DNCA Sérénité Plus

UCITS GOVERNED BY DIRECTIVE 2009/65/EC

PROSPECTUS

1 January 2024

[1] DNCA Investments is a trademark of DNCA Finance

DNCA SERENITE PLUS

I GENERAL CHARACTERISTICS

1- Form of UCITS: Mutual Fund
2- Name: DNCA SERENITE PLUS
3- Legal form and Member State of incorporation of the UCITS: French mutual fund
4- Creation date and expected lifetime: Mutual fund approved on 31/12/2010 and created on 18/01/2011 - Expected life: 99 years
▶ Summary of the management offer:

ISIN code	Subscribers concerned	Sub-funds	Allocation of distributable sums	Denomination currency	Original net asset value	Minimum initial subscription
Unit C FR0010986315	All subscribers	no	capitalisation	euro	100 euros	1 unit
Unit I FR0010986323	All subscribers who are legal entities acting on their own behalf or on behalf of third parties	no	capitalisation	euro	100 euros	1000 units
Unit N FR0013458783	Investors selected by the Management Company	no	capitalisation	euro	100 euros	1 unit
S unit FR0014007N81	DNCA Finance group employees, including employee savings and group pension schemes	No	Capitalisation	Euro	100 euros	1 unit

6- Indication of where the latest annual and interim reports can be obtained

- The latest annual and interim documents are available on the company's website www.dnca-investments.com and can be sent free of charge within eight working days of receipt of a written request from the unitholder to:
  DNCA FINANCE - 19, Place Vendôme - 75001 - PARIS.

For further information, please contact our sales department on 01.58.62.55.00 from Monday to Friday between 09:00 and 18:00.

II PLAYERS

1- Management company: DNCA FINANCE (Société anonyme) - 19, Place Vendôme - 75001 - PARIS.
Management company approved by the AMF on 18 August 2000 under no. GP 00030.

2- Custodian / Establishment in charge of centralising subscription and redemption orders by delegation / Establishment in charge of keeping unit registers (UCITS liabilities):

CREDIT INDUSTRIEL ET COMMERCIAL (CIC), 6 avenue de Provence F-75009 Paris

a) Missions:
1. Asset custody
   i. Safekeeping
   ii. Asset register
2. Control of the regularity of decisions made by the UCI or its management company
3. Monitoring liquidity flows
4. Delegated liability management
   i. Centralisation of share subscription and redemption orders
   ii. Keeping the issue account

Potential conflicts of interest: the conflicts of interest policy is available on the following website https://www.cic-marketsolutions.com/
A paper copy is available free of charge on request from: CIC MARKET SOLUTIONS – Solutions dépositaire – 6 avenue de Provence 75009 PARIS

b) Custodial delegate: BFCM
The list of delegates and sub-delegates is available on the following website: https://www.cic-marketsolutions.com/
A paper copy is available free of charge on request from: CIC MARKET SOLUTIONS- Solutions dépositaire - 6 avenue de Provence 75009 PARIS

c) Updated information will be made available to investors on request from: CIC MARKET SOLUTIONS- Solutions dépositaire - 6 avenue de Provence 75009 PARIS

3- Statutory Auditor: MAZARS represented by Pierre Masiéri - 61 rue Henri Regnault 92075 Paris La Défense Cédex

4- Marketer: DNCA FINANCE

5- Delegates: Delegation of administrative and accounting management: CREDIT INDUSTRIEL ET COMMERCIAL (CIC) - 6 avenue de Provence 75009 PARIS.

III OPERATING AND MANAGEMENT PROCEDURES

General features:

1- Unit characteristics:

a) **ISIN code**: Unit C FR0010986315 - Unit I FR0010986323 - Unit N FR0013458783 - Unit S FR0014007N81
b) **Nature of the right attached to the unit class**: each unitholder has a co-ownership right in the assets of the mutual fund proportional to the number of units held;
c) **Register entry**: Holders' rights will be represented by an account registration in 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.
Liability management: liabilities are managed by CREDIT INDUSTRIEL ET COMMERCIAL (CIC). Units are administered by Euroclear France.
d) **Voting rights**: as this is a mutual fund, no voting rights are attached to units, as decisions are taken by the management company; information on the mutual fund's operating procedures is provided to unitholders, as appropriate, either individually, in the press, in periodic documents or by any other means in accordance with the AMF Instruction (in this case, this information is available on the company's website http://www.dnca-investments.com).
e) **Form of units**: bearer;
f) **Decimalisation**: Units are decimalised into thousandths. Subsequent subscriptions and redemptions are possible in thousandths of units.

2- Financial year-end: last Paris trading day in June.
Closing date of first financial year: last Paris trading day of June 2012.

3- Information on the tax regime: The mutual fund is not subject to corporate income tax, and a tax-transparent regime applies to unitholders. The tax regime applicable to sums distributed by the UCITS or to unrealised or realised capital gains or losses depends on the tax provisions applicable to the investor's particular situation and/or the fund's investment jurisdiction.

Special provisions

1- ISIN code: Unit C FR0010986315 - Unit I FR0010986323 - Unit N FR0013458783 - Unit S FR0014007N81

2- **Classification**: Euro-denominated bonds and other debt securities.

3- **Financial delegation**: None.

4- **Management objective**:
The Fund's objective is to outperform the bond benchmark Bloomberg Euro Aggregate 1-3 year (Ticker Bloomberg: LE13TREU Index) calculated with coupons reinvested over the recommended investment period. Investors' attention is drawn to the fact that management is discretionary and incorporates environmental, social/societal and governance (ESG) criteria.

Pre-contractual information on the environmental or social characteristics of this mutual fund, required by regulation (EU) 2019/2088 "SFDR" and (EU) 2020/852 "Taxonomy", is available in the appendix to this prospectus.

5- Benchmark:

The benchmark is the Bloomberg Euro Aggregate 1-3 year

The Bloomberg Euro-Aggregate 1-3 year index, published and administered by Bloomberg, is made up of fixed-rate bonds issued in euros, with maturities ranging from 1 to 3 years.

The benchmark index administrator (Bloomberg Index Services Limited (BISL)) is listed in the register of administrators and benchmark indexes maintained by ESMA. Further information on the benchmark index is available at www.bloomberg.com/professional/product/indices/.

In accordance with Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016, the management company has a procedure for monitoring the benchmark indices used, describing the measures to be implemented in the event of substantial changes to an index or cessation of supply of that index.

The index as defined by Regulation (EU) 2019/2088 on the publication of sustainability information in the financial services sector (the "SFDR Regulation") is not intended to be aligned with the environmental or social ambitions as promoted by the fund.

6- Investment strategy:

a) Strategies used:

In brief, the investment process can be broken down into 3 successive stages:

- Selecting the universe using a dual financial and non-financial approach, in particular by excluding stocks with a risky corporate responsibility profile (rated below 2/10 in the proprietary ESG model) or exposed to major controversies;
- Calibration of modified duration and the Fund's overall credit risk and cash level based on analysis of the macroeconomic environment and interest rates;
- Fundamental analysis, taking into account ESG criteria and the valuation of selected securities.

Description of the non-financial approach:

The Fund takes into account, at a minimum, the objectives below, and reports on these ESG indicators as part of the monitoring and evolution of the portfolio's ESG performance:

- Environment: greenhouse gas emissions, air pollution, water pollution, water consumption, land-use policies, etc.
- Social: compensatory allowances, gender inequality, health and safety, child labour, etc.
- Governance: corruption and bribery, tax evasion, etc.
- Overall assessment of ESG quality.

The initial investment universe, which includes around 2,500 stocks, is made up of issuers that may belong to the Bloomberg Euro-Aggregate 1-3 year, Bloomberg Euro Aggregate Corporate and Bloomberg Pan European High Yield Euro indices, as well as issuers from European member states or supranational agencies, and other issuers identified by the management company as part of its financial and non-financial analysis. Non-financial analysis is carried out on the issuers in this investment universe.

This initial investment universe excludes stocks with controversies or severe violations (e.g. entities that seriously infringe the principles of the United Nations Global Compact, such as human rights or anti-corruption), according to the internal analysis carried out by the management company, as well as stocks that are de facto excluded by virtue of the sector exclusion policy and the strict exclusion of controversial weapons available in the SRI section on the website of the management company (www.dnca-investments.com).

From the initial investment universe, the SRI approach implemented through the non-financial Corporate Responsibility analysis filter incorporating ESG criteria results in a reduction of the initial universe by at least 20%, making it possible to define the "Responsible" universe. The management company implements a "best-in-universe" approach aimed at selecting the best-rated issuers from an non-financial point of view in their investment universe, irrespective of their sector of activity. This approach may lead to sector biases relative to the benchmark index.

Methodological limitations: The investment process is based on qualitative and quantitative research, drawing in particular on raw data published by companies. One limitation is the reliability of the data published, which relies on the credibility and auditing of companies' non-financial reporting.
As for controversy monitoring, it remains an evaluation exercise in which the best means are used to remove controversial or controversy-prone companies from management. One limitation, however, is that it is impossible to prevent all controversies, and therefore to claim zero risk in this respect.

On the basis of the initial investment universe filtered following these exclusions, the investment process and the selection of all stocks in the portfolio take into account an internal assessment of Corporate Responsibility based on a proprietary non-financial analysis model. The use of the proprietary tool relies on the experience, relationships and expertise of the Management Company.

Corporate Responsibility provides a wealth of information to help companies anticipate risks, particularly in their interactions with their stakeholders: employees, suppliers, customers, local communities, shareholders, etc., whatever their sector of activity.

Corporate Responsibility is analysed according to 4 ESG criteria:

- Shareholder responsibility (including accounting risks, board quality, management quality, etc.)
- Social responsibility (including working conditions, diversity policy, accident rate, training policy, etc.)
- Societal responsibility (tax optimisation, corruption, respect for local communities and personal data)
- Environmental responsibility (including environmental management policy, consideration of biodiversity issues, etc.).

The Corporate Responsibility criterion constitutes the filter for non-financial analysis, and excludes companies with a rating of less than 2 out of 10.

A non-financial analysis is also carried out on government bonds, based on 7 criteria:

- Governance: Rule of law, respect for freedom, quality of institutions and regulatory framework,
- Politics: democratic life,
- Health: demographics and quality of life,
- Education and training,
- Social cohesion: inequalities, employment, social protection,
- Climate: risks and energy policy,
- Ecosystems: resources and protection.

Internal analysis is based on international criteria and on data/reports produced by national/international bodies (e.g.: National banks, central banks, OECD, etc.) and takes into account ratings issued by rating agencies or determined according to the management company's own credit analysis.
All investments in this asset class are subject to in-depth analysis, and a rating is taken into account in the investment decision, but does not constitute an exclusion filter.

Non-financial analysis is carried out on at least 90% of the issuers in the portfolio. The fund has been awarded the SRI label.

In order to achieve its management objective, the Fund invests, directly or indirectly via UCITS, between 90% and 100% in interest-rate financial instruments, debt securities, bonds, convertible bonds, money-market instruments from the private or public sector, with no predefined allocation, denominated in euros. The securities in the portfolio are fixed-rate, variable-rate or index-linked securities.

The Fund may invest in bonds or similar securities from any issuer, without rating constraints, including speculative-grade or unrated bonds. These securities are selected on the basis of remuneration criteria relative to government bonds of similar duration, after an analysis of the present and future financial situation of the issuers concerned.
The Fund may only invest in securities denominated in Euro. The Fund is not exposed to currency risk.

The portfolio may be invested in subordinated debt securities (including perpetual subordinated bonds), it being understood that the overall exposure of the portfolio to subordinated debt securities in the nature of contingent convertible bonds ("CoCos") will be limited to 10% of net assets.
"CoCos" are subordinated debt securities, intended to absorb the losses of the banks issuing them and to do so automatically, as soon as their financial soundness deteriorates below a predefined threshold. Losses can then be absorbed either by converting the bonds into shares, or by reducing the nominal value, which may be partial or total, temporary or definitive.

The Fund may also acquire convertible or exchangeable bonds with a bond or mixed profile at the time of purchase. Convertible bonds are selected to limit capital risk, i.e. with a positive yield-to-maturity at the time of acquisition.
The portfolio's overall sensitivity to interest-rate risk may vary according to the management team's expectations. This overall sensitivity ranges from 0 to 4. The sensitivity of each interest-rate product in the portfolio can range from 0 to 10.

Sensitivity range	Geographical area of issuers	Geographic exposure range
Overall sensitivity: 0 - 4 Sensitivity of each rate product (taken individually): 0 - 10	Mainly Euro zone	Up to 100% of net assets

Exposure to equity risk, either directly or via the conversion of convertible bonds, may not exceed 10% of assets.

<u>The implementation of the investment strategy consists of:</u>

- Varying the overall sensitivity of the portfolio according to the management team's expectations.
- Exposing the portfolio to the credit markets of the various eurozone countries by investing in fixed- or floating-rate, index-linked or convertible bonds issued by companies with no constraints in terms of rating agency classification or business sector.

Management is based exclusively on a selection of euro-denominated fixed-income products on eurozone markets. The overall sensitivity of the portfolio will be between 0 and 4.

<u>Implementation of the strategy is based on:</u>

- An analysis of the global economic situation, the resulting inflationary expectations and the foreseeable conclusions drawn by Central Banks via their monetary policy. This analysis leads to a target sensitivity for the portfolio. At the same time, analysis of the yield curve provides the data needed to optimise this overall sensitivity, which must remain between 0 and 4.
- Selection of securities between public and private signatures. In the case of private signatures, selection is based primarily on the management team's analysis of the issuing company's fundamentals, and on an assessment of the interest premium offered in relation to the benchmark government bond.

Management is therefore based on a dual analysis: firstly, macro-economic, and secondly, financial and credit. Management relies to a large extent on the management team's in-depth knowledge of the balance sheets of selected companies.

b) Description of categories of financial assets and contracts

- Assets excluding embedded derivatives:

Bonds and negotiable debt securities: The Fund is authorised to invest in all classes of bonds and short-term marketable securities (formerly certificates of deposit and commercial paper).
<u>Bonds:</u> the mutual fund is authorised to invest in all categories of bonds, public or private sector, depending on market opportunities, in particular:

- Fixed-rate bonds
- Floating-rate bonds
- Index-linked bonds

<u>Negotiable debt securities</u>: Short-term negotiable securities **(**formerly certificates of deposit and commercial paper).

Shares:
The mutual fund invests within a range of 0 to 10% in shares of companies of all capitalisations, in particular in companies whose capital is the subject of an offer or proposed offer to purchase.

Shares or units in other UCI:
The mutual fund may hold up to 10% of its net assets in units or shares of French or European UCITS governed by Directive 2009/65/EC and/or units or shares of general-purpose investment funds governed by

Directive 2011/61/EU and meeting the criteria set out in article R.214-13 of the French Monetary and Financial Code.
The mutual fund may invest in UCITS managed by DNCA FINANCE.

- Derivative financial instruments:

The Fund may trade in futures and options on French and foreign regulated or over-the-counter markets.
Risks on which the manager wishes to intervene: interest-rate risk.
Type of investment: the manager may take positions in forward financial instruments to hedge against and/or expose to interest-rate risk, without seeking to overexpose the portfolio.
Instruments used: options, futures, simple interest rate swaps.
Strategy for using derivatives to achieve the management objective:

- In order to achieve the objective of limited interest-rate sensitivity or to exploit any anomalies in the interest-rate structure, up to a limit of one times its net assets and without using specific instruments.
- In order to make collection adjustments, particularly in the event of significant subscription and redemption flows on the Fund,
- In order to adapt to certain market conditions (major market movements, improved liquidity or efficiency of forward financial instruments, for example),
- To hedge all or part of the portfolio or certain asset classes against interest-rate risk, for example.

- Securities with embedded derivatives:

The Fund may invest in securities with embedded derivatives (e.g.: Convertible bonds) up to 100% of net assets.
The Fund may trade in securities with embedded derivatives on French and foreign regulated markets or over-the-counter.
Risks on which the Fund wishes to intervene: interest-rate risk, equity risk.
Type of investment: the manager may take positions in securities incorporating derivatives used for hedging and/or exposure to interest-rate and equity risks, without seeking to overexpose the portfolio.
Up to 10% of net assets of the fund may also be invested in subordinated debt securities in the form of contingent convertible bonds ("CoCos").
Type of instruments used: convertible bonds, warrants and certificates listed on regulated markets or traded over-the-counter with issuers.
Strategy of using integrated derivatives to achieve the management objective, in particular:

- In order to achieve the objective of limited interest-rate sensitivity or to exploit any anomalies in the interest-rate structure, up to a limit of one times its net assets and without using specific instruments.
- In order to make collection adjustments, particularly in the event of significant subscription and redemption flows on the mutual fund,
- In order to adapt to certain market conditions (major market movements, improved liquidity or efficiency of forward financial instruments, for example),
- To hedge all or part of the portfolio or certain asset classes against interest-rate risk, for example.

- Deposits:
The mutual fund may use deposits of up to 20% of its assets with a single credit institution to guarantee shareholder liquidity and take advantage of market opportunities.

- Cash borrowing:
Cash borrowing may not represent more than 10% of assets and is used on an ad hoc basis to provide liquidity to holders wishing to redeem their units without penalising overall asset management.

Temporary acquisitions and sales of securities:

-**Type of transactions used:** repurchase and reverse repurchase agreements with reference to the Monetary and Financial Code; securities lending and borrowing with reference to the Monetary and Financial Code.
-**Nature of operations:** all these operations are limited to achieving the management objective, either to optimise cash management or to optimise the income of the UCITS.
-**Level of use**: Temporary sales of financial instruments may represent up to 100% of assets. Temporary acquisitions of financial instruments may not represent more than 10% of assets.
-**Remuneration:** further information is provided in the "Fees and commissions" section.

Management of financial guarantees:

In connection with OTC derivative transactions and temporary purchases of securities, the fund may receive financial assets considered as collateral in order to reduce its exposure to counterparty risk.

Financial guarantees received consist mainly of cash for OTC derivative transactions, and cash and securities for temporary purchases of securities.

All financial guarantees given or received must comply with the following principles:

- Liquidity: Any financial guarantee in securities must be liquid and be able to be traded rapidly on a regulated market at a transparent price,
- Transferability: financial guarantees are transferable at any time,
- Valuation: financial guarantees received are subject to daily valuation. A cautious discounting policy will be applied to securities that may display significant volatility, or according to credit quality,
- Credit quality of issuers: financial guarantees are of high credit quality,
- Investment of guarantees received in cash: these are either placed in deposits with eligible entities, or invested in government bonds of high credit quality (rating meeting the criteria for "short-term money-market" UCITS/AIF), or invested in "short-term money-market" UCITS/AIF).
- Correlation: guarantees are issued by an entity independent of the counterparty.
- Diversification: counterparty risk in OTC transactions may not exceed 10% of net assets when the counterparty is a credit institution as defined by current regulations, or 5% of assets in other cases,
- Exposure to any one issuer may not exceed 20% of net assets,
- Safekeeping: financial guarantees received are placed with the Custodian or one of its agents or third parties under its control, or with any custodian subject to prudential supervision and unconnected with the provider of the financial guarantees,
- Prohibition on re-use: financial guarantees other than cash may not be sold, reinvested or re-pledged.

Additional information on SFDR and Taxonomy regulations:

The Fund promotes environmental or social (ES) criteria within the meaning of Article 8 of Regulation (EU) 2019/2088 on sustainability reporting in the financial services sector (the "SFDR Regulation"). It does not aim to be a sustainable investment within the meaning of Article 2(17) of the SFDR Regulation, but it does provide for a minimum proportion of sustainable investments of 20%.

As part of the application of the management company's adverse impact management policy, the fund also takes into account principal adverse impacts (PAI) on sustainability factors by applying its responsible investor policy, its adverse impact management policy, its sector exclusion policy (controversial weapons, coal and unconventional hydrocarbons), and DNCA Finance's Climate Trajectory. These are detailed in the SRI section of the management company's website(www.dnca-investments.com).
For more information on the promotion of criteria and sustainability, please refer to the sustainability appendix.
The Fund may invest in environmentally sustainable economic activities eligible under Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework for sustainable investments, known as the "Taxonomy" Regulation (including renewable energies, building renovation, low-carbon transport, water production and distribution, sanitation, waste management and depollution, etc.).
At the date of the prospectus, the management company expects the proportion of the fund's investments in taxonomy-aligned, environmentally friendly activities (including enabling and transitional activities) to be 0%.
The "do no significant harm" principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the European Union's criteria for environmentally sustainable economic activities.

7- Risk profile:
Your money will be invested mainly in financial instruments selected by the management company. These instruments are subject to market trends and fluctuations.

No counterparty has any discretionary power over the composition and management of the portfolio, or over the underlying assets of derivative financial instruments. Counterparty approval is not required for any portfolio transactions.

The main risks to which unitholders are exposed through the mutual fund are as follows:

Risk of capital loss: Capital loss occurs when a share is sold at a lower price than that paid at the time of purchase. The mutual fund does not benefit from any capital protection or guarantee. The capital initially invested is exposed to the vagaries of the markets and may not be returned in the event of unfavourable stock market trends.

Discretionary management risk: As the Fund is managed on a discretionary basis according to expectations, it may not always be invested in the best-performing markets. The fund's performance may therefore fall short of its management objective, and its net asset value may decline.

Interest rate risk: The portfolio is mainly invested in interest-rate products. In the event of a rise in interest rates, the value of products invested in fixed-rate instruments may fall, which could reduce the fund's net asset value.

Credit risk: Part of the portfolio may be exposed to interest-rate instruments, in which case the mutual fund is exposed to credit risk on public or private issuers. In the event of a deterioration in the quality of these issuers, e.g. in their rating by financial rating agencies, or if the issuer is no longer able to repay them and pay the stipulated interest on the contractual date, the value of these securities may fall, causing the net asset value of the UCITS to fall.

Liquidity risk: A significant proportion of investments may be made in speculative instruments which, in difficult market conditions, may be so illiquid as to have an impact on the overall liquidity of the fund, or which may be subject to valuation downgrades leading to a sharper fall in net asset value.

Risk related to the use of forward financial instruments: By entering into forward contracts, the Fund is exposed to a potential counterparty risk in the event that the counterparty cannot meet its obligations under these instruments. The use of derivatives may therefore lead to a fall in the Fund's net asset value.

Risk associated with investing in convertible or exchangeable bonds: the value of convertible bonds depends on several factors: the level of interest rates, changes in the price of the underlying shares, and changes in the price of the derivative embedded in the convertible bond. These factors may lead to a decline in the Fund's net asset value.

Equity market risk: The fund may invest up to 10% of its net assets in equities. In the event of a decline in the equity markets, the net asset value may fall.

Counterparty risk: Counterparty risk arises from all over-the-counter financial contracts entered into with the same counterparty, in particular OTC derivative contracts. A bankruptcy of the counterparty or a deterioration in the quality of the counterparty may cause the net asset value to fall.

Risk of holding speculative securities: The fund may be exposed to credit risk on unrated securities or securities with a rating below BBB-. Thus, the use of speculative "high yield" or unrated securities may entail a greater risk of a fall in the fund's net asset value.

Specific risks of investing in contingent convertible bonds ("Cocos"):
CoCos are hybrid securities whose main purpose is to enable the issuing bank or financial company to be recapitalised in the event of a financial crisis. These securities in fact have loss-absorption mechanisms, described in their issue prospectuses, which are generally activated if the issuer's capital ratio falls below a certain trigger threshold.
The trigger is first of all mechanical: it is generally based on the accounting ratio CET1 ("Common Equity Tier 1") applied to risk-weighted assets. To compensate for the discrepancy between book values and financial reality, there is a discretionary clause enabling the supervisor to activate the loss-absorption mechanism, if it considers that the issuing institution is in a situation of insolvency.
CoCos are therefore subject to specific risks, including subordination to specific trigger criteria (e.g. deterioration in the equity ratio), conversion into shares, loss of capital or non-payment of interest.
The use of subordinated bonds, in particular Additional Tier 1 bonds, exposes the fund to the following risks:

- triggering contingent clauses: if a capital threshold is crossed, these bonds are either exchanged for shares or undergo a capital reduction, potentially to 0.
- coupon cancellation: Coupon payments on this type of instrument are entirely discretionary and can be cancelled by the issuer at any time, for any reason, and without time constraints.
- capital structure: unlike traditional, secured debt, investors in this type of instrument can suffer a capital loss without the company going bankrupt. In addition, the subordinated creditor will be repaid after the ordinary creditors, but before the shareholders.
- call at extension: These instruments are issued as perpetual instruments, callable at predetermined levels only with the approval of the competent authority
- evaluation/performance: The attractive yield on these securities can be seen as a complexity premium.

Sustainability risk:
The fund is subject to sustainability risks, including inherent ESG risks (including as defined in Article 2(22) of Regulation (EU) 2019/2088 on sustainability reporting in the financial services sector (the "SFDR Regulation")), as an environmental, social or governance event or situation, if it occurs, could result in an actual or potential negative effect on the value of the investment. Further information on sustainability risk management can be found in the policy available on the Management Company's website. The use of the Corporate Responsibility rating (a proprietary assessment tool) in the investment process aims to reduce the portfolio's exposure to sustainability risk.

8- Guarantee or protection: none

9- Target subscribers and typical investor profile:

a) Subscribers concerned:

C unit: All subscribers.
I unit: All subscribers who are legal entities acting on their own behalf or on behalf of third parties
N unit: N units are reserved for investors (i) subscribing through a distributor, platform or intermediary selected by the Management Company, and (ii) who have signed an agreement with the Management Company or any intermediary selected by the latter, stipulating that no retrocession may be paid to the intermediaries, who must comply with the restrictions on the payment of commissions established by the MIFID Directive, or with any more restrictive regulations in this area imposed by the local regulator or in a jurisdiction outside the European Union. With regard to distributors, platforms and intermediaries selected by the management company and established in the European Union and having signed an agreement with the management company, these N units may, for example, be subscribed as part of portfolio management on behalf of third parties or as part of the provision of independent advisory services as defined by the MIFID Directive, or any more restrictive regulations in this area imposed by the local regulator or in a jurisdiction outside the European Union.
S unit: DNCA Finance group employees, including for employee savings and group pension schemes.

In view of the provisions of EU Regulations No. 833/2014 and No. 398/2022, subscription of units in this fund is prohibited to any Russian or Belarusian national, any natural person residing in Russia or Belarus or any legal person, entity or body established in Russia or Belarus except nationals of a Member State and natural persons holding a temporary or permanent residence permit in a Member State.

b) Profile of the typical investor

The Fund is aimed at subscribers seeking an investment in euro-denominated bond and money-market financial instruments.
The amount that is reasonable to invest in this mutual fund depends on the personal situation of each investor; to determine this, we need to take into account personal assets, current needs and the investment period, as well as the investor's willingness to take risks or prefer a cautious investment. We strongly recommend that you sufficiently diversify all your investments, so as not to expose them solely to the risks of a single UCITS.

c) FATCA status of the UCITS:

As defined by the intergovernmental agreement signed on 14 November 2013 between France and the United States: French non-declaring financial institution deemed compliant (Annex II, II B of the aforementioned agreement).

Minimum recommended investment period: This fund may not be suitable for investors wishing to withdraw their contribution before 18 months.

10- Determination and allocation of distributable income:
The net result for the year is equal to the amount of interest, arrears, dividends, premiums and allotments, directors' fees and all income relating to the securities in the fund's portfolio, plus income from sums temporarily available, less financial management expenses and borrowing costs.

Distributable income consists of:
1° Net income plus retained earnings plus or minus the balance of the income adjustment account;
2° Realised capital gains, net of expenses, less realised capital losses, net of expenses, recorded during the year, plus net capital gains of the same type recorded in previous years that have not been distributed or capitalised, less or plus the balance of the capital gains adjustment account.

<u>Capitalisation</u>: Amounts available for distribution are fully capitalised each year, with the exception of those subject to mandatory distribution by law. Capital gains are capitalised.

11- Unit characteristics:
Denomination currency: EUR
Original net asset value:
C unit: 100 euros.
I unit: 100 euros.
N unit: 100 euros.
S unit: 100 euros.
Units are decimalised into thousandths of units.

Minimum initial subscription:
C unit: one unit
I unit: 1000 units
N unit: one unit
S unit: one unit

Minimum subsequent subscription and redemption amount:
C unit: one thousandth of a unit
I unit: one thousandth of a unit
N unit: one thousandth of a unit
S unit: one thousandth of a unit

Subscriptions are possible in both amounts and quantities.
Redemptions are possible in quantity.

12- Subscription and redemption terms:
Subscription and redemption orders are centralised each business day (D) by the custodian before **12:30** (Paris time) and are executed on the basis of the next net asset value calculated on the basis of the closing price on the same day (day D stock market).
If the centralisation day is a public holiday in France (within the meaning of Article L.3133-1 of the French Labour Code) where the reference stock exchanges are open, subscriptions/redemptions are centralised on the next business day.

Orders are executed in accordance with the table below:

D open	D open	D: day on which net asset value is established	D+1 open	D+2 open	D+2 open
Centralisation of subscription orders before 12:30	Centralisation of redemption orders before 12:30	Execution of order no later than D	Publication of net asset value	Settlement of subscriptions	Settlement of redemptions

The management company may decide to cease issuing units, temporarily or permanently, in whole or in part, in objective situations leading to the closure of subscriptions, such as a maximum number of units issued, a maximum amount of assets reached, or the expiry of a given subscription period. Details of how this mechanism is triggered are given in Article 3 of the UCITS Regulations.

Organisation designated to receive subscriptions and redemptions:
CREDIT INDUSTRIEL ET COMMERCIAL (CIC)
6, avenue de Provence
75452 Paris Cedex 09

For subscription or redemption orders, please contact:
CREDIT INDUSTRIEL ET COMMERCIAL (CIC)
UCITS Back-Office
Tel: 01.53.48.81.73
Fax: 01.49.74.27.55

Net asset value calculation date and frequency:
The net asset value is determined on each trading day, with the exception of public holidays, even if the Paris stock exchange is open. In this case, it is calculated on the first following business day.
It is calculated on the basis of the last known net asset values for UCITS and, for other securities, on the basis of closing prices.
It is available from the management company (in particular on its website http://www.dnca-investments.com) on the business day following the calculation day.

Denomination of the accounting currency: Euro

"Gates" redemption capping system:

The Management Company may use the "Gates" system to spread redemption requests from mutual fund unitholders over several net asset values if they exceed a certain, objectively determined level.

It may decide not to execute all redemptions on the same net asset value in the event of "unusual" market conditions impairing liquidity on the financial markets, and if the interests of unitholders so require

Description of the method used:

The Management Company may decide not to execute all redemptions on the same net asset value, when a threshold objectively pre-established by the Management Company is reached on the same net asset value.
Mutual fund unitholders are reminded that the Gates trigger threshold is compared to the ratio between:

- The difference recorded, on the same centralisation date, between the number of units of the fund for which redemption is requested or the total amount of such redemptions, and the number of units of the fund for which subscription is requested or the total amount of such subscriptions, and
- The mutual fund's net assets or total number.

The mutual fund's net asset value is calculated on a daily basis. The redemption cap may be triggered by the Management Company when a threshold of 5% of the fund's net assets is reached. This threshold applies to all redemptions, all units combined.

When redemption requests exceed the trigger threshold, the Management Company may decide to honour redemption requests in excess of the said threshold, thereby partially or fully executing orders that might otherwise be blocked.

The maximum duration of application of the redemption cap may be applied to 20 net asset values over 3 months, and may not exceed 1 month if the cap is activated consecutively on each net asset value during 1 month.

Information provided to mutual fund unitholders:

In the event of activation of the cap on redemptions, holders will be informed by any means via the website www.dnca-investments.com. Holders of fund units whose orders have not been executed will be informed, in particular, as soon as possible.

Exemptions:

Subscription and redemption transactions, for the same number of units, on the basis of the same net asset value and for the same holder or beneficial owner (known as round-trip transactions) will not be subject to Gates.

Processing unexecuted orders:
Redemption orders will be executed in the same proportions for holders of the fund who have requested a redemption since the last centralisation date. Unexecuted orders will automatically be carried forward to the next net asset valuation and will not take precedence over new redemption orders placed for execution on the next net asset valuation.

In any event, redemption orders that are not executed and automatically postponed cannot be revoked by mutual fund unitholders.

An example of the system in place:

For example, if total redemption requests, net of subscriptions, on a given date J represent 10% of the mutual fund's net assets, they may be capped at 5% if liquidity conditions for the fund's assets are insufficient. Redemptions will therefore be partially executed on date D, for at least half (1/2) (ratio between the triggering threshold of the scheme, 5%, and total redemptions received, 10%), with the balance (5%) carried over to the following day.

If, on D+1, redemptions net of subscriptions for D+1, and redemptions carried forward from the previous day inclusive, represent less than 5% of the fund's net assets (triggering threshold), they are no longer capped. Conversely, if redemptions again exceed 5%, and liquidity conditions remain insufficient to honour them, the mechanism is extended by one day, and so on until all redemptions have been honoured, unless the Management Company decides to honour all redemptions even if the total number of redemptions exceeds the trigger threshold

For further information, please refer to article 3 of the regulations

13- Fees and commissions:

a) Subscription and redemption fees

Subscription and redemption fees increase the subscription price paid by the investor or reduce the redemption price. Fees acquired by the UCITS are used to offset the costs incurred by the UCITS in investing or divesting the assets entrusted to it. Fees not acquired accrue to the management company.

Fees charged to investors on subscriptions and redemptions (these fees apply to all classes of UCITS units)	Basis	Rates scale
Subscription fee not acquired by the UCITS	net asset value × number of units	1%, maximum rate
Subscription fee acquired by the UCITS	net asset value × number of units	0%
Redemption fee not acquired by the UCITS	net asset value × number of units	0%
Redemption fee acquired by the UCITS	net asset value × number of units	0%

b) Financial management fees.

These include all costs billed directly to the UCITS, with the exception of transaction costs. Transaction costs include intermediation fees (brokerage, stock market taxes, etc.) and any turnover fees, which may be charged by the custodian and the management company.

c) Operating expenses and other services

These operating costs (statutory auditors, custodian, administrative and accounting manager, registration, referencing, distributor customer information, labelling, regulatory reporting, etc.) are billed to the UCITS.

d) Transaction fees: only the custodian receives them.
e) Outperformance fee: remunerates the management company when the UCITS exceeds its objectives. It is therefore billed to the UCITS.

Fees charged to C Units	Basis	Rates scale
Financial management fees (including all fees except transaction fees, outperformance fees and fees related to investments in UCITS or investment funds) and operating expenses and other services (Statutory Auditor, Custodian, Valuation Agent, lawyers, etc.)	Net assets	0.70% incl. tax, maximum rate
Service providers receiving transaction fees: Custodian: 100%	Levy on each transaction	**Shares, rights, warrants:** Euronext Paris market: 0.025% max incl. VAT minimum €20 incl. VAT Foreign market: 0.025% max incl. VAT minimum €40 incl. VAT **Negotiable debt securities, Treasury Bonds, Interest Rate Products**: Maximum fixed commission of €40 incl. VAT **For Forward Markets:** EUREX futures: €2.00 incl. VAT per lot EUREX options: 0.40% incl. VAT Minimum €7 incl. VAT S/R UCI: up to €180 incl. tax
Outperformance fee	Net assets	20% (incl. tax) of the positive performance of the mutual fund over and above that of its benchmark index, the Bloomberg Euro-Aggregate 1-3 year index
Fees charged to I Units	**Basis**	**Rates scale**
Financial management fees (including all fees except transaction fees, outperformance fees and fees related to investments in UCITS or investment funds) and operating expenses and other services (Statutory Auditor, Custodian, Valuation Agent, lawyers, etc.)	Net assets	0.40% incl. tax, **maximum** rate
Service providers receiving transaction fees: Custodian: 100%	Levy on each transaction	**Shares, rights, warrants:** Euronext Paris market: 0.025% max incl. VAT minimum €20 incl. VAT Foreign market: 0.025% max incl. VAT minimum €40 incl. VAT **Negotiable debt securities, Treasury Bonds, Interest Rate Products**: Maximum fixed commission of €40 incl. VAT **For Forward Markets:** EUREX futures: €2.00 incl. VAT per lot EUREX options: 0.40% incl. VAT Minimum €7 incl. VAT S/R UCI: up to €180 incl. tax
Outperformance fee	Net assets	20% (incl. tax) of the **positive** outperformance of the mutual fund compared to that of its benchmark index, the Bloomberg Euro-Aggregate 1-3 year

Fees charged to N Units	**Basis**	**Rates scale**
Fees and financial management (including all fees except transaction fees, outperformance fees and fees related to investments in UCITS or investment funds) and operating expenses and other services (Statutory Auditor, Custodian, Valuation Agent, lawyers, etc.)	Net assets	0.50% incl. tax, **maximum** rate
Service providers receiving transaction fees: Custodian: 100%	Levy on each transaction	**Shares, rights, warrants:** Euronext Paris market: 0.025% max incl. VAT minimum €20 incl. VAT Foreign market: 0.025% max incl. VAT minimum €40 incl. VAT **Negotiable debt securities, Treasury Bonds, Interest Rate Products**: Maximum fixed commission of €40 incl. VAT **For Forward Markets:** EUREX futures: €2.00 incl. VAT per lot EUREX options: 0.40% incl. VAT Minimum €7 incl. VAT S/R UCI: up to €180 incl. tax
Outperformance fee	Net assets	20% (incl. tax) of the positive outperformance of the mutual fund compared to that of its benchmark index, the Bloomberg Euro-Aggregate 1-3 year
Fees charged to S Units	Basis	Rates scale
Financial management fees (including all fees except transaction fees, outperformance fees and fees related to investments in UCITS or investment funds) and operating expenses and other services (Statutory Auditor, Custodian, Valuation Agent, lawyers, etc.)	Net assets	0.20% incl. tax, maximum rate
Service providers receiving transaction fees: Custodian: 100%	Levy on each transaction	Shares, rights, warrants: Euronext Paris market: 0.025% max incl. VAT minimum €20 incl. VAT Foreign market: 0.025% max incl. VAT minimum €40 incl. VAT Negotiable debt securities, Treasury Bonds, Interest Rate Products: Maximum fixed commission of €40 incl. VAT For Forward Markets: EUREX futures: €2.00 incl. VAT per lot EUREX options: 0.40% incl. VAT Minimum €7 incl. VAT S/R UCI: up to €180 incl. tax
Outperformance fee	Net assets	N/A

It should be noted that a proportion of the financial management fees charged may be used to remunerate intermediaries responsible for placing Fund units.

All fees received for temporary purchases and sales of securities, as well as for any equivalent transactions under foreign law, are acquired in full by the mutual fund.

Calculation of the outperformance fee:
This outperformance fee is set up for the first time between 18/01/2011 and 29/06/2012, and subsequently for reference periods corresponding to the financial year.
- if the fund's net asset value outperforms the benchmark index, after deduction of fixed management fees, an outperformance fee of 20% (incl. tax) will be charged on the portion of this positive performance that outperforms the benchmark index,
- this outperformance fee is provisioned at each net asset valuation on the basis of 20% (incl. tax) of the outperformance recorded between the change in net asset value and that at the close of the previous financial year. This outperformance fee is provisioned only to the extent of a positive change in net asset

value over the reference period (between the change in net asset value at the date of calculation of variable fees and that at the close of the previous financial year). In the event of underperformance, any provisions are reversed up to the maximum amount of previous provisions set aside.
In the event of redemption of units by an investor during the course of the financial year, the share of the performance fee is acquired by the management company, and deducted at the end of the financial year.
The first drawdown date is the last trading day of June 2012.
The calculation method for variable management fees is made available to unitholders.

Calculation method:
The outperformance fee applicable to a given unit class is calculated using the indexed method.
20% (incl. tax) represents the difference between the Fund's assets before taking into account the provision for outperformance fees and the value of a benchmark asset with an outperformance equal to that of the Bloomberg Euro Aggregate 1-3 year index (net coupons reinvested, closing price - Bloomberg code: LE13TREU Index)) over the calculation period and recording the same variations linked to subscriptions/redemptions as the Fund.

Reference period:
The reference period is the period during which the Fund's performance is measured and compared with that of the benchmark index. It is fixed at 5 years. The management company ensures that any underperformance of the fund relative to the benchmark index is offset before outperformance fees become payable. The first 5-year reference period begins on 1 July 2022.

Observation period and attainment frequency:
The observation period runs from 1 July to 30 June of each year. The attainment frequency consists of considering the outperformance fee provisioned as definitive and payable.
The outperformance fee is attained (paid) once a year at the close of each accounting period if, over an observation period, the Fund's valued assets exceed those of the reference asset and if the Fund records a positive performance. The variable portion of the management fee will represent 20% (incl. tax) of the difference. This difference will be the subject of a provision for variable management fees when calculating net asset value, after deducting fixed management fees. If this is not the case, the provision previously booked will be adjusted by a reversal of provisions. Reversals of provisions are capped at the amount of previous allocations.

This outperformance fee is deducted annually at the end of the financial year. In the event of redemptions during the period, the portion of the provision set aside corresponding to the number of shares redeemed will be definitively acquired and will be deducted by the management company at the end of the financial year.

The example below illustrates how the outperformance fee is calculated, the catch-up mechanism and the potential impact on investment returns:

Year	Net asset value	Reference asset	Benchmark	Net Performance	Underperformance relative to benchmark to be offset in subsequent years	Payment of an outperformance fee
N1	105.00	100	100	5%	0%	Yes
N2	110.25	105	105	0%	0%	No
N3	105.74	106	106	-5%	-5%	No, non-offset underperformance
N4	108.91	106	106	3%	-2%	No, residual underperformance non offset
N5	110.04	105	105	2%	0%	No, residual underperformance non offset
N6	121.04	110	110	5%	0%	Yes, residual underperformance offset
N7	132.87	115	115	5%	0%	Yes
N8	116.46	112	112	-10%	-10%	No, underperformance
N9	116.67	110	110	2%	-8%	No, residual underperformance non offset

N10	121.17	112	112	2%	-6%	No, residual underperformance non offset
N11	124.70	113	113	2%	-4%	No, residual underperformance non offset
N12	125.80	114	114	0%	0%[2]	No, residual underperformance non offset
N13	127.19	113	113	2%	0%	Yes, residual underperformance offset
N14	121.67	115	115	-6%	-6%	No, underperformance
N15	120.87	112	112	2%	-4%	No, residual underperformance non offset
N16	125.49	114	114	2%	-2%	No, residual underperformance non offset
N17	119.41	113	113	-4%	-6%	No, residual underperformance non offset
N18	116.24	110	110	0%	-4%[3]	No, residual underperformance non offset
N19	124.27	112	112	5%	0%	Yes residual underperformance offset, outperformance of 1% (-4%+5%) payable

For further information, unitholders should refer to the UCITS annual report.
Intermediaries are selected by the management company. The selection policy for financial intermediaries is available on the company's website: http://www.dnca-investments.com

▶ **Tax regime**:
Depending on your tax regime, any capital gains and income from holding UCITS units may be subject to taxation. We advise you to obtain further information on this subject from the UCITS marketer.

IV MARKETING INFORMATION

Redemption or repayment of units may be requested at any time from the custodian.
CREDIT INDUSTRIEL ET COMMERCIAL - 6, avenue de Provence - 75009 - PARIS.

The net asset value is available from the management company, in particular on its website http://www.dnca-investements.com.

All information concerning the mutual fund, the prospectus, the periodic documents and the annual report are available on the management company's website and can be sent free of charge on request to the management company:
DNCA FINANCE - 19, Place Vendôme - 75001 - PARIS.
Tel: 01 58 62 55 00

In order to meet the needs of professional investors (under the supervision of the ACPR, AMF or equivalent European authorities) subject to the regulatory obligations of the Solvency II Directive 2009/138/EC, the management company may communicate the composition of the fund's portfolio within a period of not less than two working days (48 hours) from the last publication of the net asset value. The information transmitted in this context will be strictly confidential and will be used only for the regulatory requirements arising from the Solvency II Directive. In this respect, the conditions of transmission and use of portfolio inventory data will be strictly governed by a confidentiality agreement systematically signed with the professional investor and/or any third party mandated for this purpose.

The underperformance of year 18 to be carried forward to the following year (year 19) is 4% (and not -6%), given that the residual underperformance from year 14 which has not been fully offset (-2%) is no longer relevant since the five-year period has elapsed (the underperformance of year 14 is offset up to year 18).

[3] The underperformance of year 18 to be carried forward to the following year (year 19) is 4% (and not -6%), given that the residual underperformance from year 14 which has not been fully offset (-2%) is no longer relevant since the five-year period has elapsed (the underperformance of year 14 is offset up to year 18).

INVESTMENT RESTRICTIONS

The units have not been, and will not be, registered under the U.S. Securities Law of 1933 (hereinafter, the "1933 Law"), or under any applicable U.S. state law, and the units may not be directly or indirectly transferred, offered or sold in the United States of America (including its territories and possessions), to any U.S. person (hereinafter, "U.S. Person"), as that term is defined by Regulation S under the Securities and Exchange Commission Law of 1933, unless registration of the units is effected or an exemption applies (with the consent of the fund management company).

V INVESTMENT RULES

The mutual fund is subject to the legal investment rules applicable to UCITS governed by Directive 2009/65/EC investing no more than 10% of their net assets in units or shares of UCI.

V I OVERALL RISK

The method used to calculate overall risk is the commitment method.

V II ASSET VALUATION AND RECOGNITION RULES

INCOME RECOGNITION:
The UCITS recognises income on a "coupon received" basis.

ACCOUNTING FOR PORTFOLIO ENTRIES AND WITHDRAWALS:
Inflows and outflows of securities in the UCITS portfolio are recorded net of trading costs.

VALUATION METHODS:
At each valuation, the assets of the UCITS are valued according to the following principles:

Listed equities and similar securities (French and foreign stocks):
Valuation is based on the stock market price.
The stock market price used depends on where the shares are listed:

European stock exchanges:	Last trading price of the day.
Asian stock markets:	Last trading price of the day.
Australian stock exchanges:	Last trading price of the day.
North American stock exchanges:	Last trading price of the day.
South American stock exchanges:	Last trading price of the day.

If a security is not listed, the previous day's closing price is used.

Bonds and similar debt instruments (French and foreign securities) and EMTN:
Valuation is based on the stock market price:
The stock market price used depends on where the shares are listed:

European stock exchanges:	Last trading price of the day.
Asian stock markets:	Last trading price of the day.
Australian stock exchanges:	Last trading price of the day.
North American stock exchanges:	Last trading price of the day.
South American stock exchanges:	Last trading price of the day.

If a security is not listed, the previous day's closing price is used.

In the case of an unrealistic quotation, the manager must make an estimate more in line with actual market parameters. Depending on the sources available, the assessment can be carried out using different methods, such as:
- a contributor's rating,
- an average of quotes from several contributors,
- a price calculated using an actuarial method based on a spread (credit or other) and a yield curve,
- etc.

UCI securities in the portfolio: Valuation based on last known net asset value.

Negotiable debt securities:

- Negotiable debt securities with a residual life of less than three months at the time of acquisition are valued on a straight-line basis
- Negotiable debt securities acquired with a residual life of more than three months are valued:

- At market value up to 3 months and one day before maturity.

- The difference between the market value measured 3 months and 1 day prior to maturity and the redemption value is linearised over the last 3 months.
- Exception: BTAN are marked to market until maturity.

- Market value:

BTF/BTAN:
Actuarial rate of return or daily rate published by the Banque de France.
Other negotiable debt securities:
a) Securities with a maturity of between 3 months and 1 year:
- where negotiable debt securities are traded on a significant scale: application of an actuarial method, with the yield used being that recorded each day on the market.
- other negotiable debt securities: application of a proportional method, with the yield used being the EURIBOR rate for an equivalent duration, adjusted where appropriate by a margin representative of the issuer's intrinsic characteristics.
b) Securities with a maturity of more than 1 year:
Application of an actuarial method.
- where negotiable debt securities are traded on a significant scale, the yield used is that recorded each day on the market.
- other negotiable debt securities: the yield used is the yield on BTAN of equivalent maturity, adjusted where appropriate by a margin reflecting the issuer's intrinsic characteristics.

Futures and options:
Futures contracts: Futures contracts are marked to market.
The market prices used to value futures contracts are in line with those of the underlying securities. They vary depending on where the contracts are listed:

Futures contracts listed on European exchanges:	Last trading price of the day.
Options:	Portfolio options are marked to market. The market prices used follow the same principle as those governing the underlying contracts or securities:
Options listed on European stock exchanges:	Last price of the day.
Swaps:	Swaps with a maturity of less than 3 months are not valued. Swaps with maturities of more than 3 months are marked to market.

When the swap contract is backed by clearly identified securities (quality and duration), these two elements are valued globally.

Guarantees given or received:
N/A

VIII. INFORMATION ON THE MANAGEMENT COMPANY'S REMUNERATION POLICY:

Details of the management company's remuneration policy are available on written request from the management company and on the www.dnca-investments.com website. Figures have been established on the basis of the most recently completed financial year and are provided in the latest available annual report.

DNCA SERENITE PLUS

Management company: DNCA FINANCE
Administrative and valuation management: CREDIT MUTUEL ASSET MANAGEMENT
Custodian: CREDIT INDUSTRIEL ET COMMERCIAL (CIC)

MUTUAL FUND

REGULATIONS

TITLE I - ASSETS AND UNITS

Article 1 - Co-ownership units

Co-owners' rights are expressed in units, with each unit corresponding to the same fraction of the fund's assets. Each unitholder has a co-ownership right in the fund's assets proportional to the number of units held.

The term of the fund is 99 years from 18/01/2011, except in the event of early dissolution or extension as provided for in these regulations.

Unit classes:
The characteristics of the different unit classes and their eligibility requirements are set out in the mutual fund prospectus.
The different classes of units may:
- Have different income distribution schemes; (distribution or capitalisation)
- Be denominated in different currencies;
- Have different financial management costs;
- Have different subscription and redemption fees;
- Have a different face value;

Units may be combined or split.

Units may be split into tenths, hundredths, thousandths or ten-thousandths, called fractions of units, at the discretion of the management company's Board of Directors. The provisions of the regulations governing the issue and redemption of units are applicable to fractional units, whose value is always proportional to that of the unit they represent. All other provisions of the regulations relating to units apply to fractional units without the need to specify this, except where otherwise provided.

Lastly, the Board of Directors of the management company may, at its sole discretion, divide the units by creating new units which are allocated to holders in exchange for existing units.

Article 2 - Minimum assets

Units may not be redeemed if the mutual fund's assets fall below 300,000 euros; if the assets remain below this amount for 30 days, the management company will take the necessary steps to liquidate the UCITS concerned, or to carry out one of the operations mentioned in article 411-16 of the AMF's general regulations (transfer of the UCITS).

Article 3 - Issue and redemption of units

Units are issued at any time at the request of unitholders on the basis of their net asset value plus any subscription fees.

Redemptions and subscriptions are carried out in accordance with the terms and conditions set out in the prospectus.

Mutual fund units may be listed in accordance with current regulations.

Subscriptions must be fully paid up on the day the net asset value is calculated. They may be made in cash and/or through the contribution of securities. The management company has the right to refuse the securities proposed and, to this end, has a period of seven days from their submission to make its decision known. In the event of acceptance, the securities contributed are valued in accordance with the rules set out in article 4, and the subscription is carried out on the basis of the first net asset value following acceptance of the securities concerned.
Redemptions may be made in cash and/or in kind. If the redemption in kind corresponds to a representative share of the portfolio's assets, only the outgoing unitholder's signed written agreement needs to be obtained by the UCITS or the management company. When the redemption in kind does not correspond to a representative share of the portfolio's assets, all unitholders must signify their written agreement authorising the outgoing unitholder to redeem his or her units against certain specific assets, as explicitly defined in the agreement.
In general, assets redeemed are valued in accordance with the rules set out in article 4, and redemptions in kind are carried out on the basis of the first net asset value following acceptance of the securities concerned.
Redemptions are settled by the custodian within a maximum of five days following the valuation of the unit.

However, if, in exceptional circumstances, repayment requires the prior realisation of assets held in the fund, this period may be extended, up to a maximum of 30 days.

Except in the case of inheritance or advance donation on inheritance, the sale or transfer of units between unitholders, or from unitholders to a third party, is treated as a redemption followed by a subscription; in the case of a third party, the amount of the sale or transfer must, where applicable, be supplemented by the beneficiary to reach at least the minimum subscription required by the prospectus.

Pursuant to Article L. 214-8-7 of the French Monetary and Financial Code, the redemption of units and the issue of new units by the mutual fund may be temporarily suspended by the Management Company in exceptional circumstances and in the interests of unitholders.

When the mutual fund's net assets fall below the regulatory threshold, no units may be redeemed.

In accordance with articles L. 214-8-7 of the French Monetary and Financial Code and 411-20-1 of the AMF's General Regulations, the management company may decide to cap redemptions in exceptional circumstances and in the interests of unitholders or the public. The Management Company may implement the "Gates" system, enabling redemption requests from mutual fund unitholders to be spread over several net asset values if they exceed a certain, objectively determined level.

It may decide not to execute all redemptions on the same net asset value in the event of "unusual" market conditions affecting liquidity on the financial markets, and if this is in the interests of the unitholders.

The Management Company may decide not to execute all redemptions on the same net asset value, when a threshold objectively pre-established by the Management Company is reached on the same net asset value. Mutual fund unitholders are reminded that the Gates trigger threshold is compared to the ratio between:

- The difference recorded, on the same centralisation date, between the number of units of the fund for which redemption is requested or the total amount of such redemptions, and the number of units of the fund for which subscription is requested or the total amount of such subscriptions, and
- The mutual fund's net assets or total number.

The mutual fund's net asset value is calculated on a daily basis. The redemption cap may be triggered by the Management Company when a threshold of 5% of the fund's net assets is reached. This threshold applies to all redemptions, all units combined.

When redemption requests exceed the trigger threshold, the Management Company may decide to honour redemption requests in excess of the said threshold, thereby partially or fully executing orders that might otherwise be blocked.

The maximum duration of application of the redemption cap may be applied to 20 net asset values over 3 months, and may not exceed 1 month if the cap is activated consecutively on each net asset value during 1 month.

In the event of activation of the cap on redemptions, holders will be informed by any means via the website www.dnca-investments.com. Holders of fund units whose orders have not been executed will be informed, in particular, as soon as possible.

This mechanism may be triggered by the management company when a threshold (net redemption divided by net assets) predefined in the prospectus and in these regulations is reached. Where liquidity conditions permit, the management company may decide not to trigger the redemption cap, and therefore to honour redemptions above this threshold. The maximum duration of the redemption cap depends on the frequency of calculation of the mutual fund's net asset value, and is set out in the prospectus. Redemption orders not executed on a given net asset value will automatically be carried forward to the next centralisation date

In application of the third paragraph of article L. 214-8-7 of the French Monetary and Financial Code, the UCITS may cease to issue units, either temporarily or permanently, in whole or in part, in objective situations that lead to the closure of subscriptions, such as a maximum number of units issued, a maximum amount of assets reached, or the expiry of a specified subscription period. When this arrangement is triggered, existing holders will be informed by any means of its activation, as well as of the threshold and the objective situation that led to the decision to partially or totally close. In the event of a partial closure, this information by any means will explicitly specify the terms and conditions under which existing holders may continue to subscribe for the duration of the partial closure. Unitholders are also informed by any means of the decision by the UCITS or the management company either to terminate the total or partial closure of subscriptions (when the trigger threshold falls below), or not to terminate it (in the event of a change in the threshold or in the objective situation that led to the implementation of this arrangement). A change in the objective situation invoked or in the arrangement's trigger threshold must always be made in the interests of unitholders. Information by any means specifies the exact reasons for these changes.

Article 4 - Calculation of net asset value

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

SECTION 2 - OPERATION OF THE FUND

Article 5 - The management company

The fund is managed by the management company in accordance with the fund's investment strategy.

The management company acts on behalf of unitholders in all circumstances, and has sole authority to exercise the voting rights attached to the securities held in the fund.

Article 5 a - Operating rules

The instruments and deposits eligible for inclusion in the assets of the UCITS and the investment rules are described in the prospectus.

Article 5 b - Admission to trading on a regulated market and/or a multilateral trading facility

Units may be admitted to trading on a regulated market and/or a multilateral trading facility in accordance with the regulations in force. If a mutual fund whose units are admitted to trading on a regulated market has a management objective based on an index, the fund must have a system in place to ensure that the price of its units does not deviate significantly from its net asset value.

Article 6 - The custodian

The custodian carries out the duties incumbent upon it under current laws and regulations, as well as those contractually entrusted to it by the management company. In particular, it must ensure that the portfolio management company's decisions are lawful. If necessary, it must take any protective measures it deems appropriate. In the event of a dispute with the management company, it informs the French Financial Markets Authority.
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Article 7 - The Statutory Auditor

A statutory auditor is appointed for six financial years, after approval by the French Financial Markets Authority, by the governing body or the management board of the portfolio management company.

It certifies the accuracy and fair presentation of the financial statements.

It may be reappointed.

It is required to report as soon as possible to the French Financial Markets Authority any fact or decision concerning the mutual fund of which it has become aware in the course of its duties, likely:
1° To constitute a violation of the legislative or regulatory provisions applicable to the mutual fund and likely to have significant effects on the financial situation, the result or the assets;
2° To undermine the conditions or continuity of its operations;
3° To lead to the issuance of reservations or the refusal to certify the accounts.

Asset valuations and the determination of exchange ratios in conversion, merger or demerger transactions are carried out under the supervision of the statutory auditor.

It is responsible for all in-kind contributions.

It checks the accuracy of the composition of assets and other items before publication. The auditor's fees are set by mutual agreement between the auditor and the board of directors or management board of the asset management company, on the basis of a work program specifying the work deemed necessary.

It certifies the situations used as a basis for distributing advance payments.

Its fees are included in the management company's external administrative expenses.

Article 8 - Financial statements and management report

At the end of each financial year, the management company draws up an inventory of the UCI's assets, at least quarterly and under the supervision of the custodian.

All the above documents are audited by the statutory auditor.

The management company makes these documents available to unitholders within four months of the end of the financial year, and informs them of the amount of income to which they are entitled: these documents are either sent by post at the express request of unitholders, or made available to them at the management company.

SECTION 3 - ALLOCATION OF DISTRIBUTABLE INCOME

Article 9 - Capitalisation and distribution of distributable income

The net result for the year is equal to the amount of interest, arrears, dividends, premiums and allotments, directors' fees and all income relating to the securities in the fund's portfolio, plus income from sums temporarily available, less financial management expenses and borrowing costs.

Distributable income consists of:
1° Net income plus retained earnings plus or minus the balance of the income adjustment account;
2° Realised capital gains, net of expenses, less realised capital losses, net of expenses, recorded during the year, plus net capital gains of the same type recorded in previous years that have not been distributed or capitalised, less or plus the balance of the capital gains adjustment account.
Amounts available for distribution (net income and net realised capital gains/losses) are fully capitalised, with the exception of those subject to mandatory distribution by law.

TITLE 4 - MERGER - DEMERGER - DISSOLUTION - LIQUIDATION

Article 10 - Merger - Demerger

The management company may either transfer all or part of the fund's assets to another UCITS it manages, or split the fund into two or more other mutual funds, which it will manage.

Such mergers or demergers may only be carried out one month after the holders have been notified. A new certificate will be issued, specifying the number of units held by each unitholder.

Article 11 - Dissolution - Extension

If the fund's assets remain below the amount stipulated in article 2 above for thirty days, the management company will inform the French Financial Markets Authority and proceed to dissolve the fund, except in the case of a merger with another mutual fund.

The management company may dissolve the fund early; it informs unitholders of its decision, and from that date subscription and redemption requests are no longer accepted.

The fund is also dissolved by the management company in the event of a request for redemption of all units, if the custodian ceases to perform its duties and no other custodian has been appointed, or on expiry of the fund's term, if this has not been extended.

The management company informs the French Financial Markets Authority by letter of the dissolution date and procedure. It then sends the statutory auditor's report to the French Financial Markets Authority.

The extension of a fund may be decided by the management company in agreement with the custodian. Its decision must be taken at least 3 months before the expiry of the fund's term, and notified to unitholders and the French Financial Markets Authority.

Article 12 - Liquidation

In the event of dissolution, the management company assumes the role of liquidator; failing this, the liquidator is appointed by the courts at the request of any interested party. To this end, they are vested with the broadest powers to realise assets, pay any creditors and distribute the available balance among unitholders in cash or securities.

SECTION 5 - DISPUTES

Article 13 - Jurisdiction - Election of domicile

Any disputes arising between unitholders or between unitholders and the management company or custodian in connection with the fund while it is in operation or during its liquidation shall be submitted to the jurisdiction of the competent courts.