

# SYCOMORE SOCIAL IMPACT



Prospectus  
15/11/2023

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## 1. GENERAL CHARACTERISTICS

### 1.1 UCITS features

French Fonds Commun de Placement (FCP)

### 1.2 Name

Sycomore Social Impact

### 1.3 Legal form and Member State in which the UCITS was created

Investment fund in the form of a French Fonds Commun de Placement, governed by French law.

### 1.4 Inception date and expected term

The Fund was created on 24 June 2002, for a term of 99 years as of that date.

## 1.5 Fund overview

Unit Class	ISIN Code	Allocation of distributable sums	Base Currency	Target investors	Subscription fees	Financial investment management fee and external administration fees
I	FR0010117085	Accumulation	EUR	'Eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of Annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary or non-monetary benefits paid or provided by the management company or by the marketing agent of the Fund (' <i>clean share</i> ' units).	7% Maximum rate	Maximum 1.00% per annum including taxes
A	FR0007073119	Accumulation	EUR	All	5% maximum rate	Maximum 1.50% per annum including taxes
R	FR0010117093	Accumulation	EUR	All	3% Maximum rate	Maximum 2.00% per annum including taxes
X	FR0012413680	Accumulation	EUR	All investors, particularly UCITS managed by Sycomore AM or by its subsidiaries	10% maximum rate	Maximum 1.00% per annum including taxes
ID	FR0012758704	Accumulation and/or Distribution	EUR	'Eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of Annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary or non-monetary benefits paid or provided by the management company or by the marketing agent of the Fund (' <i>clean share</i> ' units).	7% maximum rate	Maximum 1.00% per annum including taxes

Unit Class	Minimum subscription
I	None
A	€100
R	None
X	€100
ID	€100

### 1.6 The latest annual report and interim statement can be obtained as follows:

The latest annual and interim reports will be sent within eight working days upon written request by a unit holder to:

Sycomore Asset Management, SA

14, avenue Hoche

75008 Paris

Tel: +33 (0)1 44 40 16 00

Email: [info@sycomore-am.com](mailto:info@sycomore-am.com)

Additional information may be obtained if necessary from the investor relations department.

## 2. STAKEHOLDERS

### 2.1 Management Company

Sycomore Asset Management, SA. Approved by the AMF as a French Portfolio Management Company (Société de Gestion de Portefeuille) under no. GP 01-30 with registered offices located at 14, Avenue Hoche, 75008, Paris, France.

### 2.2 Depositary and custodian

BNP Paribas SA. Establishment approved by the French Prudential Control and Resolution Authority (Autorité de Contrôle Prudentiel et de Résolution, ACPR) whose registered office is located at 16, Boulevard des Italiens, 75009 Paris, France, and whose postal address is at 9, Rue du Débarcadère, 93500 Pantin, France, registered with the Paris Trade and Companies Register under number 662 042 449.

#### Description of the Depositary's responsibilities and of the potential conflicts of interest:

The depositary exercises three types of responsibilities, respectively the control of the legality of decisions taken by the management company (as defined in article 22.3 of the UCITS V Directive), the monitoring of cash flow for the UCITS (as defined in article 22.4 of said Directive) and the safekeeping of assets of the UCITS (as defined in article 22.5 of said Directive).

The primary objective of the Depositary is to protect the interests of unitholders/investors in the UCITS, which shall always take precedence over its own commercial interests.

Potential conflicts of interest may be identified, particularly in the case where the management company also has a commercial relationship with BNP Paribas SA in addition to its appointment as Depositary (which may be the case when BNP Paribas SA calculates, by delegation from the management company, the net asset value of a UCITS whose depositary is BNP Paribas SA).

In order to manage such situations, the Depositary has set up and maintains a policy for the management of conflicts of interest. The objectives of such a policy are:

- Identifying and analysing potential situations of conflicts of interest;
- Recording, managing, and monitoring the conflict of interest situations either by:
  - o Using the permanent measures implemented in order to manage conflicts of interest, such as the segregation of duties, the split between the functional and hierarchical reporting lines, the monitoring of internal insider lists, and dedicated IT environments
  - o Implementing on a case-by-case basis

- o Appropriate preventive measures, such as the creation of ad hoc monitoring lists, new "Chinese walls", or checking that transactions are processed in an appropriate way and/or informing the relevant clients,
- o Or refusing to manage the activities that could give rise to conflicts of interest.

#### Description of potential duties delegated by the Depositary, list of delegates and sub-delegates and identification of the conflicts of interest that may result from such delegation.

The UCITS Depositary, BNP Paribas SA, is responsible for the safekeeping of the assets (as defined in article 22.5 of the aforementioned directive). In order to offer services related to the safekeeping of the assets in a large number of countries, enabling the UCITS to achieve their investment objectives, BNP Paribas SA has appointed sub-custodians in countries where BNP Paribas SA has no local presence. These entities are listed on the following website: <http://securities.bnpparibas.com/solutions/asset-fund-services/depositary-bank-and-trustee-serv.html>. The process of appointing and supervising the sub-custodians follows the highest standards of quality, including managing potential conflicts of interest that may arise in the context of such appointments.

The most recent information regarding the previous points is available to investors upon request.

### 2.3 Delegated institution in charge of the centralisation of subscription and redemption orders

Sycomore Asset Management SA has delegated all centralisation tasks for subscription and redemption orders to the following institutions:

For pure registered shares to be registered or registered in the shared electronic registration system:

**IZNES SA.** Establishment approved by the French Prudential Control and Resolution Authority (Autorité de Contrôle Prudentiel et de Résolution, ACPR), whose registered office is at 18, Boulevard Malesherbes, 75008 Paris, France, registered with the Paris Trade and Companies Register under number 832 488 415.

For all other units:

**BNP Paribas SA.** Establishment approved by the French Prudential Control and Resolution Authority (Autorité de Contrôle Prudentiel et de Résolution, ACPR) whose registered office is located at 16, Boulevard des Italiens, 75009 Paris, France, and whose postal address is at 9, Rue du Débarcadère, 93500 Pantin, France, registered with the Paris Trade and Companies

Register under number 662 042 449.

## 2.4 Fund unit registrar

For bearer/administered registered units to be registered or registered with Euroclear:

**BNP Paribas SA.** Establishment approved by the French Prudential Control and Resolution Authority (Autorité de Contrôle Prudentiel et de Résolution, ACPR) whose registered office is located at 16, Boulevard des Italiens, 75009 Paris, France, and whose postal address is at 9, Rue du Débarcadère, 93500 Pantin, France, registered with the Paris Trade and Companies Register under number 662 042 449.

For pure registered units to be registered or registered as part of the shared electronic registration system:

**IZNES SA.** Establishment approved by the French Prudential Control and Resolution Authority (Autorité de Contrôle Prudentiel et de Résolution, ACPR), on 22 June 2020, whose registered office is at 18, Boulevard Malesherbes, 75008 Paris, France, registered with the Paris Trade and Companies Register under number 832 488 415.

## 2.5 Statutory Auditor

KPMG Audit, a department of KPMG SA, with the registered office at 1 Cours Valmy, 92923 Paris La Défense Cedex, represented by Mr. Gérard Gaultry.

## 2.6 Marketing Agents

Sycomore Asset Management and its subsidiaries. The list of marketing agents is not comprehensive insofar as the UCITS is listed on Euroclear. Therefore some marketing agents may not be mandated by, or known to the management company.

## 2.7 Delegated fund accountant

BNP Paribas SA. Establishment approved by the French Prudential Control and Resolution Authority (Autorité de Contrôle Prudentiel et de Résolution, ACPR) whose registered office is located at 16, Boulevard des Italiens, 75009 Paris, France, and whose postal address is at 9, Rue du Débarcadère, 93500 Pantin, France, registered with the Paris Trade and Companies Register under number 662 042 449.

## 2.8 Institution responsible for receiving and transmitting orders from the management company

Sycomore Market Solutions, SA. An investment company authorised by the French Prudential Control and Resolution Authority (Autorité de Contrôle Prudentiel et de Résolution, ACPR), whose registered office is located at 14, Avenue Hoche, 75008 Paris, France. Sycomore Market Solutions may receive orders initiated by the management company on behalf of the Fund for the transmission of such orders to market intermediaries and counterparties with the primary task of seeking the best possible execution of such orders.



## 3. OPERATING AND MANAGEMENT PROCEDURES

### 3.1 General features

#### 3.1.1. Unit Class characteristics

Nature of the rights attached to the units: The various units represent rights in ownership, i.e. each unit holder has a joint ownership right over the Fund's assets in proportion to the number of units held.

Securities administration:As part of the Fund's liability management, the functions of centralising subscription and redemption orders are performed by BNP Paribas SA for bearer/administered registered units to be registered or registered in EUROCLEAR and by IZNES SA for pure registered units to be registered or registered in the shared electronic registration facility (Dispositif d'Enregistrement Electronique Partagé, DEEP), with the unit issuer account keeping being performed by BNP Paribas SA. These tasks are carried out by delegation from the management company.

Voting rights:no voting rights are attached to the units as decisions are made by the management company.

Form of units:Units shall be issued in bearer, administered registered or pure registered form, the latter hypothesis particularly regarding the units that will be registered in the IZNES shared electronic registration facility for subscribers that will have access to this system.

Subdivision of units: Fund units are decimalised in hundred-thousandths (e.g. 0.00001). Subscription orders may be expressed in cash value, or in a fractionalised of number of units. Redemption orders may be expressed in a fractionalised number of units.

#### 3.1.2. Accounting year-end

last trading day in June.

The closing date of the first financial year was the last trading day in December 2002.

#### 3.1.3. Tax regime

The Fund is not taxable per se. Unit holders may however be liable to tax upon the sale of their units. The tax regime governing capital gains or losses by the Fund, whether unrealised or realised, depends on the tax provisions applying to the specific case of each investor and his/her tax domicile and/or the Fund's investment jurisdiction. Investors who are unsure of their tax situation should seek advice from an advisor or a financial professional.

French personal equity savings plan eligibility (PEA): This fund is eligible for the PEA.

#### 3.1.4. Information on SRI certification

The Fund has a French SRI label and/or foreign equivalent equivalent.

### 3.2 Specific provisions

#### 3.2.1. ISIN Codes

Unit Class	ISIN Code
I	FR0010117085
A	FR0007073119
R	FR0010117093
X	FR0012413680
ID	FR0012758704

#### 3.2.2. Classification

Euro zone Equities.

#### 3.2.3. Investment objective

The aim of the Fund, which is classified as 'euro zone equities', is to outperform the benchmark, Euro Stoxx Total Return, over a minimum investment period of five (5) years and through a socially responsible investment process.

The objective of the Fund integrates environmental, social and governance (ESG) criteria by focusing on companies that offer solutions to global societal challenges, and that integrate this aim for positive impact into their strategy to deliver profitable and sustainable growth.

This objective complies with the provisions of article 9 of the SFDR (Regulation 2019/2088 of 27 November 2019 on sustainability-related disclosures in the financial services sector).

Investors' attention is also drawn to the fact that their investment in the Fund does not generate a direct impact on the environment and the company, but that the Fund seeks to select and invest in companies that meet the specific criteria set out in the investment strategy.

The management company undertakes to outperform the benchmark index concerning the following relevant ESG indicators:

- Societal contribution of products and services
- Net Environmental Contribution (NEC)

Other indicators, detailed in the transparency code, are published annually to track the fund's environmental, governance and human rights performance.

### 3.2.4. Benchmark

DJ Euro Stoxx Total Return index, dividends reinvested. Launched on 31 December 1991, this index measures the growth of shares listed on Euro zone equity markets. The index consists of approximately 300 stocks. The free-float of each stock is used as a reference to determine its weight in the index.

The administrator of the Euro Stoxx Total Return benchmark index is Stoxx, and is entered in the register of administrators and benchmark indices maintained by the ESMA. Additional information on this index is available at: <https://www.stoxx.com/indices>.

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

### 3.2.5. Investment strategy implementation

#### Description of strategies used:

The Fund invests at least 75% of its assets in PEA eligible equities and at least 70% in equities issued in the Euro Zone.

Investments are selected on the basis of a strict analysis of corporate fundamentals. The selection process aims to identify those companies meeting quality standards (on the basis of their management teams, business model sustainability, and financial structure consistency) and to detect value (based on the differential between the intrinsic value as calculated by the management team and market value). Investments in European Union equities may be focussed on a limited number of securities, which will not, however, be less than 20 (twenty).

The portfolio is composed of visible growth companies, which benefit from secular trends or specific growth projects that make them less sensitive to economic cycles than the market as a whole. These securities are selected without sector constraints, while respecting the following geographical restrictions:

- a minimum of 70% of net assets will be invested in securities issued by Euro zone countries;
- Non-Euro zone securities will represent at any time no more than 10% of the Fund's net assets.

Portfolio construction does not take any benchmark index into account. The weighting of each company in the portfolio is therefore entirely independent from the weight of the same

company in any index. As such, it is possible that a company in the Fund's portfolio does not appear in the list of the main international benchmarks or that a company well-represented in that same list is excluded from the fund's portfolio.

In order to fulfil the French personal saving scheme (PEA) requirements, at least 75% of the Fund's net assets will be invested in PEA-eligible equities at all times.

The Fund has a sustainable investment objective within the meaning of article 9 of the SFDR. The information relating to the environmental and social characteristics promoted by the Fund is available in the SFDR precontractual information document attached to this prospectus.

#### Asset classes and financial futures in the portfolio:

Other than the equities referred to above, which make up at least 75% of Fund assets, the following assets may be included within the Fund portfolio.

#### **Units or shares of UCITS:**

The Fund may hold up to 10% of its net assets in the form of shares or units in the following UCITS or AIF:

- European (including French) UCITS which invest less than 10% of their net assets in UCITS or AIFs;
- French AIF compliant with the four criteria set out in Article R. 214-13 of the French Monetary and Financial Code.

The fund may also invest in money-market funds in order to manage the Fund's cash flow, or equity or diversified funds with a management strategy which complements that of the Fund and which contributes towards achieving the performance target.

The Fund may invest in UCIs marketed or managed by Sycomore Asset Management or one of its subsidiaries, within the aforementioned limits.

These UCIs benefit from, or are committed to benefiting within one year from French SRI (Socially Responsible Investment) and/or Greenfin and/or Finansol labels, or equivalent foreign labels, codes or charters. The share of UCITS that do not yet have one of the abovementioned labels is limited to 1% of the net assets. The selection of these UCITS can be made without restrictions in terms of SRI methodologies used by their respective management companies.

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

To manage the fund's cash, the portfolio may include negotiable debt securities. No investments pertaining to this asset category may exceed 25% of the fund's net assets.

Such securities may come from public issuers (up to 25% of fund net assets in fixed-rate French treasury bonds) or corporate

issuers (negotiable CDs up to 10% of fund net assets) with no pre-set restriction on the breakdown between these two categories.

Only those securities with residual lives of less than three months may be added to the portfolio, without reference to a minimum rating from the ratings agencies.

### Derivatives

The Fund operates in all regulated or organised markets in France and in other OECD member states.

The Fund uses futures instruments.

Futures and options strategies are intended either to hedge the portfolio against the downside risk in an underlying equity asset, or to increase portfolio exposure in order to capitalise on the upside in an underlying equity asset.

The Fund primarily draws on stock-picking within the portfolio to achieve investment management targets, with these strategies contributing on an ancillary basis to the investment objective. These strategies nevertheless enable a portfolio manager anticipating a period of equity market weakness to preserve accrued returns (hedging strategy involving equity indices or certain stocks which the portfolio manager considers overvalued) or conversely, to increase portfolio exposure when the portfolio manager feels that securities already in the portfolio may not fully benefit from an expected equity market rally.

The policy for using derivatives, including the underlyings that are the subject of the SPICE analysis process, is compatible with the objectives of the Fund and consistent with its inclusion in a long term perspective. It does not significantly or sustainably distort the ESG selection policy. The use of derivative financial instruments is limited to techniques that allow efficient management of the portfolio of securities in which the Fund is invested. The Fund may not hold a short position on any asset selected as ESG according to its own ESG asset selection.

### Securities with embedded derivatives

The Fund deals in financial instruments with embedded equity derivatives.

The instruments used are: Equity warrants, investment certificates, as well as bond-type securities with a conversion or subscription right including convertible bonds, bonds redeemable into new or existing shares and bonds with redeemable equity-warrants.

These instruments are used in order to expose the portfolio to one or more companies that satisfy the selection criteria defined above. The aggregate total weight of these investments in the Fund portfolio shall not exceed 25% of its net assets.

The use of derivatives or securities with embedded derivatives may not generate overexposure.

### Over-the-counter contracts

There are no plans to use OTC derivative contracts in connection with the management of the Fund. The Fund will therefore not use total return swaps.

### Use of deposits

There are no plans to use deposits in connection with the management of the Fund.

### Cash loans

In the normal course of business, the Fund may on occasion find itself in debt and in that case may borrow cash, up to the limit of 10% of its net assets.

### Temporary acquisitions and sales of securities.

There are no plans to use temporary acquisitions and sales of securities in connection with the management of the Fund

#### 3.2.6. *Financial guarantees management*

The Fund does not receive any financial guarantees as part of the authorised transactions.

#### 3.2.7. *Risk profile*

Risks incurred by the Fund:

- **the risk of loss of principal**, as the Fund's performance may not meet investment objectives or investor targets (which depend on their portfolio composition), the principal invested may not be entirely returned, the performance may be adversely affected by inflation.
- **equity risk**, due to exposure of between 75% and 100% of net assets in equities; the equity risk is the risk that the value of a share will decline due to market movements, unfavourable news regarding the company itself or to its business sector. In order to diversify the equity risk, measured in terms of volatility, the portfolio includes at least 20 securities.
- **Liquidity risk**, as a result of low market capitalisation of some companies in which the Fund may invest. In this regard, investors should bear in mind that the small cap market is intended to include companies which, by reason of their specific nature, may involve risks for investors.

Liquidity risk is the risk that some buy or sell orders transmitted to the market may not be fully executed due to the limited quantity of securities available in the market.

- **foreign exchange risk**, certain eligible stocks of the OECD countries held in the portfolio may be listed in currencies other than the euro. In this regard, investor attention is drawn to the fact that the fund is subject to foreign exchange risk of up to a

maximum of 10% of its net assets;

Foreign exchange risk is the risk that the value of an investment currency diminishes compared to the Fund's base currency, i.e. the euro.

- **Interest rate and credit risk, as the** Fund may hold up to a maximum of 25% of its net assets in debt securities and money-market instruments;

Interest rate risk:

- a. The risk that the rates decline when investments are made at a variable rate (lower rate of return);
- b. The risk that rates will rise in the case of fixed-rate investments, as the value of a fixed interest-rate product is inversely proportional to interest rate levels.

Credit risk is the risk that the issuer of a debt security is no longer able to service its debt, i.e. repay the debt.

- **Methodological risk linked to socially responsible investment (SRI):** ESG factors can vary depending on investment themes, asset classes, investment philosophy and the subjective use of different ESG indicators governing portfolio construction. The selection and weightings applied may to some extent be subjective or based on measures which may share the same name but have different underlying meanings. ESG information, whether from an external and/or internal source, is, by nature and in many cases, based on qualitative assessment and judgment, particularly in the absence of well defined market standards and due to the existence of multiple SRI approaches. An element of subjectivity and discretion is therefore inherent in the interpretation and use of ESG data. It may therefore be difficult to compare strategies incorporating ESG criteria. Investors should note that the subjective value that they may or may not assign to certain types of ESG criteria may differ materially from fund to fund. The application of ESG criteria to the investment process may exclude securities of certain issuers for non-financial reasons and, as a result, may cause certain market opportunities available to funds that do not use ESG or sustainability criteria to be lost. ESG information from third-party data providers may be incomplete, inaccurate or unavailable. As a result, there is a risk of incorrect valuation of a security or issuer resulting in the improper inclusion or exclusion of a security. ESG data providers are private companies that provide ESG data for a variety of issuers. They may therefore change the valuation of issuers or instruments at their discretion. The ESG approach can evolve and develop over time, due to the refinement of investment decision processes to take ESG factors and risks into account, and/or due to legal and regulatory developments.

- **Sustainability risk:** as a result of climatic events which may result from climate change (physical risks) or the company's response to climate change (transition risks), which may have

a negative impact on the Fund's investments and financial condition. Social events (e.g. inequality, inclusion, labour relations, investment in human capital, accident prevention, changes in client behaviour, etc.) or governance instabilities (e.g. significant and recurrent breach of international agreements, corruption issues, product quality and safety, sales practices, etc.) may also constitute sustainability risks. These risks are integrated into the investment process and risk monitoring as they represent potential or actual material risks and/or opportunities to maximise long-term returns. These risks are taken into account through the use of ESG criteria and more specifically through our SPICE methodology. The consequences of the occurrence of a sustainability risk are numerous and vary depending on the specific risk, region and asset class. For example, when a sustainability risk occurs for an asset, it will have a negative impact on the asset's value and may result in a total loss of value.

### 3.2.8. *Guarantee or protection*

None.

### 3.2.9. *Target investors and target investor profile*

Unit classes I and ID are referred to as 'clean share' units, and are specifically aimed at 'eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary and non-monetary benefits paid or provided by the management company or by the Fund marketing agent promoter of the Fund ('clean share' units)

Unit Classes A, R and ID are available to all investors. Unit Class X is aimed more particularly at UCIs managed by Sycomore AM or its subsidiaries.

Given the major risks associated with equity investments, this Fund is mainly intended for investors who are prepared to withstand the wide fluctuations inherent in equity markets, over an investment horizon of at least five years. The portfolio also contains small cap stocks and investors should bear in mind that the small and mid cap market is intended to include companies which, by reason of their specific nature, may involve substantial risks.

The reasonable amount to invest in this Fund depends on your personal situation. In order to assess your financial situation, you must take into account your personal assets, your current needs and your needs over the next five years, as well as your willingness to take on risk or, conversely, to opt for a more prudent investment. You are also strongly advised to sufficiently diversify your investments so that they are not exposed solely to

the risks incurred by this Fund.

The units in the Fund, which is a Foreign Public Fund within the meaning of Section 13 of the US Bank Holding Company Act, have not been registered or reported to the US authorities pursuant to the US Securities Act of 1933. Hence, they may not be offered or sold, directly or indirectly, in the United States or on behalf of or for the benefit of a 'U.S. Person' within the meaning of the US regulations (Regulation S).

### **3.2.10. Calculation and allocation of distributable sums**

Accumulation and/or distribution.

Unit Classes I, A, R, and X: Full accumulation of the net income and of the net realised capital gains.

Unit Class ID: Accumulation and/or yearly distribution with the possibility of quarterly interim payments of some or all of the net income and net realised capital gains.

The management company shall decide each year on the allocation of distributable sums.

**3.2.11. Unit Class characteristics**

Units	ISIN Code	Allocation of distributable sums	Base Currency	Target investors	Minimum subscription
I	FR0010117085	Accumulation	EUR	'Eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary or non-monetary benefits paid or provided by the management company or by the marketing agent of the Fund ('clean share' units).	None
A	FR0007073119	Accumulation	EUR	All	€100
R	FR0010117093	Accumulation	EUR	All	None
X	FR0012413680	Accumulation	EUR	All investors, particularly UCITS managed by Sycomore AM or by its subsidiaries	€100
ID	FR0012758704	Accumulation and/or Distribution	EUR	'Eligible counterparty' subscribers within the meaning of Directive 2004/39/EC, 'professional investor' subscribers within the meaning of section I of annex II of Directive 2014/65/EC, and all subscribers within the framework of discretionary management services or investment advice on an independent basis within the meaning of Directive 2014/65/EC, for which the suppliers of such services are not allowed to accept and retain fees, commissions or any monetary or non-monetary benefits paid or provided by the management company or by the marketing agent of the Fund ('clean share' units).	€100

**3.2.12. Conditions for subscribing and redeeming shares**

Orders for subscription or redemption of units to be registered or registered as bearer/administered registered units in Euroclear, are centralised by BNP Paribas SA (Postal address: 9, Rue du Débarcadère, 93500 Pantin, France) on each NAV calculation day (D) at 12:00 pm. Orders for pure registered units to be registered or registered in the IZNES shared electronic registration system (Dispositif d'Enregistrement Électronique Partagé, DEEP) are received at any time by IZNES and centralised through IZNES on each NAV calculation day (D) at 12:00 pm. These orders are then executed at an unknown price on the basis of the following business day NAV (D+1). The resulting payments are made on the following second business day (D+2).

In summary, subscription and redemption orders are executed in accordance with the table below, unless any specific deadline is agreed upon with your financial institution:

D: Day on which the net asset value is determined	D+1 business day	D+2 business days
Centralisation of subscription and redemption orders before 12:00 pm (CET)	Publication of the Net Asset Value of D	Delivery of Subscriptions Settlement of Redemptions

Subscription orders may be expressed in a fractionalised number of units or in cash value. Redemption orders may be expressed in a fractionalised number of units.

Holders can switch from one unit class to another by passing a redemption order in the units of the share class held, followed by a subscription order for units in another share class. Investors should therefore be aware that switching from one unit class to another triggers the application of the tax regime governing capital gains or losses on financial instruments.

NAV calculation date and frequency: The net asset value is determined each day the Euronext markets are open, with the exception of legal holidays in France (D). In this case, it is calculated on the following business day (D+1) based on the closing price of the previous day (D).

Information concerning the total assets of the Fund may be obtained each valuation day directly via the Sycomore Asset Management website ([www.sycomore-am.com](http://www.sycomore-am.com)) or by telephone: 01.44.40.16.00.

Place and methods of publication or communication of net asset value: The net asset value is available upon request from Sycomore Asset Management and on its website ([www.sycomore-am.com](http://www.sycomore-am.com)).

Applicable as at 31/12/2023: Capping Mechanism for Redemptions (or 'gate'):

In accordance with the regulations in force, the Management Company may make temporary redemption capping decisions (hereinafter the 'Capping Decision') if exceptional circumstances so require and if holders' best interests so require, in order to avoid imbalances between redemption requests and the Fund's net assets that would prevent the Management Company from honouring these requests in the best interests of unitholders and their equal treatment.

The Capping Decision shall apply in the following circumstances:

I. Description of the strategy used

The Capping Decision may be taken if, on a given subscription centralisation date (hereinafter the 'Date of Execution of Centralisation'), the difference between the share of assets of the fund to be redeemed (hereinafter the 'Percentage of Redemptions') and the share of assets of the fund to be subscribed (hereinafter the 'Percentage of Subscriptions') is positive and represents more than 5% of the total net assets as of the last date of calculation of the net asset value.

If redemption requests exceed the gate trigger level, the Management Company may resolve to process redemption requests in excess of the 5% cap and partially execute redemption orders above the stated level, or execute them in their entirety. Such a decision is based on an appreciation of the portfolio's situation in terms of market risks, liquidity risk, and the ability to perpetuate the fund's investment strategy in the interest of the unit holders. For example, in the absence of subscriptions, if the total redemption requests for the fund units are 10% while the gate trigger threshold is 5% of the net assets, the management company may decide to honour redemption requests up to 7.5% of the net assets (and thus to execute 75% of redemption requests instead of 50% if it strictly applies the cap at 5%).

The capping on redemptions may not exceed 20 occurrences (net asset values) over 3 months; i.e. an estimated period of maximum 1 month if successive occurrences.

II. Informing unit holders

Holders who have issued redemption requests affected by the Capping Decision shall be informed in particular as soon as possible after the relevant Date of Execution of Centralisation. The Capping Decision will also be published on the website of the Management Company and will be included in the next periodic report.

III. Order processing

If a Capping Decision is made, the Percentage of Redemptions net of subscriptions will be reduced to 5% of the net assets (or, if applicable, to the higher rate applied if the Management Company decides to honour redemptions above the prescribed capping threshold).

Consequently, redemption orders will be reduced, for all investors wishing to have their units redeemed on a Date of Execution of Centralisation, by the same percentage (hereinafter the 'Reduction Coefficient'). The Reduction Coefficient is equal to the ratio between the capping threshold expressed as a percentage of net assets (plus the percentage of any subscriptions) and the Percentage of Redemptions.

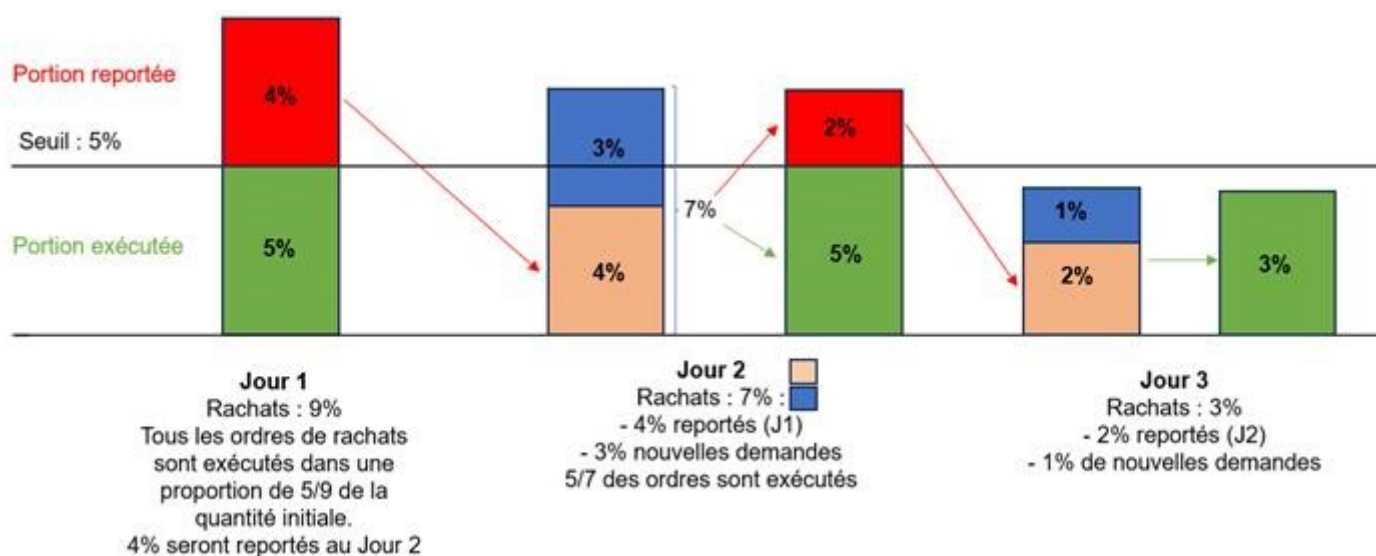
Consequently, the number of units to which the redemption is carried out is equal, for a given unit holder, to the initial number of units to which the redemption has been requested multiplied by the Reduction Coefficient, this number of units being rounded up to the larger fraction of units.

Redemption requests which have not been executed in accordance with the Capping Decision and which are pending execution will be carried forward automatically, within the same limits, on the next net asset value calculation date.

Redemption requests carried forward to a next NAV calculation date will not be given priority over later requests.

**Exception from the redemptions capping mechanism:** The mechanism will not be triggered when the redemption order is immediately followed by a subscription order from the same investor for the same amount or number of units, based on the same net asset value and for the same ISIN code.

#### IV. Example of the mechanism implemented:



**Day 1:** assume a threshold of 5% and total requests for redemptions amount to 9% for Day 1, then 4% of requests will not be able to be executed on Day 1 and will be deferred to Day 2.

**Day 2:** assume now that total redemption requests amount to 7% (including 3% new requests). As the threshold is 5%, 2% of requests will therefore not be executed on Day 2 and will be carried forward to Day 3.

Please also refer to Article 3 of the Fund's Rules for information on the capping mechanism for redemptions of your fund.

### 3.2.13. Fees and Charges

**Entry and exit charges:** Entry and exit charges are either levied on the subscription price paid by the investor or deducted from the redemption price. Charges retained by the UCITS offset expenses borne by the UCITS for investment or divestment. Non-retained charges are attributed to the asset management company, the marketing agent, etc.



Charges borne by the investor at the time of subscriptions and redemptions	Basis	Rate				
		Unit Class I	Unit Class A	Unit Class R	Unit Class ID	Unit Class X
Subscription fee not due to the UCITS	Net asset value multiplied by the number of units subscribed	7% maximum rate	5% maximum rate	3% maximum rate	7% maximum rate	10% Maximum rate
Subscription fee due to the UCITS	Net asset value multiplied by the number of units subscribed	None				
Redemption fee not due to the UCITS	Net asset value multiplied by the number of units redeemed	None				
Redemption fee due to the UCITS	Net asset value multiplied by the number of units redeemed	None				

**Exemptions:** No fees will be charged for a redemption followed by a subscription for the same account on the same day, if the NAV and amount have the same values.

**Operating and management charges:** These fees include all the expenses invoiced directly to the UCITS, except for execution fees. Execution fees include intermediation charges (brokerage, stamp duty, etc.) and transfer commissions, if any, which may be collected by the custodian and the management company. The following may be payable in addition to the ongoing charges:

- performance fees. These reward the asset management company when the Fund exceeds its objectives. They are therefore invoiced to the UCITS;
- transfer commissions invoiced to the UCITS.

For further details regarding fees charged to the UCITS, please refer to the key information document.

Fees charged to the UCITS	Basis	Rate				
		Unit Class I	Unit Class A	Unit Class R	Unit Class ID	Unit Class X
Financial management and operating charges and other services (Statutory auditors, Depository, legal costs, etc.)	Net assets	Maximum annual rate (including tax)				
		1.00%	1.50%	2.00%	1.00%	1.00%
Performance fee	Net assets	15% including tax above the DJ Euro Stoxx TR index				None
Transfer commissions collected by the management company	Charge on each transaction	None				
Transfer commissions collected by the depository	Charge on each transaction	None				

Unless otherwise specified, these rates and percentages are common to all unit classes.

These fees shall be booked directly to the Fund's profit and loss account.

**Performance fee:** From 1 July 2022, the performance fee will be calculated as follows:

Calculation method:

The outperformance generated by the Fund on a given date is understood to be the positive difference between the net assets,

before deduction of any eventual performance fee for the Fund, and the assets of an imaginary UCI, realising the performance of its benchmark index and recording the same pattern of subscriptions and redemptions as the actual Fund on the same date. If this difference is negative, this amount represents an underperformance that will have to be offset in the following years before it can again be provisioned for the performance fee.

Offsetting underperformances and reference period: As specified in the ESMA guidelines for performance fees, 'the reference period is the period during which performance is measured and compared to the benchmark and at the end of which it is possible to reset the mechanism for offsetting past underperformance.'

This period is set at 5 years. This means that in excess of 5 consecutive years without crystallisation, unoffset underperformance older than 5 years will no longer be taken into account in the performance fee calculation.

Observation period:

The first observation period will begin with a period of twelve months beginning on 1 July 2022.

At the end of each financial year, one of the following two cases may occur:

- The Fund underperformed over the observation period. In this case, no fee is charged and the observation period is extended by one year to a maximum of 5 years (reference period).
- The Fund outperformed over the observation period and over the financial year. In this case, the management company receives the provisioned fees (crystallisation), the calculation is reset and a new twelve-month observation period begins.

Provisioning:

Each time the net asset value is established (NAV), the performance fee is subject to a provision (of 15% of the outperformance) when the net assets before deduction of any performance fee from the Fund is greater than that of the notional UCI over the observation period, or a recovery of the provision limited to the existing allocation in the event of underperformance.

In the event of redemptions during the period, the share of the constituted provision corresponding to the number of shares redeemed shall be definitively acquired and taken by the Manager.

Crystallisation:

The crystallisation period, i.e. the frequency of any provisioned performance fee being payable to the management company, is twelve months. The first crystallisation period will end on the last day of the year ending 30 June 2023.

**Selection of intermediaries** Sycomore Asset Management has entrusted the trading of its orders to Sycomore Market Solutions. Sycomore Market Solutions receives orders initiated by the management company on behalf of the Fund and ensures their transmission to market intermediaries and counterparties with the main mission of seeking the best possible execution of these orders. Sycomore Market Solutions is an investment company authorised by the French Prudential Control and Resolution Authority (Autorité de Contrôle Prudentiel et de Résolution, ACPR) to provide the service of receiving and transmitting orders on behalf of third parties.

Unit holders may refer to the annual management report for any further information.

## 4. COMMERCIAL INFORMATION

The settlement of distributable sums occurs, where applicable, within five months following the end of the fund's financial year.

Subscription and redemption orders for Fund units must be addressed to BNP Paribas SA for bearer/administered registered units to be registered or registered in EUROCLEAR, and to IZNES SA for pure registered units to be registered or registered in the shared electronic registration facility (Dispositif d'Enregistrement Electronique Partagé, DEEP).

Information concerning the Fund is provided by Sycomore Asset Management to your financial intermediary, whose duty it is to pass this information on to their clients.

The management company's voting policy and the report setting out the conditions for the exercise of these voting rights are available and sent free of charge within one week upon written request from the investor to:

- Sycomore Asset Management, 14, avenue Hoche, 75008 Paris, France;
- or to [info@sycomore-am.com](mailto:info@sycomore-am.com).

The information on Environmental, Social and Governance criteria taken into account by the UCITS is available on Sycomore Asset Management's Website ([www.sycomore-am.com](http://www.sycomore-am.com)).

Furthermore, information concerning the Fund may be obtained directly via the Sycomore Asset Management website ([www.sycomore-am.com](http://www.sycomore-am.com)) or by calling our Investor Relations Department at +33 (0)1 44 40 16 00.

The management company may send the UCI's portfolio composition to its investors within a period which may not be less than 48 hours after the publication of the net asset value, solely for the purpose of calculating the regulatory requirements related to Directive 2009/138/EC (Solvency 2). Each investor wishing to use this information must have procedures in place to manage this sensitive information prior to the transmission of the portfolio composition, which is to be used solely for calculating prudential requirements.

## 5. INVESTMENT REGULATION

The fund complies with the investment regulations applicable to UCITS governed by Directive 2009/65/EC, investing up to 10% of their assets in units or shares of funds. It also complies with the General Regulations of the AMF regarding Euro zone equity funds.

## 6. OVERALL RISK

The Fund's overall risk reflects the additional risk incurred by the use of derivatives, based on the commitment calculation method.

## 7. ASSET VALUATION PRINCIPLES

### 7.1 Asset valuation rules

Financial instruments and securities traded on French or foreign regulated markets are valued at market price.

However, the following instruments are valued in accordance with the following specific methods:

- Financial instruments which are not traded on regulated markets are valued by the management company at their likely trading value.
- Units or shares in mutual funds are valued at the most recently published NAV.
- Negotiable debt securities and similar instruments which are not actively traded are valued using an actuarial method. The value retained is that of equivalent issued securities, which are adjusted, where applicable, on the basis of a credit spread reflecting the creditworthiness of the security issuer. However,

negotiable debt securities with residual lifespan not exceeding three months may be valued using the commitment method in the absence of any specific sensitivity. The application of these principles is set by the asset management company. These are detailed in the Appendix to the annual accounts.

- transactions involving financial futures or options traded on French or foreign organised markets are valued at market price in accordance with methods laid down by the asset management company and appear in the annexe to the annual financial statements. They are set out in the Appendix to the annual accounts.

Financial instruments for which no price has been established on the valuation day, or the price of which has been adjusted, are valued at their likely trading value under the asset management company's liability. These valuations and relative supporting data are made available to the Statutory Auditor during inspections and audits.

The accounting currency is the euro.

## 7.2 Alternative assessment procedures in case the financial data is unavailable

Please note that the administrative and accounting management of the Fund is delegated to BNP Paribas SA, which is in charge of valuing the Fund's financial assets.

Nevertheless, at any given time, Sycomore Asset Management has its own estimate of the financial assets in the Fund, carried out using multiple sources of financial data which it has at its disposal (Reuters, Bloomberg, market counterparties, etc.).

In the event that the delegated administrative and accounting agent is unable to value the fund's assets, it will still therefore be possible to provide it with the requisite information for the purpose of such a valuation, in which case the Statutory Auditor will be promptly informed.

## 7.3 Accounting method

The accounting method selected to record income from financial instruments is the coupon-received principle.

The accounting method selected to record execution costs is exclusive of fees.

# 8. REMUNERATION POLICY

In accordance with the regulation resulting from Directives 2011/65/EC (AIFM) and 2014/91/EU (UCITS V), Sycomore AM established a Remuneration policy. Its objectives are to promote alignment of interests between investors, the management company and its staff, as well as sound and efficient risk management of managed portfolios and of the management company, taking into account the nature, scope and complexity of Sycomore AM's activities. In particular, it relies on the

allocation of sufficiently high fixed remuneration and bonuses whose procedures for allocation and payment promote the alignment of long-term interests.

Details of this remuneration policy are available on our website, [www.sycomore-am.com](http://www.sycomore-am.com). A paper copy can also be made available free of charge upon request.

## TERMS AND CONDITIONS

### ASSETS AND UNITS

#### **Article 1 - Fund units**

The rights of co-owners are expressed in units, each unit representing an equivalent fraction of the assets of the Fund. Each unit holder owns joint ownership rights over the assets of the fund in proportion to the number of units owned.

The term of the Fund is 99 years from 24 June 2002 subject to any early winding-up or extension as provided for in these terms and conditions.

The characteristics of the various categories of units, and the terms and conditions of their acquisition, are set forth in 'the Key Investor Information Document' and the prospectus of the Fund.

The various categories of units may:

- benefit from different income distribution methods (distribution or accumulation);
- be denominated in different currencies;

Units may not be redeemed if the Fund's (or sub-fund's) assets fall below €300,000; when the assets remain below this amount for a period of thirty days, the management company shall make the necessary provisions 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**

The units can be issued at any time at the request of holders on the basis of their Net Asset Value plus, if applicable, any subscription fees.

Redemptions and subscriptions shall be carried out in accordance with the conditions and procedures defined in the prospectus.

Fund units may be listed in accordance with applicable regulations.

Unit subscriptions must be paid in full on the NAV calculation date. They may be made in cash and/or by a contribution in kind in the form of transferable securities. The Management Company has the right to refuse the proposed securities and has a period of seven days from the date of filing to inform the subscriber of their decision. If it accepts the securities, they shall be valued on the basis of the rules laid down in article 4, and the subscription shall be made on the basis of the first net asset value calculated following acceptance of the securities involved.

Redemptions shall be paid out exclusively in cash, unless the Fund is liquidated and unit holders have given their consent to repayment in securities. Payment is made by the issuance

- incur different management fees;
- bear different entry and exit charges;
- have a different nominal value.

Units may be consolidated or split.

The Board of Directors of the asset management company may elect to split units into hundred-thousandths, referred to as fractional units.

Provisions herein governing the issue and redemption of units are applicable to fractional units, the value of which shall always be proportional to the value of the proportion they represent. All other provisions herein governing units apply to fractional units without need for further specification, unless otherwise stated.

Finally, the board of directors of the management company may unilaterally elect to split units by creating new units issued to holders in exchange for existing units.

#### **Article 2 - Minimum assets**

account keeper within a maximum of five days following unit valuation.

This period may however be extended up to a maximum of 30 days in exceptional circumstances if the repayment requires the prior divestment of assets held in the Fund. Except in case of inheritance or inter-vivos estate distribution, the disposal or transfer of units between holders, or from holders to a third party, is equivalent to a redemption followed by a subscription; if this involves a third party, the disposal or transfer amount must, if relevant, be completed by the beneficiary in order to attain at least the minimum subscription required by the prospectus.

Minimum subscription requirements may be imposed, as set out in the prospectus.

In application of Article L. 214-8-7 of the French Monetary and Financial Code, the redemption by the Fund of its units, as well as the issue of new units, may be provisionally suspended, by the management company, under exceptional circumstances and if unitholders' best interests so require.

When the net assets of the Fund are lower than the amount set by the regulations, no acquisition of shares may take place.

Pursuant to Article L. 214-8-7 of the French Monetary and Financial Code, and Article 411-20-1 of the AMF General Regulation, the Management Company may decide to cap redemptions when exceptional circumstances require it, and if unit holders' best interests so require.

The Capping Decision shall apply from 31/12/2023, under the following conditions:

I. Description of the strategy used

The Capping Decision may be taken if, on a given subscription centralisation date (hereinafter the 'Date of Execution of Centralisation'), the difference between the share of assets of the fund to be redeemed (hereinafter the 'Percentage of Redemptions') and the share of assets of the fund to be subscribed (hereinafter the 'Percentage of Subscriptions') is positive and represents more than 5% of the total net assets as of the last date of calculation of the net asset value.

If redemption requests exceed the gate trigger level, the Management Company may resolve to process redemption requests in excess of the 5% cap and partially execute redemption orders at or above the stated rate. Such a decision is based on an appreciation of the portfolio's situation in terms of market risks, liquidity risk, and the ability to perpetuate the fund's investment strategy in the interest of the unit holders.

The capping on redemptions may not exceed 20 occurrences (net asset values) over 3 months; i.e. an estimated period of maximum 1 month if successive occurrences.

II. Informing unit holders

Holders who have issued redemption requests affected by the Capping Decision shall be informed in particular as soon as possible after the relevant Date of Execution of Centralisation. The Capping Decision will also be published on the website of the Management Company and will be included in the next periodic report.

III. Order processing

If a Capping Decision is made, the Percentage of Redemptions net of subscriptions will be reduced to 5% of the net assets (or, if applicable, to the higher rate applied if the Management Company decides to honour redemptions above the prescribed capping threshold).

Consequently, redemption orders will be reduced, for all investors wishing to have their units redeemed on a Date of Execution of Centralisation, by the same percentage (hereinafter the 'Reduction Coefficient'). The Reduction Coefficient is equal to the ratio between the capping threshold expressed as a percentage of net assets (plus the percentage of any subscriptions) and the Percentage of Redemptions.

#### **Article 4 - Calculation of the Net Asset Value**

The Net Asset Value is calculated in accordance with the valuation rules set out in the Prospectus.

Contributions in kind shall comprise only securities, shares or contracts permissible as UCITS assets, and these shall be valued in accordance with the valuation principles applied to the NAV calculation.

Consequently, the number of units to which the redemption is carried out is equal, for a given unit holder, to the initial number of units to which the redemption has been requested multiplied by the Reduction Coefficient, this number of units being rounded up to the larger fraction of units.

Redemption requests which have not been executed in accordance with the Capping Decision and which are pending execution will be carried forward automatically, within the same limits, on the next net asset value calculation date.

Redemption requests carried forward to a next NAV calculation date will not be given priority over later requests.

Exemption from the capping mechanism: The mechanism will not be triggered when the redemption order is immediately followed by a subscription order from the same investor for the same amount or number of units, based on the same net asset value and for the same ISIN code.

The Fund may cease to issue units pursuant to Article L. 214-8-7 of the French Monetary and Financial Code in situations that objectively require the closure of subscriptions, such as when the maximum number of units or shares has been issued, a maximum amount of assets has been reached, or a specific subscription period has expired. These objective circumstances are defined in the full prospectus of the UCITS.

The trigger of this tool will be communicated by any means to existing holders relating to its activation, as well as to the threshold and objective situation that led to the decision to partially or completely close. In the case of a partial closure, this communication by any means will explicitly specify the terms and conditions under which existing holders may continue to subscribe during the duration of this partial closure. Unit holders are also informed by any means of the decision of the UCITS or the management company either to end the total or partial closure of subscriptions (when falling below the trigger level) or not to end them (in the event of a change of threshold or a change in the objective situation that led to the implementation of this tool). A change in the objective situation invoked or to the trigger level of the tool must always be made in the interests of the unit holders. Information by any means shall specify the exact reasons for these changes.

## **FUND OPERATION**

### **Article 5 - The Management Company**

The fund is managed by the asset management company in accordance with the policy defined for the fund.

The management company will act in the sole interest of the unit-holders under all circumstances and shall have sole authority to exercise the voting rights attached to securities held by the Fund.

#### **Article 5a - Operating rules**

The instruments and deposits that are eligible to form part of the Fund's assets and the investment rules are described in the prospectus.

#### **Article 5b – Listing on a regulated market and/or a multilateral trading facility**

Fund units may be listed on a regulated market and/or a multilateral trading facility in accordance with applicable regulations. In case the Fund whose units are admitted to trading on a regulated market has an index-based management objective, the Fund will have in place a system to ensure that the price of its units does not significantly vary from its net asset value.

#### **Article 6 – Custodian**

The depository performs the tasks entrusted to it by the legal and regulatory provisions in force as well as those entrusted to it contractually by the management company. They must specifically ensure the legality of the decisions taken by the portfolio management company. It must, where required, take any precautionary measures it deems necessary. In the event of a dispute with the management company, it will inform the French Financial Markets Authority (Autorité des Marchés Financiers, AMF).

#### **Article 7 - Statutory auditor**

A statutory auditor is appointed by the governing body of the management company for a term of six financial years, with the approval of the AMF.

The statutory auditor certifies the accuracy and consistency of the financial statements. The appointment of the statutory auditor may be renewed.

The statutory auditor is required to notify the AMF as soon as possible of any fact or decision relating to the UCITS of which they become aware in the course of their audit that may:

- 1° Constitute a breach of the laws or regulations applicable to this Fund that could have a significant impact on its financial situation, results or assets;
- 2° Undermine the conditions or continuity of its business;
- 3° Entail the issuing of reservations or the refusal to certify the financial statements.

Asset valuation and the determination of exchange terms pertaining to conversions, mergers or split transactions are carried out under the supervision of the statutory auditor.

The statutory auditor shall determine the value of any contribution in kind under his own responsibility

The statutory auditor monitors the accuracy of the composition of assets and other items prior to publication.

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

The statutory auditor shall certify positions serving as the basis for any interim distribution.

The statutory auditor's fees are included in the management fees.

#### **Article 8 – The financial statements and management report**

At the closing of each financial year, the asset management company prepares the financial statements and a report on the fund's management during that year.

The management company prepares a statement of the UCITS's assets and liabilities, at least once every half-year, under the supervision of the custodian.

The management company shall make these documents available to unit holders within four months of the end of the financial year and inform them of the amount of income attributable to them: these documents shall be either sent by courier at the express request of the unit holders, or made available to them at the management company.

### **TERMS AND CONDITIONS OF ALLOCATION OF DISTRIBUTABLE SUMS**

#### **Article 9 – Terms and conditions of appropriation of income and distributable sums**

Net income for the financial year shall be equal to total interests, arrears, dividends, premiums and bonuses, attendance fees and any other income relating to securities constituting the Fund portfolio, plus income from short-term liquidities, minus management charges and borrowing costs.

Distributable amounts consist of:

1. Net income plus retained earnings plus or minus the balance of accrued income;
2. Realised capital gains after costs, less realised capital losses after costs, recognised during the financial year, plus capital gains after costs recognised during previous financial years that have not been distributed or accumulated and minus or plus the balance of capital gain accruals.

The amounts stated in points 1 and 2 may be distributed, either entirely or partially, independently of one another. The management company shall decide on the appropriation of

distributable amounts. Where applicable, the Fund may choose one of the following options for each unit class:

- capitalisation: distributable amounts are fully reinvested with the exception of those that must be distributed pursuant to legal provisions;
- distribution (with the possibility of interim distribution):
  - of all distributable sums (all amounts mentioned in points 1 and 2), to the nearest rounded figure;
  - distributable sums mentioned in point 1 to the nearest rounded figure;
  - distributable sums mentioned in point 2 to the nearest rounded figure.

For funds which prefer to maintain the freedom to accumulate and/or distribute all or part of the distributable sums, the management company decides each year on the appropriation of distributable sums mentioned in points 1 and 2 with the possibility of interim distribution.

## **MERGER - SPLIT - DISSOLUTION - LIQUIDATION**

### **Article 10 - Merger & De-merger**

The management company may either transfer, in full or in part the assets included in the Fund to another UCITS or split the Fund into two or more other funds.

Such mergers or splits may not be carried out until the unit-holders have been notified. A merger or split gives rise to the issuance of a certificate specifying the new number of units held by each holder.

### **Article 11 - Dissolution & extension**

If the Fund assets remain below the amount specified in article 2 for a period of thirty days, the management company shall wind-up the Fund and inform the French Financial Markets Authority, unless it is merged with another investment fund.

The management company may wind-up the Fund before term. It shall inform unit holders of its decision and subscription or redemption orders shall no longer be accepted as of that date.

The management company shall also wind-up the Fund if it receives redemption orders for all of its units, if the custodian ceases to perform its duties where no other custodian has been

designated, and upon the expiry of the Fund's term unless it has been extended.

The asset management company shall inform the French Financial Markets Authority in writing of the scheduled date and selected winding-up procedure. It shall then send the French Financial Markets Authority the statutory auditor's report.

Extension of a fund may be decided by the asset management company in agreement with the custodian. Its decision must be taken at least 3 months prior to expiry of the Fund's term, and both unit holders and the French Financial Markets Authority must be informed at the same time.

If the agreement concluded between the custodian and the management company is terminated by either party, the management company shall wind-up the Fund within a maximum period of three months upon reception of the termination notice by the party being notified. This is unless another custodian has been designated by the management company and authorised by the French Financial Markets Authority within this period.

### **Article 12 - Liquidation**

If the Fund is to be dissolved, the management company or the custodian shall act as liquidator, failing which a liquidator shall be appointed by the courts at the request of any party concerned. For such purposes, they will be entrusted with full powers to realise assets, pay any creditors and distribute the available balance amongst the unit holders, in cash or in securities.

The statutory auditor and the custodian shall continue in their respective capacities until the liquidation process is complete.

## **SECTION 5: DISPUTES**

### **Article 13 - Competent courts & Choice of jurisdiction**

All disputes related to the Fund that may arise during the term in which it operates, or during its liquidation, either between the unit holders or between the unit holders and the asset management company or the Custodian, are subject to the jurisdiction of the competent courts.



## 9. ADDITIONAL INFORMATION FOR INVESTORS IN GERMANY

### Right to market units in Germany:

SYCOMORE ASSET MANAGEMENT (the “Company”) has notified the Bundesanstalt für Finanzdienstleistungsaufsicht (“BaFin”) of its intention to market units of the UCITS in the Federal Republic of Germany. Since completion of the notification process, the Company has the right to market units of the UCITS in Germany.

### Facilities in the Federal Republic of Germany:

Applications for the redemptions, repurchase and subscriptions of units may be sent to the Depositary Bank and Transfer and Registrar Agent and Administrative Agent: **BNP Paribas SA** (9, rue du Débarcadère, 93500 Pantin, France). All payments to investors, including redemption proceeds and potential distributions, may, upon request, be paid through said Depositary Bank and Transfer and Registrar Agent and Administrative Agent.

The Prospectus (including the SFDR pre-contractual disclosure, where applicable), the Key Information Documents, the Management Regulations of the UCITS, the Annual and Semi-Annual Reports may be obtained, free of charge, in hard copy form at the registered office of the Company (14, avenue Hoche, 75008 Paris, France) during normal opening hours and asking at [info@sycomore-am.com](mailto:info@sycomore-am.com).

The issue and redemption prices of the units are also available at the registered office of the Company and on the website: <https://de.sycomore-am.com>.

In addition, communications to investors in the Federal Republic of Germany will be provided to investors by means of a durable medium in accordance with Section 167 of the German Investment Code (such as Bundesanzeiger) in the following cases:

1. suspension of the redemption of the units of the UCITS;
2. termination of the UCITS management or the winding-up of the UCITS;
3. amendments to the UCITS rules which are inconsistent with existing investment principles, affect material investor rights, or relate to remuneration or the reimbursement of expenses that may be taken out of the UCITS assets, including the reasons for the amendments and the rights of investors, the information must be communicated in an easily understandable form and manner and must indicate where and how further information may be obtained;
4. merger of the UCITS in the form of information on the proposed merger which must be drawn up in accordance with Article 43 of Directive 2009/65/EC;
5. conversion of the UCITS into a feeder fund or any change to a master fund in the form of information which must be drawn up in accordance with Article 64 of Directive 2009/65/EC.

**Pre-contractual disclosure for the financial products referred to in Article 9, paragraphs 1 to 4a, of Regulation (EU) 2019/2088 and Article 5, first paragraph, of Regulation (EU) 2020/852**

**Product name:** Sycomore Social Impact

**Legal entity identifier:** 9695000WMHF272PCG625

## Sustainable investment objective

**Sustainable investment** means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852 which lists **environmentally sustainable economic activities**. That Regulation does not include a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

Does this financial product have a sustainable investment objective?	
<input checked="" type="radio"/> <input checked="" type="radio"/> <input checked="" type="checkbox"/> <b>Yes</b>	<input type="radio"/> <input type="radio"/> <input type="checkbox"/> <b>No</b>
<input checked="" type="checkbox"/> It will make a minimum of <b>sustainable investments with an environmental objective: 1%</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> in economic activities that are considered environmentally sustainable under the EU Taxonomy</li> <li><input checked="" type="checkbox"/> in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy</li> </ul>	<input type="checkbox"/> It <b>promotes Environmental/Social (E/S) characteristics</b> and while it does not have as its objective a sustainable investment, it will have a minimum proportion of __% of sustainable investments <ul style="list-style-type: none"> <li><input type="checkbox"/> having an environmental objective in economic activities that are considered environmentally sustainable under the EU Taxonomy</li> <li><input type="checkbox"/> having an environmental objective in economic activities that are not considered environmentally sustainable under the EU Taxonomy</li> <li><input type="checkbox"/> with a social objective</li> </ul>
<input checked="" type="checkbox"/> It will make a minimum of <b>sustainable investments with a social objective: 1%</b>	<input type="checkbox"/> It promotes E/S characteristics, but <b>will not make sustainable investments</b>



## What is the sustainable investment objective of this financial product?

The aim of the Fund is to outperform the reference benchmark over a minimum investment period of five (5) years and through a socially responsible investment process. It focusses on companies that offer solutions to global societal challenges, and that integrate this aim for positive impact into their strategy to deliver profitable and sustainable growth.

No reference benchmark has been appointed to determine whether this financial product complies with the sustainable investment objective it promotes.

### ● **What sustainability indicators are used to measure the attainment of the sustainable investment objective of this financial product?**

The Fund will assess the achievement of the sustainable investment objective using the following sustainability indicators, among others:

#### **At the level of the companies held:**

- **SPICE ratings of companies held:** SPICE<sup>1</sup> stands for Society & Suppliers, People, Investors, Clients, and Environment. This tool assesses the companies' sustainable performance. It integrates the analysis of economic, governance, environmental, social, and societal risks and opportunities into the commercial practices and product and service offerings of companies. The analysis takes into account 90 criteria from which a score between 1 and 5 per SPICE letter is obtained. These 5 ratings are weighted according to the most significant impacts on the company.
- **At the societal level: societal contribution<sup>2</sup> of products and services.** The assessment of the societal contribution combines the positive and negative societal contributions of products and services of a company. The methodology is based on the societal aspects of the 17 UN Sustainable Development Goals (SDGs) and their 169 targets. The methodology also includes macroeconomic and scientific data from public research institutions and independent organisations such as the Access to Care Foundation and the Access to Nutrition Initiative.
- **At the human resources level:** two indicators relate to SDG 8 ('Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all.') and SDGs 3, 4, 5, and 10 for the former:
  - **The 'Happy@Work Environment' rating<sup>3</sup>:** the framework provides a comprehensive and objective assessment of the level of well-being at work, focussing on: objectives, autonomy, skills, labour relations, and equity.
  - **The 'Good Jobs' rating<sup>4</sup>** is a metric that aims to assess, on a scale of 0 to 100, a company's overall ability to create sustainable and quality jobs for all, particularly in areas - countries or regions - where employment is relatively limited and therefore necessary for sustainable and inclusive development.
- **At the environmental level: NEC indicator<sup>5</sup> (Net Environmental Contribution).** The NEC is a metric that enables investors to measure to what extent a given business model is aligned or misaligned with the ecological transition and objectives for mitigating climate change.

<sup>1</sup> Further information is available on the website, which can be found at the end of this document

<sup>2</sup> Ibid

<sup>3</sup> Ibid

<sup>4</sup> Ibid

<sup>5</sup> Ibid

The score is calculated on a scale from -100%, for the activities that are the most damaging to natural resources, to +100% for activities providing a strong positive environmental impact. The NEC targets five impact categories (challenges: climate, waste, biodiversity, water, air quality) by business group (areas of contribution: ecosystems, energy, mobility, construction, production).

- **Compliance of companies held with the Investment Manager's SRI exclusion policy;**
- **Compliance of companies held with the Investment Manager's controversy review process;**
- **Compliance of companies held with the Investment Manager's PAI policy.**

**At product level:**

- Net Environmental Contribution (NEC);
- Societal Contribution of products and services.

● ***How do sustainable investments not cause significant harm to any environmental or social sustainable investment objective?***

Four levels are put in place to prevent sustainable environmental or social objectives from being significantly affected, on an ex ante basis, before any investment decision.

Indeed, investments targeted by one or more of the following criteria will not be considered as sustainable investments:

- **Compliance of companies held with the Investment Manager's SRI exclusion policy:** activities are limited for their controversial social or environmental impacts, as defined and reviewed each year in Sycomore AM's basic policy (applicable to all direct investments of Sycomore AM) and in the Socially Responsible Investment (SRI) policy (applicable to all UCITS, mandates and dedicated funds managed according to an SRI strategy) such as: human rights violations, controversial and nuclear weapons, conventional weapons and ammunition, thermal coal, tobacco, pesticides, pornography, carbon-intensive energy production, oil and gas.
- **Companies concerned by a level 3/3 controversy:** identified based on the Investment Manager's in-depth analysis of controversies. Companies classified as most controversial (-3 on the Sycomore AM scale, from 0 to -3) are considered to be in breach of one of the principles of the United Nations Global Compact.
- **SPICE rating below 3/5:** Through its 90 criteria, the SPICE methodology covers all environmental, social, and governance issues targeted by the indicators of adverse impacts on sustainability factors listed in the Regulatory Technical Standards. A lower rating, less than 3/5, indicates a lower sustainability performance on one or more adverse impacts.
- **According to Sycomore AM's Principal Adverse Impacts (PAI) policy:** a PAI policy to identify additional risks of significant impacts on the environmental and social issues covered by the PAI indicators listed in Table 1 of Annex I of the SFDR Regulation is implemented. Companies meeting all the exclusion criteria relating to GHG emissions, biodiversity, water, waste, gender equality, the principles of the United Nations Global Compact/OECD Guidelines for Multinational Enterprises, or controversial weapons, will be declared 'unsustainable'.

*How have the indicators for adverse impacts on sustainability factors been taken into account?*

The adverse impact on sustainability factors involves indicators at two levels:

**Principal adverse impacts** are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social, and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

1. **Solely for sustainable investments:** a PAI policy based directly on the indicators in Table 1 of Annex I and all relevant indicators in Tables 2 and 3.
2. **For all investments in the financial product:** The framework of the SPICE analysis, which considers all the issues covered by all the indicators of adverse impact on sustainability factors, with the ability to use them to feed into the analysis.

**PAI policy:** each sustainability factor referred to in Table 1 of Annex I was associated with an exclusion criterion:

**Applicable to companies held:**

- **GHG emissions:**
  - Indicators 1-2-3-5-6 (scope 1, 2, 3 of GHG emissions and total emissions; carbon footprint; GHG emissions intensity of companies held; share of non-renewable energy consumption and production; energy consumption intensity by high-impact climate sector): For all sectors, GHG emissions are assessed taking into account the size of the company relative to its sub-sector and the science-based decarbonisation levels necessary to maintain the global temperature increase below 2° C compared to pre-industrial temperatures, as described in the Fifth Assessment Report of the Intergovernmental Panel on Climate Change<sup>6</sup> (IPCC). As a result, Sycomore AM's PAI approach to GHG emissions in all sectors is based on scientific indicators: on the one hand, the Science-Based Targets initiative (SBTi<sup>7</sup>) and, on the other hand, the Science-Based Initiative to Align Temperatures with 2° C (SB2A<sup>8</sup>). Companies associated with a temperature above the threshold defined in the PAI policy are considered to be seriously detrimental to the climate change mitigation objective.
  - Indicator 4 (Exposure to companies active in the fossil fuel sector): Companies active in the fossil fuel sector are subject to Sycomore AM's exclusion policy.
- **Biodiversity:**

Indicator 7 (Activities negatively affecting biodiversity-sensitive areas), in addition to Indicator 14 in Table 2 (Natural species and protected areas): these two indicators show that activities in areas sensitive to biodiversity are not likely to be undertaken without appropriate mitigation measures. Companies for which this is confirmed are deemed to seriously undermine the objective of protecting and restoring biodiversity and ecosystems. The detailed confirmation process for excluded companies is provided in the PAI policy.
- **Water:**

Indicator 8 (Emissions to water): For companies reporting emissions above the threshold set in the PAI policy, further surveys are conducted on the impact on stakeholders of past emissions, based on controversy reviews. A serious impact that the company has not yet fully taken into account is deemed to seriously undermine the objective of sustainable use and protection of water and marine resources.
- **Waste:**
  - Indicator 9 (Hazardous waste and radioactive waste ratio): For companies that report quantities exceeding the threshold set in the PAI policy, additional surveys are carried out on the impact on stakeholders of waste generated, based on controversy reviews. A serious impact that the company has not yet fully taken

<sup>6</sup> [https://unfccc.int/topics/science/workstreams/cooperation-with-the-ipcc/the-fifth-assessment-report-of-the-ipcc?gclid=CjwKCAjw7p6aBhBiEiwA83fGupjyovLRq1NKs9o5UtlotAQQcswzZD30tofiDkgryZ8SJHtnG5y4BoCEiwQAvD\\_BwE](https://unfccc.int/topics/science/workstreams/cooperation-with-the-ipcc/the-fifth-assessment-report-of-the-ipcc?gclid=CjwKCAjw7p6aBhBiEiwA83fGupjyovLRq1NKs9o5UtlotAQQcswzZD30tofiDkgryZ8SJHtnG5y4BoCEiwQAvD_BwE)

<sup>7</sup> <https://sciencebasedtargets.org/>

<sup>8</sup> <https://icebergdatalab.com/solutions.php>

into account is deemed to seriously undermine the objective of preventing and controlling pollution.

- **Principles of the United Nations Global Compact/OECD Guidelines for Multinational Enterprises:**
  - Indicator 10 (Violations): The framework of the above-mentioned controversy analysis implemented by Sycomore AM aims precisely to identify violations of these international standards.
  - Indicator 11 (Lack of processes and compliance mechanisms to monitor compliance with UN Global Compact principles and OECD Guidelines for Multinational Enterprises): The lack of processes and mechanisms for monitoring compliance with these international standards is a signal that more due diligence is needed to conclude on the likelihood of potential violations. Stricter requirements are then implemented throughout the SPICE analysis, particularly in relation to the Society & Suppliers (S), People (P), and Clients (C) stakeholder classes, defined in the PAI policy. Any company that fails the test is deemed to be significantly detrimental to one or more social objectives.
- **Gender equality:**
  - Indicator 12 (Unadjusted gender pay gap): Companies associated with an unadjusted gender pay gap exceeding the threshold set in the PAI policy are considered to seriously undermine the social objective of combating inequality.
  - Indicator 13 (Board gender diversity): Companies associated with the participation of women on the board of directors of the company below the threshold defined in the PAI policy are considered to seriously undermine the social objective of combating inequalities.
- **Controversial weapons:** Exposure to controversial weapons is specifically addressed by Sycomore AM's exclusion policy.

**Applicable to governments and supranational organisations:**

- **GHG intensity** (Indicator 15): The intensity of GHG emissions is part of the Country analysis described in Sycomore AM's ESG integration policy, which excludes underperforming countries in a wide range of environmental, social, and governance issues.
- **Investee countries concerned by social violations** (Indicator 16): Similarly, the framework of analysis applicable to Countries concerns adherence to the United Nations Charter. In addition, a set of indicators is used to assess government practices in sustainable development and governance, including corruption, human rights, and social inclusion.

**SPICE rating:**

Through its 90 criteria, the SPICE methodology covers all environmental, social, and governance issues targeted by the indicators of adverse impacts on sustainability factors listed in the Regulatory Technical Standards.

Of the 46 indicators of adverse impacts applicable to companies held, excluding an element dedicated to fixed income investments (i.e. 14 indicators of the principal adverse impacts listed in Table 1 of the standard, as well as 32 additional indicators of adverse impacts listed in Table 2 and Table 3 of the standard), 42 indicators are part of the SPICE scope of analysis of adverse impacts (23 environmental indicators and 19 social indicators), and 4 indicators of adverse impacts are targeted by Sycomore AM's exclusion policy (1 environmental indicator and 3 social indicators).

More specifically, Sycomore AM's SPICE fundamental analysis model is an integrated model that provides a holistic view of companies in the investment universe. It has been developed taking into account the OECD Guidelines for Multinational Enterprises. It fully integrates ESG factors to

understand how companies manage adverse impacts as well as key sustainable opportunities using a dual materiality approach.

Examples of matching adverse effects with elements of the SPICE analysis include:

**Society & Suppliers (S):** The S rating reflects the company's performance vis-à-vis its suppliers and civil society. The analysis concerns the societal contribution of products and services, social responsibility, and the subcontracting chain. Adverse sustainability indicators, including the lack of a supplier code of conduct, inadequate whistle blower protection, lack of a human rights policy, lack of due diligence, risks related to human trafficking, child labour or compulsory labour, cases of serious human rights issues, and risks related to anti-corruption policies, aim to address the adverse impacts addressed in the Society & Suppliers section.

**People (P):** The P rating focusses on a company's employees and the management of its human resources. The evaluation of the People component focusses on the integration of issues related to employees, their development (Happy@Work Environment), and the measurement of their commitment. Adverse sustainability indicators, including unadjusted gender pay gap, gender diversity on the board, workplace accident prevention policies and health and safety indicators, employee complaint mechanisms, discrimination, and CEO pay ratios, aim to address the adverse impacts addressed in the People section.

**Investors (I):** The I rating focusses on the relationship between companies and their shareholders. The rating is determined based on an in-depth analysis of the shareholder and the legal structure of the company, the interactions, and the balance of forces between the different actors: management, shareholders and their representatives, directors. The analysis targets the business model and governance. Among the adverse sustainability indicators, the lack of diversity on the board of directors and the exorbitant rate of remuneration of chief executive officers remedy the adverse effects mentioned in this section.

**Clients (C):** The C rating focuses on the company's clients as players, analysing the offer made to clients as well as the client relationship.

**Environment (E):** The E rating assesses the company's position in relation to natural resources. It represents the management of environmental issues as well as the positive or negative externalities of the company's business model. The subsection on the environmental footprint defines the adverse impacts targeted by sustainability impact indicators, including greenhouse gas emissions, energy consumption, air pollution indicators, water, waste and material emissions, as well as biodiversity indicators. Sustainability impact indicators, including carbon reduction initiatives and fossil-fuel-related activities, address the adverse impacts that are addressed in the E (Environment) section, Transition Risk sub-section.

**Exclusion policy<sup>9</sup>:** Finally, Sycomore AM's exclusion policy targets indicators of adverse impact on sustainability, including controversial weapons, exposure to the fossil fuel sector, production of chemical pesticides, and more generally, has been drafted to target companies that violate the principles of the United Nations Global Compact and the Organisation for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises.

Once the analysis (SPICE analysis including the examination of controversies, compliance with the exclusion policy, compliance with the PAI policy) has been carried out, it affects investment decisions as follows:

- As mentioned in the previous question, it offers protection against material damage to any sustainable investment objective, excluding companies that do not meet minimum safeguard requirements;
- It also has an impact on financial investments in two ways: 1. assumptions related to the company's outlook (growth and profitability forecasts, liabilities, mergers and acquisitions, etc.) can be reinforced by certain results of the SPICE analysis where applicable, and 2. certain fundamental assumptions of the valuation models are systematically linked to the results of the SPICE analysis.

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<sup>9</sup> Further information is available on the website, which can be found at the end of this document

--- *How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights?*

The development of Sycomore AM's 'SPICE' analytical framework and exclusion policy are based on the OECD Guidelines for Multinational Enterprises, the United Nations Global Compact, International Labour Organization standards, and the United Nations Guiding Principles on Business and Human Rights. To assess the fundamental value of a company, analysts systematically examine how a company interacts with its stakeholders. This fundamental analysis aims to understand the strategic issues, business models, quality of management and degree of involvement, as well as the risks and opportunities facing the company. Sycomore AM has also defined its human rights policy in accordance with the United Nations Guiding Principles on Business and Human Rights.

Despite the due diligence described above to identify potential violations of the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights, effective compliance with the issuers analysed can never be guaranteed.



### **Does this financial product consider the principal adverse impacts on sustainability factors?**

Yes, as indicated in the previous subsection:

- o The principal adverse impacts, as well as all other adverse impacts, are taken into account for any investment of the portfolio through the SPICE analysis and results, supplemented by the exclusion policy of Sycomore AM.
- o In addition, to be eligible as a sustainable investment, any investment must comply with the PAI policy, including the principal adverse impacts.

Information on the principal adverse impacts on sustainability factors will be published in the annual report of the Fund.

No



### **What investment strategy does this financial product follow?**

The Fund invests at least 75% of its assets in PEA-eligible equities and at least 70% in equities issued in the Eurozone.

Investments are selected on the basis of a strict analysis of corporate fundamentals. The selection process aims to identify those companies meeting quality standards (on the basis of their management teams, business model sustainability, and financial structure consistency) and to detect value (based on the differential between the intrinsic value as calculated by the management team and market value). Investments in European Union equities may be focussed on a limited number of securities, which will not, however, be less than 20 (twenty).

The portfolio is composed of visible growth companies, which benefit from secular trends or specific growth projects that make them less sensitive to economic cycles than the market as a whole. These securities are selected without sector constraints, while respecting the following geographical restrictions:

- A minimum of 70% of net assets will be invested in securities issued by Eurozone countries;

**The investment strategy** guides investment decisions based on factors such as investment objectives and risk tolerance.



- Non-Eurozone securities will represent at any time no more than 10% of the Fund's net assets.

**The Fund's investment strategy fully integrates ESG (environmental, social (including human rights), and governance) issues. This integration is carried out through the management company's (Sycomore AM's) proprietary 'SPICE' methodology** described in the previous question with respect to the DNSH approach. This analysis takes 90 criteria into consideration, both qualitative and quantitative, organised around the five key stakeholders: Society & Suppliers, People, Investors, Clients, and Environment. Each SPICE pillar is assigned a score on a scale of 1 to 5, and their weighted average, based on the company's sector and activities, is the final SPICE rating.

By integrating ESG criteria into the investment strategy of the mandate, we aim to identify the risks and opportunities to which companies are exposed by following a dual materiality approach, and more specifically:

- On the Environment, Pillar E evaluates how companies take environmental protection into account in the conduct of their business as well as in their supply of products and services. It also looks at how the environment can affect the company's activities. It fully integrates analysis of transition risk and physical risk exposure;
- At a social level, Pillars P, S and C aim to understand how companies integrate risks and opportunities related to human capital, relations with suppliers and clients and society as a whole. In particular, respect for workers' rights, employee health and safety, the quality of the working environment, the societal contribution of products and services, the ability of companies to contribute to the creation of quality jobs and respect for human rights throughout the business value chain are key issues covered by the analysis.
- On governance, Pillar I examines how companies recognise the interests of all stakeholders by sharing value equitably. This includes shareholder structure analysis, the alignment of senior management with the strategy, and the quality of the integration of sustainability issues into the strategy.

**The Fund's investment universe is defined according to a minimal SPICE rating (3/5), but also according to specific criteria in the 'SPICE' overall analysis and rating methodology (see the next item on the binding elements of the investment strategy).**

**Our SPICE methodology also seeks to assess companies' exposure to the United Nations Sustainable Development Goals (SDGs).** Within the People Pillar, our approach for assessing human capital in the company refers explicitly to SDGs 3, 4, 5, 8, and 10 on social issues such as health, lifelong learning, gender equality, full employment, decent work, and reducing inequality. Within the Society & Suppliers pillar, the assessment of the societal contribution is based on the analysis of positive and negative contributions from business activities under 4 pillars (access and inclusion, health and security, economic and human progress, and employment) defined in the societal SDGs and refers explicitly to SDGs 1, 3, 5, 6, 7, 8, 9, 10, 11, 12, 16, and 17. Within the Environment pillar, the assessment of the net environmental contribution (NEC) analyses the positive and negative impacts of companies and their products and services on 5 issues (climate, biodiversity, water, waste/resources, and air quality) directly related to environmental SDGs 2, 6, 7, 9, 11, 12, 13, 14, and 15. The Fund also undertakes to report annually on the portfolio companies' exposure to SDGs.

The main methodological limits are as follows:

- The availability of data for ESG analysis;
- The quality of the data used to assess the quality and impact of ESG as there are no universal standards for ESG information and third-party verification is not systematic;
- Data comparability because not all companies publish the same indicators;
- The use of proprietary methodologies that rely on the experience and expertise of the asset manager's staff.

● ***What are the binding elements of the investment strategy used to select the investments to attain the sustainable investment objective?***

The following mandatory criteria apply to the Fund.

**At the investment level**, the Fund will make sustainable investments based on all of the following selection and exclusion filters, applicable to all its investments:

- **A selection filter**, which helps identify sustainable investments:
  - **Either having a social objective**, on the basis of at least one of the following conditions:
    - Investments awarded with a 'Happy@Work Environment' rating greater than or equal to 4.5/5;
    - Investments awarded with a 'Good Jobs' rating greater than or equal to 55/100; or
    - Investments where the societal contribution of products and services is greater than or equal to +30%.
  - **Or having an environmental objective**, based on the following condition:
    - Companies where the Net Environmental Contribution (NEC) is greater than or equal to +10%.
- **An additional selection filter dedicated to societal contribution**: companies where the societal contribution of products and services is greater than or equal to +10%.
- **An exclusion filter**: any company which presents risks in terms of sustainable development. The risks identified include non-financial practices and performance which may call into question the competitiveness of companies. A company is thus excluded if:
  - It is involved in activities identified in the Sycomore AM SRI exclusion policy for their controversial social or environmental impacts; or
  - It obtained a SPICE rating strictly below 3/5; or
  - Its Corporate Citizenship rating is strictly below 2.5/5. The Corporate Citizenship rating is assigned on the basis of the following seven qualitative criteria: Mission with a positive societal impact, Human rights, Influence & proactivity, Business ethics, Responsible tax management, Donations & sponsorship, and Local communities;
  - It is impacted by a serious controversy (rating 3/3 in Sycomore AM's controversy rating tool); or
  - It is concerned by Sycomore AM's Principal Adverse Impacts (PAI) policy.

The Fund's eligible investment universe is thus reduced by at least 20% compared to its initial universe, i.e. equities listed on Eurozone markets.

**At the product level**, the management company aims to achieve a better performance than the Fund's reference benchmark concerning the two indicators that follow:

- Net Environmental Contribution (NEC);
- Societal Contribution of products and services.

● **What is the policy to assess good governance practices of the investee companies?**

**Good governance** practices include sound management structures, employee relations, remuneration of staff and tax compliance.

Governance is part of the SPICE analysis, including a section dedicated to governance (section 'G') in section 'I,' which has a significant focus on the management structures and governance elements integrated in the other parts of the analysis framework, including employee relations and compensation within section 'P', as well as tax practices within section 'S'. The overall governance of the issues associated with each type of stakeholder (Society & Suppliers, People, Investors, Customers, and Environment) is addressed in each of these sections.

Other requirements to exclude from the investment universe insufficient governance practices in section 'G', associated with a minimum threshold, are included in Sycomore AM's exclusion policy.



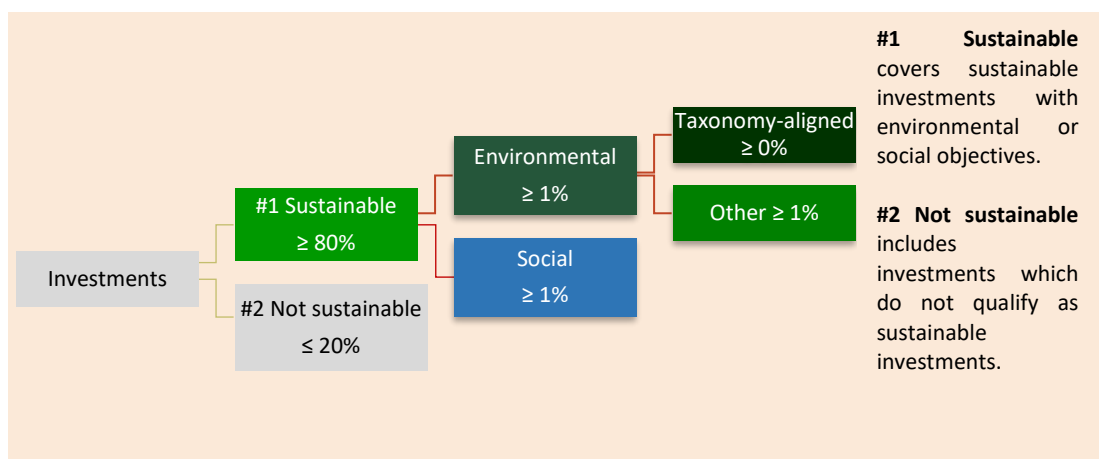
**What is the asset allocation and the minimum share of sustainable investments?**

**Asset allocation** describes the share of investments in specific assets.

The mandatory elements of the investment strategy (excluding cash and derivatives used for hedging), used to select investments to meet sustainable investment objectives promoted by this financial product, are required for any investment of the Fund.

Taxonomy-aligned activities are expressed as a share of:

- **turnover** reflecting the share of revenue from green activities of investee companies;
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy;
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.



It should be noted that the percentages mentioned in the chart above are expressed in relation to the net assets of the Fund. In the case of investments by the Fund in companies and funds, the Fund undertakes to invest only in companies/funds that meet sustainable investment criteria in accordance with the conditions set out in this document, that is, 100% of the companies/funds held will be sustainable investments (excluding cash and derivatives).

The objective for the remaining portion of investments, including a description of minimum environmental or social guarantees, is set out in the following questions: 'What investments are included under '#2 Not sustainable', what is their purpose and are there any minimum environmental or social safeguards?'

● **How does the use of derivatives attain the sustainable investment objective?**

The policy for using derivatives, whose underlying assets are subject to the SPICE analysis process, is compatible with the objectives of the Fund and consistent with its inclusion in a long-term perspective. It is not intended to significantly or permanently distort the ESG selection policy. The use of derivatives is limited to techniques allowing for efficient management of the portfolio of securities in which the

Fund is invested. The Fund may not hold a short position in any asset selected as ESG, according to its own method of ESG asset selection.



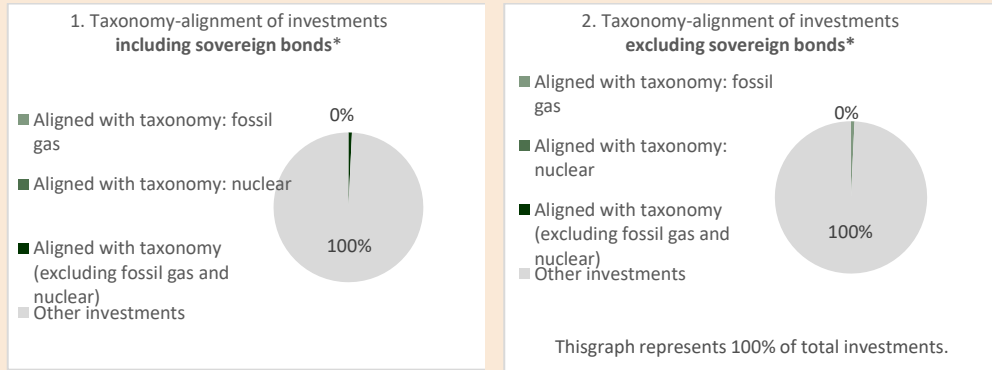
### To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

The investments underlying the financial product that take into account the European Union's criteria for environmentally sustainable economic activities represent a minimum commitment of alignment of 0% of investments.

#### Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy<sup>10</sup>?

- Oui:
- Dans le gaz fossile     Dans l'énergie nucléaire
- Non

*The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds\*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.*



\* For the purposes of these graphs, 'sovereign bonds' include all sovereign exposures

#### What is the minimum share of investments in transitional and enabling activities?

NA

<sup>10</sup> Fossil gas and/or nuclear-related activities will only comply with the EU Taxonomy where they contribute to limiting climate change ('climate change mitigation') and do not significantly harm any EU Taxonomy objective - see explanatory note in the left hand margin. The full criteria for fossil gas and nuclear energy economic activities that comply with the EU Taxonomy are laid down in Commission Delegated Regulation (EU) 2022/1214.



The symbol represents sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.



### **What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?**

The Fund makes a commitment regarding a minimum proportion of investments in sustainable investments with an environmental objective (1%).

However, the Fund will invest continuously at least 80% of its net assets [and 100% of companies/funds held] in sustainable investments that have either an environmental or a social objective.



### **What is the minimum share of sustainable investments with a social objective?**

The Fund makes a commitment regarding a minimum proportion of investments in sustainable investments with a social objective (1%).

However, the Fund will invest continuously at least 80% of its net assets [and 100% of companies/funds held] in sustainable investments that have either an environmental or a social objective.



### **What investments are included under '#2 Not sustainable', what is their purpose, and are there any minimum environmental or social safeguards?**

Investments included in the '#2 Not sustainable' category are related to derivative instruments used for hedging purposes, cash held on an ancillary basis, or cash equivalents such as government bonds.

Bonds, other international debt securities and short-term negotiable securities from public issuers will be selected through an in-house rating of the issuing Country strictly above 2.5 on a scale of 5 (5 being the highest rate), the Country being thus considered as sufficiently favourable to sustainable and inclusive development.

Other cash equivalents and similar instruments held on an ancillary basis, as well as derivatives held for hedging purposes, are not subject to minimum environmental or social guarantees.



### **Is a specific index designated as a reference benchmark to meet the sustainable investment objective?**

There is no specific index designated as a reference benchmark to attaining the sustainable investment objective.

The Fund's reference benchmark is a broad market index.

**Reference benchmarks** are indexes to measure whether the financial product attains the sustainable objective.



### **Where can I find more product specific information online?**

More product-specific information can be found on the website: <https://fr.sycomore-am.com/fonds/3/sycomore-social-impact>