of issuers the registered offices of which are established in OECD-member countries and/or in securities listed on a financial market of one of these countries.
Benchmark indicator	Unit RC H-EUR, Unit RD H-EUR, Unit RC H-USD, Unit RD H-USD, Unit PC H-EUR, Unit PD H-EUR, Unit EC H-EUR, Unit ED H-EUR	None The Fund will not be managed relative to a benchmark index, which could cause misunderstanding by the investor. Accordingly, no benchmark index has been selected.

1. Strategies used

The Fund's investment strategy will mainly entail a carry strategy (purchase of securities to hold them in the portfolio until the first end-maturity date or the issuer or holder's early repayment option). Nevertheless, the manager has leeway to actively manage the portfolio by selling and buying securities. The fund's turnover rate will therefore be low.
Taking ESG criteria into account impacts the overall structure of the portfolio by investing a minimum of 90% of the assets in bonds with an initiated, convincing or advanced ESG profile according to Vigeo Eiris. This ESG approach excludes at least 20% of the Fund’s investment universe.

Vigeo Eiris must therefore cover at least 90% of the fund’s investments. This percentage corresponds to the weight of the securities in the Fund's net assets.
Vigeo Eiris sets the absolute issuer rating grid from 0 to 100 as follows:

- 60 to 100: advanced ESG profile
- 50 to 59: convincing ESG profile
- 30 to 49: ESG profile initiated
- 0 to 29: low ESG profile

Vigeo’s rating method is based on a model with 17 years of historical experience, 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.

Each issuer is analysed independently using the criteria mentioned above before reaching an overall ESG score. Only issuers with an overall score that is strictly above 29 out of 100 are included in the investment universe.

The fund manager will be immediately informed by Vigeo whenever an issuer's rating is downgraded.

If the issuer rating falls below 30 out of 100, the stock is removed from the portfolio within three months.

The investment strategy consists, based on the ESG investment universe, in applying a quantitative filter to isolate bonds that fit the Fund's investment strategy through the appropriate liquidity levels (sufficient amount in circulation), first maturity date (end maturity or the issuer or holder's early repayment option) before June 30th, 2025, and issuance currency.

To build his portfolio, the portfolio manager conducts his own qualitative analysis of the bonds. He also refers to agency ratings but does not rely on them solely and mechanically.

As the bonds in the portfolio reach maturity and are redeemed, the manager may reinvest in:

- bonds whose maturities (end maturity or the issuer or holder’s repayment options) fall on or before June 30th, 2025,
- debt securities (maturing no later than June 30th, 2025) or money market instruments comprising up to 100% of the Fund's assets.

Up to 100% of the Fund’s net assets may be invested in unrated securities or securities rated investment grade and speculative (High Yield) by the rating agencies or an equivalent rating based on the management company’s analysis.

The manager may also invest in additional Tier 1 contingent convertible bonds (CoCos) up to a maximum of 35 % of the net assets.

The securities will be denominated in euros, US dollars and pounds sterling and will be hedged against foreign exchange risk with a residual foreign exchange risk of a maximum of 5% of the Fund’s net assets.

Taking ESG criteria into account completes the fundamental analysis. The sensitivity range will be between 0 and 5,5.

The Fund may invest up to the amount of the net assets in forward financial instruments traded on French or foreign regulated, organised or over-the-counter markets. The manager may take positions in futures contracts or currency forward contracts solely with a view to hedging the portfolio against foreign exchange risk.

A maximum of 10% of the net assets may be invested in all categories of UCI that meet the four criteria of Article R 214-13 of the French Monetary and Financial Code. This investment may solely concern UCIs that in turn invest less than 10% of their assets in other UCIs. All of these UCIs may be managed by the management company.

After June 30th, 2025, if market conditions permit and after approval by the AMF, the Fund's strategy will be renewed for a new carry period. If this is not the case, the Fund will be dissolved, merged with another UCI, or modified as approved by the French financial market authority.
The management company reserves the right, subject to approval by the French financial market authority, to liquidate the fund early if its projected performance over the remainder of the investment horizon closely matches that of the money market over the same period.

The Fund's subscription period will close after cut-off on December 31st, 2020. From that date, only subscriptions preceded by a redemption received from the same unitholder on the same day for the same number of units at the same NAV may be executed. The management company may decide to extend the subscription period.

2. Assets (excluding embedded derivatives)

Debt securities and money market instruments:

- European and foreign plain vanilla bonds denominated in euros and/or in local currencies issued by companies and financial institutions, and similar securities.
- French or foreign negotiable debt securities (treasury bills, short-term negotiable securities).
- Additional Tier 1 contingent convertible bonds (CoCos) up to a maximum of 35% of the net assets.

UCIs:

French UCITS or AIFs of all categories that meet the four criteria of Article R. 214-13 of the French Monetary and Financial Code (*Code Monétaire et Financier*), up to a maximum of 10% of the net assets.
Investment is solely in UCIs that in turn invest less than 10% of their assets in other UCIs.

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
• 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
  ☑ currency
  ☐ other
☑ options:
  ☐ equity and equity index
  ☐ interest rate
  ☑ currency
  ☐ other
☑ swaps:
  ☐ equity swaps
  ☐ interest rate swaps

☑ currency swaps: systematic currency hedging

☐ performance swaps

☑ currency forwards

☐ credit derivatives

☐ other

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

☑ partial or general portfolio hedging

☐ creating synthetic exposure to assets

☐ increasing exposure to the market

☐ maximum permitted and sought

☐ other strategy

4. Securities with embedded derivatives

The manager may invest up to 100% of the assets in the following securities with embedded derivatives: structured products, subordinated debt, convertible bonds and contingent convertible bonds (a maximum of 35% of the net assets for the latter).

5. Deposits

Up to 10% of the UCIs assets may be held in deposits.

6. Cash borrowings

The UCI 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 UCI 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 UCI's performance or protection of capital. As such, the investor may not get back the full amount of the initial investment during redemption.
- **Risk related to discretionary management**
  Discretionary management is based on anticipation of market trends. The UCI’s performance is dependent both on the selection of securities and UCI picked by the manager and the manager’s asset allocation. There is therefore a risk that the manager will not select the best performing securities and that the asset allocation is not optimal.
- **Credit risk**
  The risk of a deterioration in the credit quality of or default by a public or private issuer. The UCI'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 UCI is exposed to unrated or speculative/high yield debt, the credit risk is high and may lead to a decline in the UCI’s net asset value.
- **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.
- **Derivative financial instrument risk**
  The risk arising from the UCI'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 UCI has invested.
- **Counterparty risk**
  this type with one or more counterparties potentially exposes the UCI 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 UCI's net asset value.
- **Foreign exchange risk**
  The UCI 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 UCI’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).
- **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.

10. Guarantee or protection

None

11. Eligible subscribers and typical investor profile

This Fund is aimed at all subscribers seeking exposure to the bond markets over the recommended investment period who are prepared to accept the risk arising from this exposure.

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

Information on US investors:
The UCI 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 UCI 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 UCI 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 UCI 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 UCI may not be suitable for investors planning to withdraw their contributions before the end of its scheduled term, on 30/06/2025.

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.

Unit	Allocation of distributable income
RC H-EUR , RC H-USD , PC H-EUR , EC H-EUR	All distributable income shall be fully accumulated, with the exception of those amounts subject to compulsory distribution by law
RD H-EUR , RD H-USD	The allocation of distributable income is decided each year by the Management Company. It may pay interim dividends.
PD H-EUR , ED H-EUR	Net income is distributed in full and the allocation of net realised capital gains is decided each year by the Management Company. It may pay interim dividends.

13. Frequency of distribution

For the PD H-EUR, RD H-EUR, RD H-USD and ED H-EUR units, dividends may be paid out to holders annually, as appropriate, upon the decision of the management company. Interim dividends may be paid on an exceptional basis.

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

Unit	Base currency
RC H-EUR, RD H-EUR, PC H-EUR, PD H-EUR, EC H-EUR, ED H-EUR	EUR
RC H-USD, RD H-USD	USD

Unit	Division
RC H-EUR, RD H-EUR, RC H-USD, RD H-USD, PC H-EUR, PD H-EUR, EC H-EUR, ED H-EUR	In thousandths

15. Terms and conditions of subscription and redemption

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

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

Subscription for the EC H-EUR and ED H-EUR units will be closed after cut-off on February 28th, 2020. From that date, only subscriptions preceded by a redemption received from the same unitholder on the same day for the same number of units at the same NAV may be executed. The management company may decide to extend the subscription period.

Subscription for the Fund's other units will be closed after cut-off on March 31st, 2021. From that date, only subscriptions preceded by a redemption received from the same unitholder on the same day for the same number of units at the same NAV may be executed. The management company may decide to extend the subscription period.

Subscriptions preceded by a redemption received from the same shareholder on the same day for the same number of units 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 UCI 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	Unit	Rate (maximum incl. taxes)
Subscription fees not retained by the UCI	NAV x number of units	RC H-EUR, RD H-EUR, RC H-USD, RD H-USD, PC H-EUR, PD H-EUR, EC H-EUR, ED H-EUR	1.0%
Subscription fees retained by the UCI	NAV x number of units	RC H-EUR, RD H-EUR, RC H-USD, RD H-USD, PC H-EUR, PD H-EUR, EC H-EUR, ED H-EUR	0.0%
Redemption fees not retained by the UCI	NAV x number of units	RC H-EUR, RD H-EUR, RC H-USD, RD H-USD, PC H-EUR, PD H-EUR, EC H-EUR, ED H-EUR	0.0%
Redemption fees retained by the UCI	NAV x number of units	RC H-EUR, RD H-EUR, RC H-USD, RD H-USD, PC H-EUR, PD H-EUR, EC H-EUR, ED H-EUR	0.0%

<table>
<tr><th>Expenses charged to the UCI</th><th>Basis</th><th>Unit</th><th colspan="2">Rate (maximum incl. taxes)</th></tr>
<tr><td rowspan="8">Financial management fees</td><td rowspan="8">Net assets</td><td>RC H-EUR</td><td colspan="2">1.200%</td></tr>
<tr><td>RD H-EUR</td><td colspan="2">1.200%</td></tr>
<tr><td>RC H-USD</td><td colspan="2">1.250%</td></tr>
<tr><td>RD H-USD</td><td colspan="2">1.250%</td></tr>
<tr><td>PC H-EUR</td><td colspan="2">0.600%</td></tr>
<tr><td>PD H-EUR</td><td colspan="2">0.600%</td></tr>
<tr><td>EC H-EUR</td><td colspan="2">0.400%</td></tr>
<tr><td>ED H-EUR</td><td colspan="2">0.400%</td></tr>
<tr><td>Administrative fees external to the management company</td><td>Net assets</td><td>Applied to all the units</td><td colspan="2">0.035%</td></tr>
<tr><td>Indirect charges</td><td>N.A</td><td>Applied to all the units</td><td colspan="2">None</td></tr>
<tr><td rowspan="2">Turnover commission (0% to 100% received by the management company and 0% to 100% received by the custodian)</td><td rowspan="2">Maximum charge on each transaction</td><td rowspan="2">Applied to all the units</td><td>Equities, convertible bonds, similar instruments, foreign exchange</td><td>None</td></tr>
<tr><td>Futures</td><td>None</td></tr>
<tr><td>Performance fees</td><td>Net assets</td><td>RC H-EUR, RD H-EUR, RC H-USD, RD H-USD, PC H-EUR, PD H-EUR, EC H-EUR, ED H-EUR</td><td colspan="2">None</td></tr>
</table>

Only the contributions payable for the management of the UCI 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 UCI. All costs and expenses related to these management techniques are assumed by the UCI.

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

17. Outline of the counterparty selection procedure

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 the UCI’s assets to the UCI’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 aggregate risk is calculated using the commitment method.

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 Management Company.
. 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.

Method related to swing pricing adjustments to net asset value (NAV) with a trigger level:

In order to protect the Fund's long-term unitholders, a swing factor will be applied to subscriptions and redemptions that have a significant impact on the Fund's outstandings, which may generate costs for unitholders entering and leaving the Fund that would otherwise have been allocated across all unitholders in the Fund.
Therefore, if, on a particular NAV calculation date, the total net subscription/redemption orders of investors across all categories of Fund units exceeds a threshold predetermined by the management company on the basis of objective criteria and expressed as a percentage of the net assets in the 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 unit 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 unit category in the Fund.
The cost parameters and trigger level shall be determined by the management company 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 Fund.
Insofar as this adjustment mechanism is linked to the net balance of subscriptions/redemptions within the 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 management company will have to make such adjustments, which shall not exceed 2% of the NAV. Investors should be aware that the volatility of the Fund's NAV may not reflect solely that of the securities in the portfolio arising from the application of swing pricing.

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FUND REGULATIONS
LAZARD SUSTAINABLE CREDIT 2025

Title I - Assets and Units

ARTICLE 1 - CO-OWNERSHIP UNITS

Co-ownership rights are expressed in units, where each unit corresponds to any single fraction of the Fund's assets. Each unitholder has an ownership right in the assets of the Fund in proportion to the number of units owned.

The Fund's term is 99 years from 10/12/2019, except in the event that the Fund is dissolved before the end of the term or extended pursuant to these regulations.

Unit classes:

The features of the different unit classes and their eligibility requirements are set out in the Fund’s prospectus.

The different unit 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 to one or more distribution networks.

Possibility of combining or splitting units.

The units may be sub-divided, upon the decision of the management company, into hundredths or thousandths of units, referred to as fractional units.

The provisions hereof governing the issue and redemption of units shall apply to fractional units, the value of which shall always be proportional to the value of the unit they represent. Unless otherwise stipulated, all other provisions hereof relating to units shall automatically apply to fractional units. At the sole discretion of the management company, the units may be split by creating new units to be allocated to unitholders in exchange for existing units.

ARTICLE 2 - MINIMUM AMOUNT OF ASSETS

Units may not be redeemed if the assets are less than 300,000 (three hundred thousand) euros. When the assets remain under this level for thirty days, the management company shall take all necessary measures to dissolve the Fund concerned or to undertake one of the operations mentioned in Article 411-16 of the General Regulation of the French financial markets regulator (Autorité des Marchés Financiers – AMF) (UCITS transfer).

ARTICLE 3 - ISSUE AND REDEMPTION OF UNITS

Units may be issued at any time upon request of unitholders 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. The UCI’s shares may be listed for trading, in accordance with applicable regulations.

Subscriptions must be fully paid-up as of the date of the calculation of the net asset value. They may be undertaken in cash and/or by contribution of financial instruments. The management company is entitled to refuse the instruments proposed and, to that end, has seven days in which to give its decision. In the event that the instruments are accepted, they are valued according to the rules set out in Article 4, and subscription is undertaken using the first net asset value following acceptance of the instruments in question.

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 unitholder'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 unitholders must provide their written signed agreement authorising the outgoing unitholder to obtain redemption of their units against certain specific assets, as explicitly defined in the agreement.

In general, the assets redeemed are valued according to the rules set out in Article 4, and the redemption in kind is undertaken using the first net asset value following acceptance of the instruments in question.

Redemptions are paid by the account keeper within at most five days of the unit’s valuation day.

Under exceptional circumstances, however, where reimbursement requires the prior disposal of assets held in the UCI, this period may be extended up to a maximum of 30 days.

With the exception of inherited or gifted units, the sale or transfer of units between unitholders or between unitholders and third parties is deemed to be a redemption followed by a subscription. If the beneficiary of the sale or transfer is a third party, the beneficiary must add the amount necessary, if any, to increase the total to the minimum subscription amount indicated in the Prospectus.

Pursuant to Article L. 214-8-7 of the French Monetary and Financial Code (Code monétaire et financier), redemption by the UCI of its units, and the issue of new units, may be temporarily suspended by the management company in exceptional circumstances and if required in the interests of unitholders.

No units may be redeemed if the net assets of the UCI are less than the regulatory amount.

Pursuant to Article L. 214-8-7 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 unitholders and the general public.

The method used for this capping mechanism and the measures for informing the unitholders must be described in detail.

The UCI may cease to issue units on a temporary or permanent basis, in part or in full, pursuant to the provisions set out in the third paragraph of Article L. 214-8-7 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 units 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 unitholders 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 unitholders must also be informed in detail of the methods by which they can continue to subscribe during this partial closure period. The unitholders 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 unitholders. Information by any means shall specify the exact reasons for such changes.

ARTICLE 4 - CALCULATION OF THE NET ASSET VALUE

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

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

Title II - Fund Operation

ARTICLE 5 - MANAGEMENT COMPANY

The management company is responsible for managing the Fund in accordance with the orientation stated for the Fund.

The management company shall take all necessary decisions to change the Fund’s investment strategy or policy, in the interests of investors. Such changes may be subject to the approval of the AMF.
In all circumstances, the management company shall act in the sole interest of the unitholders and is solely authorised to exercise the voting rights attached to the securities held by the Fund.

ARTICLE 5A - OPERATING RULES

The instruments and deposits eligible for inclusion in the Fund as well as the investment rules are shown in the prospectus.

ARTICLE 5B - ADMISSION TO TRADING IN A REGULATED MARKET AND/OR A MULTILATERAL TRADING SYSTEM

The units may be admitted to trading on a regulated market and/or a multilateral trading facility, in accordance with applicable regulations. If the Fund whose units are admitted for trading on 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 units does not deviate significantly from its net asset value.

ARTICLE 6 - CUSTODIAN

The custodian performs the tasks for which it is responsible under the legal and regulatory provisions in force as well as those entrusted to it contractually by 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 7 - STATUTORY AUDITOR

A statutory auditor is appointed by the management company’s governance body for a term of six financial years, following AMF approval.

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 fund and 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 management company’s board of directors or executive board 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. His fees are included in the management fees.

ARTICLE 8 - FINANCIAL STATEMENTS AND MANAGEMENT REPORT

At the close of each financial year, the management company shall prepare the financial statements and a report on the management of the Fund during the year just ended.

The management company shall draw up an inventory of the UCI's assets at least every six months and under the control of the Custodian.

The management company shall make these documents available to unitholders within four months of the end of the financial year and shall inform them of the amount of income to which they are entitled.

These documents shall be either sent by post, at the request of unitholders, or made available to them at the management company’s premises.

Title III - Distribution of distributable income

ARTICLE 9 - DISTRIBUTION 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 Fund's portfolio, plus income generated by temporary cash holdings, 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 IV - Merger - Split - Winding-up - Liquidation

ARTICLE 10 - MERGER - SPLIT

The management company may either contribute the assets of the Fund, in whole or in part, to another UCITS managed by it, or split the Fund into two or more open-end funds.

These merger or split transactions may only be undertaken after the unitholders have been informed. They shall give rise to a new certificate specifying the number of units held by each unitholder.

ARTICLE 11 - WINDING-UP - EXTENSION

If the assets of the Fund remain less than the amount set forth in Article 2 above for 30 days, the management company shall inform the AMF thereof and either merge the Fund with another open-end investment fund (FCP) or dissolve the Fund.

The management company may dissolve the Fund prior to its termination date; in this case, it shall inform unitholders of its decision and from then on subscriptions and redemptions shall no longer be accepted.

The management company shall also dissolve the Fund if it receives redemption applications for all units, if the custodian ceases to discharge its responsibilities and no other custodian is designated or if at the end of the Fund's duration, its termination date has not been extended.

The management company shall inform the AMF by letter of the chosen date and dissolution procedure. It shall then send the statutory auditors' report to the AMF. A Fund's extension may be decided by the management company with the custodian's agreement. Its decision must be taken at least three months before the Fund's planned duration and communicated to the unitholders and the AMF.

ARTICLE 12 - LIQUIDATION

In the event that the Fund is dissolved, the management company shall be responsible for liquidation transactions; otherwise, the liquidator shall be appointed by the court at the request of any interested party.

In this regard, they shall be granted the widest possible powers to sell assets, pay creditors, if any, and divide the remaining balance among unitholders in cash or in securities. The statutory auditor and custodian shall continue to perform their duties until the end of the liquidation transactions.

Title V - Settlement of disputes

ARTICLE 13 - JURISDICTION - ADDRESS FOR SERVICE

All disputes relative to the Fund that may arise during its lifetime or at the time of liquidation, be they disputes between unitholders, or between unitholders and the management company or the custodian shall be submitted to the courts of competent jurisdiction.

Document last updated: 11/02/2021