MANDARINE CREDIT OPPORTUNITIES

Prospectus

French mutual fund (Fonds Commun de Placement, FCP) incorporated in France

UCITS governed by European Directive 2009/65/EC

31 July 2024

Management Company
MANDARINE GESTION
30, Avenue Kléber
75016 Paris

Depositary
CACEIS BANK
89-91 rue Gabriel Péri
92120 Montrouge

MANDARINE GESTION - Public limited company with share capital of EUR 8 992 760 - PARIS TRADE AND COMPANIES REGISTER NO. 501 221 204 - NAF 6430Z
AMC approval GP-08000008
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PROSPECTUS

1. GENERAL CHARACTERISTICS

Name: **MANDARINE CREDIT OPPORTUNITIES**

Legal form and Member State in which the UCITS has been incorporated: French mutual fund (Fonds Commun de Placement, FCP) incorporated in France

Date of creation and intended duration: This fund has been created for a period of 99 years.

Overview of the management offer:

Categories of units	ISIN code	Currency denomination	Initial net asset value	Allocation of the distributable sums (net income and net realised capital gains)	Minimum value of initial subscription	Target investors
C	FR0000971913	Euro	EUR 3 048.98 (divided by 2 on 18/10/91; by 8 on 14/02/97)	Capitalisation	One thousandth of units	All investors (It is also intended to be used as a vehicle for unit-linked life insurance policies of insurance companies.)
D	FR0000971921	Euro	EUR 3 048.71 (divided by 8 on 14/02/97)	Net income: Distribution Net realised capital gains: Distribution (total or partial) and/or deferral (total or partial) at the discretion of the management company	One thousandth of units	All investors (It is also intended to be used as a vehicle for unit-linked life insurance policies of insurance companies.)
I	FR0011679026	Euro	EUR 10 000	Capitalisation	EUR 500 000	Reserved exclusively for institutional investors
M	FR001400OAO1	Euro	EUR 100	Capitalisation	One thousandth of units	Reserved exclusively for the MAM FLEXIBLE BONDS feeder fund

Indication of the location where the latest annual report and the latest interim report are available:
The latest annual and interim documents will be sent within eight working days upon written request by the shareholder to:

MANDARINE GESTION
30, Avenue Kléber - 75016 Paris
E-mail: serviceclient@mandarine-gestion.com

A presentation of the Fund, the KID and the prospectus are available at www.mandarine-gestion.com

2. PARTICIPANTS

Management Company	Mandarine Gestion 30, Avenue Kléber - 75016 Paris Asset management company, authorised by the AMF under number GP-08000008 on 28/02/2008 The management company manages the mutual fund's assets in the sole interest of its holders and reports on its management to the holders. It has financial, technical and human resources appropriate for the provision of the proposed investment services. In order to cover any claim of professional liability in respect of all the AIFs that it manages, the management company has additional equity funds in sufficient amount to cover the risks associated with its professional liability. Where applicable, the management company may take out professional indemnity insurance.
Depositary and Custodian	**Identity of the UCITS Depositary** CACEIS BANK Public limited company - Credit institution approved by the CECEI on 1 April 2005 89-91 rue Gabriel Péri – 92120 Montrouge **Description of the responsibilities of the Depositary and potential conflicts of interest** The duties of the depositary cover the tasks, as defined by the applicable regulations, of safekeeping the assets, verifying the regularity of the management company's decisions and monitoring the cash flows of the UCIs. The depositary is independent of the management company. Delegate: A description of the delegated custody functions, a list of Caceis Bank's delegates and sub-delegates and information relating to conflicts of interest that may arise from these delegations are available on the CACEIS website: www.caceis.com. Updated information is made available to investors upon request.
Statutory auditor	PriceWaterhouseCoopers Audit, whose registered office is located at 63 rue de Villiers 92208 Neuilly-Sur-Seine Cedex, represented by Mr Amaury COUPLEZ.
Marketers	Mandarine Gestion, Financière Meeschaert The list of marketers is not exhaustive as, in particular, the UCITS is admitted for circulation in Euroclear. Thus, some promoters may not be mandated or known to the management company.
Centralising agent appointed by the management company	**Institution in charge of receiving subscription and redemption orders:** CACEIS BANK Public limited company - Credit institution approved by the CECEI on 1 April 2005 89-91 rue Gabriel Péri – 92120 Montrouge
Accounting manager:	CACEIS Fund Administration, a public limited company, 89-91 rue Gabriel Péri – 92120 Montrouge
Advisors	None

3. OPERATING AND MANAGEMENT PROCEDURES

3.1 General characteristics

ISIN code	FR0000971913 (C) FR0000971921 (D) FR0011679026 (I) FR001400OAO1 (M)
Entry on a register, specification of the methods for managing liabilities	As part of the management of the mutual fund's liabilities, the functions of centralising subscription and redemption orders and maintaining the issuing account for units are carried out by the custodian in conjunction with Euroclear France, with which the mutual fund is registered. Entry on the liability manager's register for intermediary registered units. Each unitholder has a right of co-ownership to the mutual fund's net assets proportional to the number of units held. No voting rights are attached to units, as decisions are taken by the management company. All units are in bearer form. The units are divided into thousandths.
Closing date	Last trading day of December. First closing: 31/12/1984
Information on the tax regime	Investors' attention is drawn to the fact that the following information is only a general summary of the tax regime applicable, as French legislation currently stands, to investment in a French mutual fund. Investors are therefore invited to examine their particular situation with their advisor. The mutual fund may be used as a vehicle for life insurance policies. In France, the co-ownership status of mutual funds automatically places them outside the scope of corporation tax; they therefore benefit from a degree of transparency due to their specific nature. This means that income received and earned by the fund in the course of its management is not taxable at fund level. Abroad (in the fund's investment countries), capital gains realised on the sale of foreign transferable securities and income from foreign sources earned by the fund as part of its management may, where applicable, be subject to taxation (usually in the form of a withholding tax). Taxation abroad may, in certain limited cases, be reduced or waived under any applicable tax treaties. With regard to unitholders of the mutual fund: For holders resident in France, distributed income and capital gains or losses recorded by the holder are subject to the applicable tax regime. Investors are invited to discuss their particular situation with their advisor. For unitholders resident outside France, subject to tax treaties, the taxation provided for in Article 150-O D of the CGI does not apply to capital gains realised on the redemption or sale of fund units by persons who are not domiciled in France for tax purposes within the meaning of Article 164 B of the CGI or whose registered office is located outside France, provided that such persons have not held, directly or indirectly, more than 25% of the units at any time during the five years preceding the redemption or sale of their units (CGI, Articles 244 bis B, 244 bis C). Unitholders residing outside France will be subject to the provisions of the tax legislation in force.

3.2 Special provisions

Classification	Bonds and other debt securities denominated in euros
UCITS of UCI	Less than 10% of net assets
Management objective	The objective of the 'MANDARINE CREDIT OPPORTUNITIES' fund is to achieve an annual performance, net of management fees, that is greater than or equal to the performance indicator over the recommended investment period of three years, by focusing on bonds and implementing an SRI strategy. The mutual fund is a financial product that meets the criteria of Article 8 of Regulation (EU) 2019/2088 SFDR.
Benchmark index	The composite benchmark is as follows: Units C and D: Ester capitalised + 150 bps I units: Ester capitalised + 200 bps M units: Ester capitalised + 250 bps The management approach is not to replicate a benchmark; however, comparisons with the composite benchmark are possible over the medium term. The Ester index is the acronym for Euro Short-Term Rate. It is a benchmark interbank interest rate, calculated by the ECB. It is based on data supplied daily by the banks in accordance with the Money Market Statistics Regulation (MMSR) on unsecured euro-denominated overnight money market transactions (available at https://www.ecb.europa.eu/). **Bloomberg Ticker: OISESTR** On the date of the last update of this prospectus, the administrator of the above benchmark index is listed in the register of administrators and benchmark indices maintained by ESMA. In accordance with Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016, Mandarine Gestion has a procedure for monitoring the benchmark indices used, describing the measures to be implemented in the event of substantial changes to an index or cessation of supply of that index. The index is not designated as a benchmark within the meaning of Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector (known as the "SFDR Regulation"). It is not intended to be aligned with the environmental or social objectives as promoted by the mutual fund.

➢ Investment strategy

1. Strategies used

1) Non-financial selection - ESG

The investment strategy of MANDARINE CREDIT OPPORTUNITIES is based on a "best-in-class" approach to selecting eligible stocks for the fund. This analysis is based on extra-financial data provided by specialist service providers. It is enhanced by analyses carried out by the management company's in-house SRI research team.
Only the bonds of issuers that meet the non-financial criteria described below will be eligible for inclusion in the portfolio's assets.
The application of extra-financial criteria in the securities selection process is carried out in advance, followed by the filtering of financial criteria.
The SRI filter is a process of elimination; eligible securities in the portfolio must meet the non-financial criteria.

The selection focuses on companies that, according to our analysis, respect human dignity and act for sustainable economic and human development (environmental, social and governance criteria). Particular attention will therefore be paid to criteria relating to respect for human rights and labour rights, as well as to the commitments made by companies to local communities.
The main analysis criteria for companies are:

- Social policies
- Quality of presence in developing countries
- Environmental policies
- Governance
- Respect for human rights
- Relations with all stakeholders (customers, suppliers, local communities, civil companies, shareholders, etc.).

To illustrate, here are some examples of company selection indicators:

- Environmental criteria: management of greenhouse gas emissions, preservation of biodiversity, waste management, etc.
- Social criteria: training and skills management, health and safety policy, working conditions, etc.
- Governance criteria: independence of the board of directors, percentage of women in management positions, effectiveness of internal control systems, etc.
- Respect for human rights and labour rights: fight against discrimination, social dialogue, etc.
- Commitments made by companies to local communities: economic impact of the company on its regions of operation, etc.

To illustrate, here are some examples of country selection indicators:

- Environmental criteria: the country's environmental performance rankings, etc.
- Social criteria: unemployment rate, gender pay gap, etc.
- Governance: corruption rankings in different countries, etc.
- Societal: human development index, etc.

a) ESG selection process

i) Analysed universe

The management company has established a starting universe of around 1050 issuers, which is composed of issuers of the ICE BofA Euro Corporate Index (ER00) and ICE Bank of America Euro Fixed & Floating Rate High Yield Index (HEA0) indices with monitoring and an ESG Risk Rating by Sustainalytics. Issuers not monitored and/or not rated by Sustainalytics are not included in the composition of the Universe Analysed. All securities in the defined universe are analysed using non-financial criteria according to criteria defined by the Management Company's internal SRI analysis team:
1) Exclusion of issuers in which a significant percentage (5% of revenue) of business is in tobacco, alcohol, pornography, gambling, weapons, GMOs or pesticides. In addition, the fund applies the management company's coal exit policy, which concerns coal-fired electricity producers and the operation of coal mines.
2) Exclusion of issuers with ESG controversies whose severity is assessed at category 4 or 5 by Sustainalytics (5 being the most severe controversy category)
3) Exclusion of issuers with the highest ESG Risk Rating (0 being the best score) in addition to the issuers excluded in stages 1/ and 2/ to achieve a maximum selectivity rate of 80% on the analysed universe in terms of the number of issuers

The last step of the process aims to ensure that the selection of a maximum of 80% of the number of issuers also corresponds to a selection of 80% by weight of issuers in the Universe.

4) If necessary: Reduction of the initial selectivity rate of 80% in terms of the number of issuers to achieve a maximum selectivity rate of up to 80% of the universe in terms of the weight of issuers.

All of these filters guarantee an exclusion rate strictly above 20%, both in terms of the number of issuers and in terms of the weight of issuers within the universe.

The universe of securities based on these criteria is reviewed at least monthly.

ii) "Green", "Social", "Sustainable" and "Sustainability-linked" bonds.

To be eligible for inclusion in the fund's assets, Green, Social, Sustainable or Sustainability-linked bonds must be issued by issuers meeting the selection criteria defined above.

The Green Bond Principles, Social Bond Principles, Sustainability Bond Principles and Sustainability-linked Bond Principles are based on four main principles: Use of funds, Project selection and evaluation process, Fund management and traceability, Reporting. For more details, see:
https://www.icmagroup.org/green-social-and-sustainability-bonds/green-bond-principles-gbp/ et https://www.icmagroup.org/green-social-and-sustainability-bonds/social-bond-principles-sbp/.
https://www.icmagroup.org/sustainable-finance/the-principles-guidelines-and-handbooks/sustainability-bond-guidelines-sbg/
https://www.icmagroup.org/sustainable-finance/the-principles-guidelines-and-handbooks/sustainability-linked-bond-principles-slbp/

The weight of Green Bonds, Social Bonds, Sustainable Bonds and Sustainability-Linked Bonds in the portfolio is intended to change in line with the development of this new market.
The Fund may be exposed to Green Bonds, Social Bonds, Sustainable Bonds and Sustainability-Linked Bonds up to a maximum of 100% of its net assets.

b) Selectivity rate

The analysed universe to which the ESG constraints defined above apply is therefore composed of issuers of the ICE BofA Euro Corporate Index (ER00) and ICE Bank of America Euro Fixed & Floating Rate High Yield Index (HEA0) indices with Sustainalytics monitoring and ESG Risk Rating.

Based on the process set out above, the scope of eligible issuers corresponds to a maximum selectivity rate of 80%, in terms of the number of issuers and in terms of the weight of issuers in the index.

The exclusion rate of the ESG selection process from the initial reference universe is always greater than 20%, in terms of both the number and weight of issuers in the index.

c) Weight of ESG

The share of ESG-analysed issuers in the fund's portfolio must be over 90% over the long term. This percentage is expressed as a percentage of the fund's net assets (excluding cash held on an ancillary basis, bonds and other debt securities issued by public or quasi-public issuers and solidarity-based assets).

A maximum of 70% of the portfolio will be made up of debt securities issued by governments, local authorities and by government or international public agencies, the latter being subject to an ESG assessment.

When a security no longer meets the criteria set out above, the SRI research department will inform the manager, who will have a period of three months, where necessary, to sell the security. The choice of timing of the sale will depend on market opportunities and will be made in the interest of the unitholder.

d) Investment in UCITS

Investments in UCIs limited to 10% of net assets:
The fund may invest in funds that have the SRI label or that themselves meet the quantitative criteria resulting from this label, i.e. a 20% reduction in their initial investment universe as well as an analysis rate greater than 90% of net assets (excluding cash held on an ancillary basis, bonds and other debt securities issued by public or quasi-public issuers and solidarity-based assets).
The fund may invest in Mandarine Gestion SRI funds with a fairly similar ESG strategy. As some selection criteria may be different, the fund's SRI strategy may not be perfectly harmonised.
As part of its cash management, the fund may use money market UCIs.
The selection criteria are both quantitative (historical performance, volatility, extreme risk indicators, etc.) and qualitative (quality of the management company, management process, investment universe, quality of reporting, meeting with the manager to monitor its transactions, recognition from the industry: prizes, awards, stars, etc.).

e) Sustainability objectives:

The fund commits to the following sustainability objectives:
- Outperform its starting universe with less exposure to controversies, by not investing in companies that are the subject of a serious controversy.

Serious controversies are assessed as level 4 or 5 by Sustainalytics (level 5 being the highest controversy level).

- Outperform its initial universe with a lower carbon intensity (tCO2eq/million euros of revenue). Carbon intensity data is provided by ISS ESG.

f) Alignment with the Taxonomy:

The Fund promotes environmental characteristics but does not undertake to make investments that take into account the criteria of the European Union in terms of environmentally sustainable economic activities. However, it is not excluded that the fund may make underlying investments that take these criteria into account.
The objective of aligning the fund with the Taxonomy is 0% of net assets.
The “do no significant harm” principle would only apply to those investments underlying the financial product that take into account EU criteria for environmentally sustainable economic activities and not to the remaining portion of the underlying investments. The investments underlying the remaining portion of this financial product do not take into account the European Union's criteria for environmentally sustainable economic activities.

2) Financial analysis

Several types of approaches are implemented:
- Monitoring the economic cycle involves monitoring all macroeconomic indicators within the euro area to determine the implications for the yield curve.
- Sensitivity management consists of selecting the most appropriate sensitivity to the economic scenario. Thus, the average sensitivity of the bond component may be higher than that of the benchmark when the economic outlook is favourable to the bond markets and vice versa.
- Issuer management: consists of selecting the securities with the best prospects given the issuer's situation. Thus, an issuer that reduces its debt will see the risk premium of its bonds decrease and vice versa.

Fixed income products may, within the limit of 50% of the net assets, concern unrated speculative products or products rated below BBB- (Bloomberg composite rating or equivalent by Standard & Poor’s or equivalent by Moody’s or equivalent by Fitch or equivalent by the management company).

The fund will invest at least 80% of its net assets in securities and UCIs denominated in euros and up to 10% in securities and UCIs denominated in another currency. No investments will be made in equities.

Interest rate sensitivity range within which the mutual fund is managed	Between -5 and 8
Currency of denomination of securities in which the mutual fund is invested	Max. non-euro currencies: (10% of net assets)
Geographical areas of issuers of securities to which the mutual fund is exposed	OECD countries: 0-170% Non-OECD countries including emerging countries: 0%-10%
Level of foreign exchange risk borne by the mutual fund	Less than 10% of the net assets

2. Assets (excluding integrated derivatives)

- **Equities:** no investments will be made in equities given the Fund’s management objective (including equities resulting from the conversion of convertible bonds).
- **Debt securities, money market instruments and bonds:** The Fund may directly invest between 70% and 110% of net assets in bonds (fixed rates, variable rates or indexed) and negotiable debt securities issued by public or private issuers.

The allocation of the different types of securities above is not predetermined. It will depend on macroeconomic and technical factors.
The overall sensitivity of the portfolio will be within a range of -5 to 8

Concerning fixed-income securities, the management company carries out its own credit analysis when selecting securities to buy and during their lifetime. It does not rely exclusively on the ratings provided by the rating agencies and implements a thorough credit risk analysis and the necessary procedures to make decisions on whether to buy or hold these securities. The Management Company does not automatically rely on these ratings, but gives preference to its own credit analysis to evaluate the credit quality of these assets and decide upon the potential downgrading of the rating.
Fixed income products may, within the limit of 50% of the assets, concern speculative products that are not rated or rated “High Yield”. This rating is determined by the management company on the basis of the Bloomberg composite rating and/or that of financial rating agencies.
The management company does not only use these ratings and uses other sources of information (publication of financial statements, roadshows, credit analyses, etc.) to assess the credit quality of these assets and decide on a possible downgrade of the rating. The Fund may be exposed to subordinated securities up to 100% of its net assets.
The Fund may be exposed to contingent convertible securities up to 15% of its net assets.
Securities issued by issuers from emerging countries will be limited to 10% of net assets.

Cash management will be carried out in money market securities (negotiable debt securities and/or European UCITS and/or AIFs open to non-professional clients).

- **Shares and units of European UCITS and/or AIFs open to non-professional clients:**

The total holding of units or shares in European UCITS and/or AIFs open to non-professional clients**,** meeting the four eligibility criteria set out in Article R214-13 of the French Monetary and Financial Code, managed by Mandarine Gestion or other management companies**,** will not exceed 10% of net assets.

3. Derivatives

The UCITS may invest up to 100% of its net assets in forward financial instruments traded on French and European regulated markets. In this context, the manager may take positions with a view to hedging the portfolio, increasing market exposure and/or reconstructing synthetic exposure to interest rate, credit or currency risks without seeking overexposure.
The manager may invest in the following derivative instruments:

- Types of markets:

☑ Regulated;
☑ Organised;
☑ OTC;

- Risks in which the manager wishes to invest:

☐ Equities;
☑ Interest rates;
☑ Exchange rate;
☑ Credit;
☐ Other risks (to be specified);

- Types of transactions: all transactions must be limited to achieving the investment objective.

☑ Hedging;
☑ Exposure;
☐ Arbitrage;
☐ Other types;

- Nature of instrument used:

☑ Futures;
☑ Options;
☑ Swaps;
☑ Forward exchange;
☑ Credit derivatives;
☐ Other types (to be specified);

- Strategy for using derivatives to achieve the management objective:

☑ Interest rate risk hedging;
☑ Credit risk hedging;
☑ Currency risk hedging;
☑ Reconstitution of synthetic exposure to assets and risks: interest rate and/or credit;
☐ Other strategy

Futures contracts are used as inexpensive and liquid substitutes for directly held securities, with a view to hedging the portfolio, increasing market exposure and/or reconstituting synthetic exposure to interest rate, credit and currency risk.
Options on interest rate futures markets are used to protect the portfolio against a possible rise in interest rates.
The sum of these commitments is limited to 100% of net assets.
Overexposure will not be sought.
The fund will not use leverage.
The fund will use the non-complex Total Return Swap.
The fund may enter into Total Return Swaps (TRS) to exchange performance between a money market index and a benchmark index, for example an index representative of the credit market for hedging purposes and/or temporarily exposure. The mutual fund may use TRS for a maximum of 100% of its net assets.
Counterparties to total return swaps (TRS) are credit institutions or other entities meeting the criteria set out in the French Monetary and Financial Code. The management company will enter into such contracts with financial institutions that have their registered office in an OECD member state and have a minimum rating that complies with the management company's requirements.
These transactions are systematically the subject of the signing of a contract between the Management Company and the counterparty defining the terms and conditions for reducing counterparty risk.
Counterparties do not have discretionary decision-making power over the composition or management of the mutual fund's investment portfolio or the underlying asset of the derivative instrument.

4. Securities with embedded derivatives

Securities with simple derivatives: the fund will use any type of securities with simple derivatives.
Subscription warrants will remain within the limit of 10% of net assets and convertible or exchangeable bonds will remain within the limit of 100% of net assets.
Securities with complex derivatives: The Fund will not use securities with complex derivatives with the exception of contingent convertible securities up to a limit of 15% of net assets.

5. Deposits

None

6. Cash loans

As part of its normal operations (subscriptions/redemptions) and up to a limit of 10% of its assets, the UCITS may temporarily find itself in a debit position, in which case it may borrow cash.

7. Temporary purchases and sales of securities

None

8. For contracts constituting financial guarantees

When entering into forward financial instruments in accordance with applicable regulations, the mutual fund may be required to pay and/or receive a financial guarantee in order to reduce counterparty risk. This financial guarantee may be given in the form of liquidity or financial securities.
The eligibility of securities received as collateral is defined in accordance with investment constraints. Any financial guarantee received shall comply with the following principles:

- **Liquidity:** Any financial guarantee in securities must be highly liquid and be able to trade quickly on a regulated market at a transparent price.
- **Transferability:** Financial guarantees may be transferred at any time.
- **Assessment:** Collateral received is valued daily at market price.
- **Prohibition of reuse:** Financial guarantees may not be sold, reinvested or pledged as collateral.
- **Correlation:** collateral is issued by an entity independent of the counterparty.
- **Diversification:** Exposure to a given issuer does not exceed 20% of net assets.
- **Storage:** The guarantees received by the mutual fund will be held by the mutual fund's depositary or, failing that, by any third-party depositary subject to prudential supervision and which has no link with the provider of the guarantee.

➢ Risk profile

The mutual fund will be invested in financial instruments selected by the manager as part of the investment strategy described in the previous paragraph. These instruments will be subject to changes and fluctuations in the financial markets in which the mutual fund is invested.
The net asset value is likely to experience volatility due to the financial instruments that make up its portfolio. Under these conditions, the capital invested may not be returned in full, including for an investment made over the recommended investment period.
It should be noted that as the mutual fund's management is neither index-based nor benchmarked, the mutual fund's performance may deviate significantly from the benchmark.
The main risks to which the investor is exposed are:

Credit risk:	The fund may be invested in debt securities or bonds of private or public issuers and thus be exposed to the risk of default as well as possibly a deterioration of the issuer's credit rating or default of the issuer. The occurrence of a default may result in a decrease in the net asset value.
Interest-rate risk:	The fund will be invested in bonds or other fixed-income securities that may underperform as a result of fluctuations in interest rates. As a general rule, fixed-income prices rise when interest rates fall and fall when interest rates rise. Thus, in the event of an increase in interest rates, the value of the invested assets may fall and lead to a decrease in the net asset value of the fund.
Capital risk:	The fund will pass on declines in the equity and/or bond markets up to its level of investment in these markets. Investors should be aware that their capital is not guaranteed and that they may not recover the capital initially invested.
Risk associated with discretionary management:	The discretionary management style is based on anticipating changes in the various markets. There is a risk that the UCITS may not always be invested in the best-performing markets.
Credit risk associated with investment in High Yield speculative securities	The portfolio may be exposed to debt securities or bonds and be exposed to credit risk on issuers. These securities, representing a debt issued by companies or governments, present a credit or signature risk. This risk increases the probability that the issuer and/or issue will not honour its commitments to the investor due to a High Yield rating. In the event of the bankruptcy of the issuer or a deterioration in the quality of the issuers, for example in their rating by the financial rating agencies, or if the issuer is no longer able to reimburse the fund and pay the scheduled interest on the contractual date, the value of the bonds may fall, causing the net asset value of the fund to fall. Up to 50% of the portfolio may be exposed to credit risk in speculative, unrated or high yield securities. This fund should be considered speculative. It is intended especially for investors who are aware of the risks inherent in investing in securities with a low or non-existent rating. Thus, the use of speculative securities may entail a greater risk of a decrease in the net asset value.
Contingent bond risk:	CoCos are hybrid securities, the main purpose of which is to recapitalise the issuing bank or financial company in the event of a financial crisis. These securities have loss absorption mechanisms, described in their issue prospectuses, which are generally activated if the issuer's capital ratio falls below a certain trigger. First and foremost, the trigger is mechanical: it is generally based on the CET1 (Common Equity Tier 1) accounting ratio reduced to risk-weighted assets. To compensate for the discrepancy between book values and financial reality, there is a discretionary clause allowing the supervisor to activate the loss-absorption mechanism if it considers that the issuing institution is in a situation of insolvency. The CoCos are therefore subject to specific risks, in particular subordination to specific trigger criteria (e.g. deterioration of the capital ratio), conversion into shares, loss of capital or non-payment of interest.

The use of subordinated bonds, particularly Additional Tier 1 bonds, exposes the fund to the following risks:
- triggering contingent clauses: if a capital threshold is breached, these obligations are either exchanged for shares or subject to a potential capital reduction to 0.
- cancellation of the coupon: Coupon payments on these types of instruments are entirely discretionary and may be cancelled by the issuer at any time, for any reason, and without time constraints.
- capital structure: unlike traditional secured debt, investors in this type of instrument may suffer a capital loss without prior bankruptcy by the company. In addition, the subordinated creditor will be repaid after the unsecured creditors but before the shareholders.
- the call for extension: These instruments shall be issued as perpetual instruments, callable at predetermined levels only with the approval of the competent authority.
- valuation / return: The attractive yield of these securities can be seen as a complexity premium.

Liquidity risk: Risk that investors may not be able to trade their securities for sale in the particular case where trading volumes on the financial markets are very low. The occurrence of this risk may cause the UCITS' net asset value to fall.

Derivatives risk: The use of derivatives may lead to a more significant decrease in net assets than that of the invested markets.

Counterparty risk: Futures contracts entered into over-the-counter by the mutual fund generate counterparty risk. This is the risk of a counterparty defaulting, leading to a payment default. Thus, failure to pay by a counterparty may result in a decrease in the net asset value.

Sustainability risk: This refers to any environmental, social or governance event or situation which, if it occurred, could have an actual or potential negative impact on the value of the investment. The occurrence of such an event or situation may also lead to a modification of the mutual fund's investment strategy, including the exclusion of the securities of certain issuers. More specifically, the negative effects of sustainability risks can affect issuers through a series of mechanisms, including: (1) lower income; (2) higher costs; (3) damage or depreciation in the value of assets; (4) higher capital cost; and (5) regulatory fines or risks. Due to the nature of sustainability risks and specific topics such as climate change, the likelihood of sustainability risks impacting financial product returns is likely to increase in the longer term. As your fund has an SRI strategy, the sustainability risk is reduced in reference to its ESG policy.

Ancillary risks: These risks are incidental because management does not expose the Fund to more than 10% of its net assets.

Country risk linked to investment in securities issued by emerging countries: Securities issued by issuers in emerging countries may offer more limited liquidity or even be temporarily unmarketable, mainly as a result of a lack of market trading or regulatory restrictions. In addition, downward movements may be more pronounced and faster than in developed countries, thus creating a risk of volatility. These factors may lead to a decrease in the net asset value.

Exchange rate risk As a portion of the fund's assets may be denominated in currencies other than the portfolio's reference currency (the euro), the fund may be affected, depending on the direction of transactions, either downwards (in the case of purchases) or upwards (in the case of sales), by a change or any fluctuation in exchange rates.

➢ Guarantee or protection

None

➢ Contractual commitment

The mutual fund is governed by French law. Depending on the investor's particular situation, any dispute will be brought before the competent courts.

➢ Target subscribers and typical investor profile

Units C and D: The mutual fund is open to all investors.
I units: For institutional investors only.
M units: Reserved exclusively for the MAM FLEXIBLE BONDS feeder fund.

It is also intended to be used as a vehicle for unit-linked life insurance policies.
Investors subscribing to units of this Fund wish to invest in bonds with a short maturity of less than three years. The minimum recommended investment period is three years.

The units of this UCITS are not and will not be registered in the United States pursuant to the U.S. Securities Act 1933 as amended ("Securities Act 1933") or eligible for investment under any law of the United States. These units may not be offered, sold or transferred in the United States (including its territories and possessions and any region subject to its judicial authority) or benefit, directly or indirectly, a US Person (within the meaning of Regulation S of the Securities Act of 1933 - The unofficial French translation is available on our website www.mandarine-gestion.com). To this end, the UCI opts to apply the status of French non-reporting financial institution deemed compliant with Article 1471 of the Internal Revenue Code of the United States, as described in paragraph B of section II of Appendix II ("UCI") of the agreement signed on 14 November 2013 between the French and US governments.

The amount that it is reasonable to invest in this mutual fund depends on each investor's personal situation, and in particular on their own objectives and the composition of their financial portfolio.
Subscribers are advised to diversify their investments sufficiently so that they are not exposed solely to the risks of this mutual fund.

Crisis in Ukraine: Pursuant to the provisions of EU Regulation No. 833/2014, subscriptions for shares in this UCI are prohibited from 12 April 2022 to any Russian or Belarusian national, any natural person residing in Russia or Belarus or any legal person, entity or body established in Russia or Belarus, except nationals of a Member State and natural persons holding a temporary or permanent residence permit in a Member State.

➢ Methods of determining and allocating amounts available for distribution

Net income is accumulated (C, I or M units) or distributed (D units). Net realised capital gains are accumulated (C, I or M units) or are accumulated and/or distributed at the discretion of the management company (D units).

➢ Frequency of distribution

Once a year in April.

➢ Characteristics of units

Subscriptions/redemptions are made in thousandths of units or in amount.

Categories of units	ISIN code	Currency denomination	Initial net asset value	Allocation of distributable amounts (net income and net realised capital gains)	Minimum value of initial subscription	Target investors
C	FR0000971913	EURO	EUR 3 048.98 (divided by 2 on 18/10/91; by 8 on 14/02/97)	Capitalisation	One thousandth of units	All investors (It is also intended to be used as a vehicle for unit-linked life insurance policies of insurance companies.)
D	FR0000971921	EURO	EUR 3 048.71 (divided by 8 on 14/02/97)	Net income: Distribution Net realised capital gains: Distribution (total or partial) and/or deferral (total or partial) at the discretion of the management company	One thousandth of units	All investors (It is also intended to be used as a vehicle for unit-linked life insurance policies of insurance companies.)
I	FR0011679026	EURO	EUR 10 000	Capitalisation	EUR 500 000	Reserved exclusively for institutional investors
M	FR001400OAO1	Euro	EUR 100	Capitalisation	One thousandth of units	Reserved exclusively for the MAM FLEXIBLE BONDS feeder fund

➢ Subscription and redemption methods

Subscriptions/redemptions are made in thousandths of units or in amount.
Subscription and redemption requests are centralised by CACEIS BANK from Monday to Friday at 12 noon (Paris time) and are executed on the basis of the next net asset value dated the same day and settled within three days of the centralisation date.
The net asset value is calculated daily on the basis of closing prices, with the exception of public holidays in France and days on which the French markets are closed (official calendar of EURONEXT PARIS).

Orders are executed in accordance with the table below:

T trading day	T trading day	T: day on which the NAV is established	T+2 trading days	T+3 trading day	T+3 trading day
Centralisation of subscription orders every day before 12 noon[1]	Centralisation of redemption orders every day before 12 noon[1]	Execution of the order on T at the latest	Publication of the net asset value	Payment of subscriptions	Payment of redemptions

[1] Excluding any specific period agreed with your financial institution.

Institutions designated to receive subscriptions and redemptions, and in charge of complying with the centralisation deadline indicated in the paragraph above:
CACEIS BANK.
Unitholders should be aware that orders transmitted must take into account the fact that the cut-off time for the centralisation of orders applies to CACEIS BANK. Consequently, the cut-off time must take into account the time required to transmit orders to CACEIS BANK.

Temporary redemption cap mechanism ("Gates"):

- **Description of the mechanism:**

In exceptional circumstances and to uphold the interests of unitholders, the Management Company may temporarily cap unit redemptions in order to spread redemption requests from the Fund's unitholders over several net asset values on condition that they exceed a certain determined level which has been set objectively.

The redemption cap mechanism may be triggered when redemption requests exceed a threshold of 5% (redemptions net of subscriptions and at the last known net asset).

It is specified that this mechanism will not be triggered systematically. Indeed, if the liquidity conditions allow it, the Management Company may decide to honour redemptions beyond this threshold and thus partially or totally execute orders that could be blocked.

This temporary cap on redemptions would be staggered, in any case, over a maximum number of twenty (20) net asset values over a period of three (3) months.

The unexecuted part of the order cannot, under any circumstances, be cancelled and is automatically carried forward to the next centralisation date and will not have priority over new orders. Subscription and redemption operations, for the same number of units, on the basis of the same net asset value and for the same holder or beneficial owner (known as round-trip transactions) are not affected by the redemption capping mechanism.

• Description of the method used:

Fund holders are reminded that the trigger threshold for the redemption cap mechanism corresponds to the ratio between:

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

As the Fund has several categories of units, the trigger threshold for this mechanism will be the same for all categories of Fund units.

The threshold above which the cap on redemptions will be triggered is justified by the frequency of calculation of the net asset value of the Fund, its management orientation and the liquidity of the assets it holds. The latter is specified in the regulations of the UCI and applies to centralised redemptions for all of the assets of the UCITS and not specifically according to the categories of units of the UCITS.

• Procedures for informing holders:

In the event that the redemption cap mechanism is activated, all Fund holders will be informed by any means, through the website of the Management Company (www.mandarine-gestion.com).

Fund unitholders whose redemption requests have not been executed, either partially or totally, will be specifically informed as soon as possible. As this Fund is admitted to Euroclear France (CSD), they will be informed via their custodian in the Fund's register.

• Processing of non-executed orders:

These orders will automatically be carried over to the next net asset value and will not have priority over new redemption orders placed for execution on the next net asset value. In any event, unexecuted and automatically deferred redemption orders may not be revoked by the Fund holders concerned.

- **Exemption from the triggering mechanism**

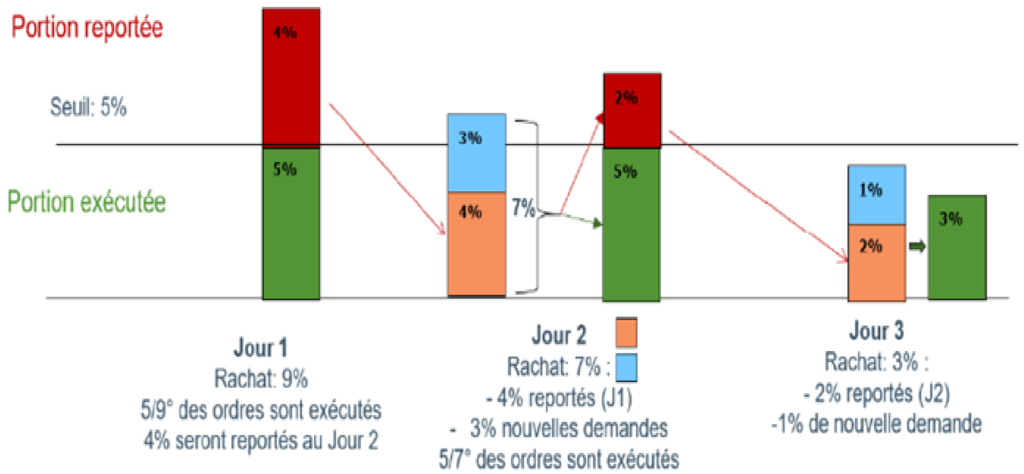
1) Round-tripping

In the event of round-tripping on the same net asset value, i.e. a share redemption request concomitant with and linked to a subscription request on the same net asset value date, the same ISIN code, the same number of shares, the same intermediary and on the same account, will not form part of the Gates calculation mechanism and will therefore be honoured as such.

2) Switch

Redemption orders are accompanied by a subscription by the same investor for an equal amount and carried out on the same net asset value date and relating to the various categories of units of the fund.

Illustrative example of setting up gates:



Day 1: Assume that the threshold is set at 5% and that total redemption requests amount to 9% for
Day 1 then ≅ 4% of requests cannot be executed on day 1 and will be postponed to day 2.
Day 2: Let's now assume that total redemption requests amount to 7% (of which 3% are new requests). As the threshold is set at 5%, 2% of requests will therefore not be executed on day 2 and postponed to day 3.

Swing pricing *or adjustable rights* mechanism.
The Fund has not provided for any *swing price* or adjustable rights mechanism.

➢ Fees and commissions

1. Subscription and/or redemption fees

The subscription and redemption fees are added to the subscription price paid by the investor or are deducted from the redemption price. The fees paid to the mutual fund are used to offset the costs incurred by the mutual fund for investing or divesting assets. The fees not paid to it are paid to the Management Company, marketer, etc.

Fees charged to the investor levied on subscriptions and redemptions	Base	Rate/scale
Subscription fee not paid to the UCITS	Net asset value x number of units	None
Subscription fee paid to the UCITS	Net asset value x number of units	None
Redemption fee not paid to the UCITS	Net asset value x number of units	None
Redemption fee paid to the UCITS	Net asset value x number of units	None

2. Management fees

These costs include all costs billed directly to the UCITS, with the exception of transaction costs. Transaction fees include intermediation fees (brokerage, etc.) and turnover fees, where applicable, which may be charged by the depositary and the management company in particular.

Transaction fees: only the management company benefits from these fees.

For more details on the fees actually invoiced to the UCITS, please refer to the KID.

	Fees charged to the UCITS	Base	Rate Scale
1	Financial management fees	Net assets	Units C and D: 1% inc. tax* Maximum rate I units: 0.50% inc. tax* Maximum rate M units: None
2	Operating expenses and other services**	Net assets	0.25% incl. tax (flat rate)***
3	Maximum indirect fees	Net assets	Insignificant****
4	Turnover fees	Deducted from each transaction	None
5	Outperformance fees	Net assets	**Units C and D:** 10% of the outperformance relative to its capitalised €STER composite benchmark index + 150 bps, even if this performance is negative. **I units:** 10% of the outperformance relative to its capitalised €STER composite benchmark index + 200 bps, even if this performance is negative. **M units**: None A catch-up period for any past underperformance will be applied over an observation period that can be extended from 1 to 5 years.

*As the management company Mandarine Gestion has not opted for VAT, these fees are invoiced without VAT and the amount including VAT is equal to the amount excluding VAT.
**The list of operating costs and other services concerned is as follows:
- Fund registration and listing fees
- Information fees for customers and distributors
- Data fees
- Depositary, legal, audit, tax fees
- Fees related to compliance with regulatory obligations and regulatory reporting

***This rate may be deducted even if the actual costs are lower and costs in excess of this rate are borne by the management company
****UCITS investing a maximum of 10% in other UCIs

Exceptional and non-recurring costs may be added to the fees mentioned in the table above with a view to debt recovery (e.g. Lehman, foreign tax collection, etc.) or a procedure for asserting a right (e.g. class action proceedings). Further information concerning these fees is outlined, ex post, in the UCI's annual report.

Method for calculating the performance fee:

From 1 January 2024, the outperformance fee will be calculated as follows:
The performance fee corresponds to variable costs and is contingent on the Fund outperforming its composite performance indicator over the observation period, even if this performance is negative.
If a provision is recorded at the end of the observation period, it is crystallised, i.e. it is definitively acquired and becomes payable to the Investment Manager.

Calculation method:
The amount of the outperformance fee is calculated based on a comparison between the performance of the Fund and that of a notional UCI that achieves the performance of its benchmark and has the same subscription and redemption pattern as the actual Fund. The Fund's performance is calculated using the so-called indexed method.
The performance of the Fund/index fund is determined in relation to its accounting assets/index assets after taking into account the fixed management fees and before taking into account the outperformance fee.
The outperformance generated by the Fund on a given date is defined as the positive difference between the net assets of the Fund and the assets of the notional UCI on the same date. If this difference is negative, this amount constitutes an underperformance that must be recovered in the following years before a new provision can be set aside for the outperformance fee.

Catching up on underperformance and reference period:
As specified in the ESMA guidelines on performance fees, "the reference period is the period over which performance is measured and compared with that of the composite benchmark and at the end of which it is possible to reset the mechanism for compensating for past underperformance".

This period is fixed at five years. This means that beyond 5 consecutive years without crystallisation, uncompensated underperformances prior to five years will no longer be taken into account in the calculation of the outperformance fee.

Observation period:
The outperformance fee is calculated over a 12-month observation period from 1 January to the last trading day in December.

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

- The Fund underperforms over the observation period. In this case, no fee is charged, and the observation period is extended by one year, up to a maximum of five years (reference period).
- The Fund outperforms over the observation period. In this case, the management company receives the provisioned fee (crystallisation) and a new observation period of twelve months begins.

Provisioning:
Each time the net asset value (NAV) is established, the outperformance fee is subject to a provision (of 10% of the outperformance) if the Fund's performance exceeds that of the notional UCI over the observation period, or to a reversal of the provision limited to the existing allocation in case of underperformance.
In the event of redemptions during the period, the portion of the provision set aside corresponding to the number of shares redeemed will be definitively acquired and deducted by the Investment Manager.

Crystallisation:
The crystallisation period, i.e. the frequency with which the accrued outperformance fee, if any, must be paid to the management company, is twelve months and coincides with the Fund's financial year.

The initial crystallisation period will end on the last day of the financial year ending on 31 December 2024.

The fund's past performance relative to the composite benchmark is indicated in the past performance notes and in the fund's monthly reports available on the website www.mandarine-gestion.com

This calculation method and its effects during the 5-year observation period are illustrated in the tables below cited as an example (Source: AFG):

ILLUSTRATION 1: GENERAL OPERATION

	Year 1	Year 2	Year 3	Year 4	Year 5
Performance of Fund units	10%	-4%	-7%	6%	3%
Performance of the benchmark	5%	-5%	-3%	4%	0%
Outperformance/ underperformance	5%	1%	-4%	2%	3%
Cumulative performance of the Fund over the observation period	10%	-4%	-7%	-1%	2%
Cumulative performance of the benchmark over the observation period	5%	-5%	-3%	1%	1%
Cumulated underperformance/ overperformance over the observation period	5%	1%	-4%	-2	1%
Fee collected?	Yes	Yes	No, because the Fund has underperformed the benchmark	No, because the Fund has underperformed over the whole current observation period, starting in year 3	Yes
Start of a new observation period?	Yes, a new observation period starts in year 2	Yes, a new observation period starts in year 3	No, the observation period is extended to cover years 3 and 4	No, the observation period is extended to cover years 3, 4 and 5	Yes, a new observation period starts in year 6

NB: To make the example easier to understand, we have shown the performance of the Fund and the composite benchmark as percentages. In fact, the outperformance/underperformance will be measured as an amount, by the difference between the net assets of the Fund and that of a notional fund as described in the aforementioned methodology.

ILLUSTRATION 2: TREATMENT OF NON-COMPENSATED PERFORMANCE OVER 5 YEARS

	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6
Performance of Fund units	0%	5%	3%	6%	1%	5%
Performance of the benchmark	10%	2%	6%	0%	1%	1%
A: Outperformance/ underperformance current year	-10%	3%	-3%	6%	0%	4%
B1: Carryforward of uncompensated underperformance Year 1	N/A	-10%	-7%	-7%	-1%	Out of scope
B2: Carryforward of uncompensated underperformance Year 2	N/A	N/A	0%	0%	0%	0%
B3: Carryforward of uncompensated underperformance Year 3	N/A	N/A	N/A	-3%	-3%	-3%
B4: Carryforward of uncompensated underperformance Year 4	N/A	N/A	N/A	N/A	0%	0%
B5: Carryforward of uncompensated underperformance Year 5	N/A	N/A	N/A	N/A	N/A	0%
Outperformance/ underperformance observation period	-10% (A)	-7% (A + B1)	-10% (A + B1 + B2)	-4% (A + B1 + B2 + B3)	-4% (A + B1 + B2 + B3 + B4)	1% (A + B2 + B3 + B4 + B5)
Fee collected?	No	No	No	No	No	Yes

The underperformance generated during Year 1 and partially compensated in the following years is forgotten in Year 6.

Search:
Research costs within the meaning of Article 314-21 of the AMF General Regulation may be invoiced to the fund. Additional information on the operation of these research fees is available from the management company.

Choice of financial intermediaries
The choice of financial intermediaries is subject to a formalised set of procedures.
Mandarine Gestion has established an intermediary selection policy in which it defines the selection criteria and the way in which it controls the quality of execution of the selected service providers.
The criteria used in this selection are the following: total intermediation cost, quality of execution, quality of research, availability of contact, quality of administrative processing.
The weight given to each criterion depends on the nature of the investment process in question.
The service providers selected by Mandarine Gestion, which have demonstrated their quality and seriousness in the past, have undertaken in their execution policy to comply with criteria identical to those used by Mandarine Gestion in its selection policy.
These service providers will be reassessed periodically to ensure that they continue to provide, on an ongoing basis, the quality of the service expected under the selection policy. Mandarine Gestion conducts an annual review of its best selection policy
Commissions in kind: Mandarine Gestion does not receive commissions in kind on its own behalf or on behalf of third parties.
For further information, unitholders may refer to the UCITS' annual report, which is available from the Management Company.

4. COMMERCIAL INFORMATION

- Terms for subscribing to and redeeming units

Under the provisions of the prospectus, subscriptions and redemptions of mutual fund units may be carried out with CACEIS BANK and, where applicable, with financial intermediaries affiliated with Euroclear France.

- Terms for informing holders

The Key Investor Information Document, the prospectus and the latest annual and interim reports of the mutual fund will be sent out within eight business days upon written request from the unitholder to:

MANDARINE GESTION
30, Avenue Kléber - 75016 Paris
E-mail: serviceclient@mandarine-gestion.com

- Information in the event of a change in the mutual fund's operating procedures

Unitholders are informed of changes made to the mutual fund's operating procedures, either individually or through the press or by any other means in accordance with instruction no. 2011-19. This information may be provided, where applicable, through Euroclear France and its affiliated financial intermediaries.

- The net asset value can be consulted at the offices of the management company and on its website www.mandarine-gestion.com

- Information on the inclusion of environmental, social and governance (ESG) criteria in the investment policy is available on the www.mandarine-gestion.com website and will be included in the annual report.

- Mandarine Gestion's sustainability risk integration policy and due diligence policy relating to the negative impact of investment decisions on sustainability factors are available on the website www.mandarine-gestion.com in the Regulatory Information section.

- The management company has specified how this product considers the negative impact of investment decisions on sustainability factors in the SFDR appendix available on the company's website www.mandarine-gestion.com.

5. INVESTMENT RULES

The UCITS shall comply with the eligibility rules and investment limits applicable to UCITS, in particular Articles L214-20 and R214-9 et seq. of the French Monetary and Financial Code and the AMF General Regulation.
In particular, it may invest up to 35% of its assets in eligible financial securities and money market instruments issued or guaranteed by any authorised state or public or semi-public body.

6. GLOBAL RISK

Overall risk monitoring method: Commitments on futures markets are calculated using the commitment calculation method.

7. RULES FOR ASSET ACCOUNTING METHODS AND VALUATION

The company has complied with the accounting rules prescribed by the regulations in force, in particular regulation no. 2003-02 of 02 October 2003 of the Comité de la Réglementation Comptable (French Accounting Regulations Committee) and opinion no. 2003-08 of 24 June 2003 of the Conseil National de la Comptabilité (French National Accounting Council) relating to the chart of accounts for undertakings for collective investment in transferable securities, approved by the decree of 16 December 2003.

7.1 Valuation methods

The portfolio is valued at each net asset value and at the balance sheet date according to the following rules:
Transferable securities traded on a regulated market:
European and foreign equities and similar instruments are valued on the basis of stock market prices at the closing date.

Fixed-income instruments are valued at market price, either on the basis of the average prices contributed by market specialists or on the basis of directly contributed prices.
Units or shares of European UCITS and/or AIFs open to non-professional clients are valued at the last known net asset value.
Negotiable debt securities:
Purchase price plus accrued interest for negotiable debt securities with a maturity of up to three months and for negotiable debt securities with a maturity of more than three months, market value or, in the absence of significant transactions, using an actuarial method. The capital gains or losses generated on possible disposals of French or foreign securities are calculated using the FIFO method.
Forward financial instruments traded on a regulated market are valued at the settlement price.
Options traded on a regulated market are valued at the closing price.
Financial instruments whose price has not been recorded, whose trend appears incorrect on the valuation day or whose price has been corrected are valued at their probable trading value under the responsibility of the Management Board. These valuations and their justification are communicated to the statutory auditor during its audits.

7.2 Valuation methods for off-balance sheet commitments

Off-balance sheet items are stated at market value, with this value resulting for conditional transactions from translation into the underlying equivalent.
Commitments on futures markets are calculated using the commitment calculation method.

7.3 Indication of the accounting method for securities

Securities are accounted for excluding costs.

7.4 Description of the method used to account for income from fixed-income securities

Income is accounted for on an accruals basis.
Net income is accumulated (C and I units) or distributed (D units). Net realised capital gains are accumulated (C and I units) or are accumulated and/or distributed at the discretion of the management company (D units).

7.5 Accounting method

The accounting currency is the euro.

8. REMUNERATION

The Management Company has put in place a remuneration policy for categories of staff whose professional activities have a significant impact on the risk profile of the management company or UCITS.
These categories of staff include managers, members of the Management Board including senior management, risk takers, persons exercising control functions, persons with the power to exercise influence over employees, and all employees receiving total remuneration falling within the same remuneration bracket as risk takers and senior management.
This policy details the main principles relating to the determination and payment of remuneration.
The Policy is designed to avoid conflicts of interest and reckless risk-taking or risk-taking that is incompatible with the risk profiles of the UCIs it manages and, in general, with the interests of the unitholders of the Funds managed by the management company.
Details of the updated remuneration policy are available on the management company's website at www.mandarine-gestion.com. A paper copy is made available free of charge upon request.
Mandarine Gestion has set up a remuneration committee. The Remuneration Committee is organised in accordance with the internal rules and in compliance with the principles set out in Directive 2009/65/EC and Directive 2011/61/EU.

MUTUAL FUND REGULATIONS

SECTION I - ASSETS AND UNITS

Article 1 - Co-ownership units

Co-ownership rights are expressed in units, with each unit corresponding to the same fraction of Fund assets. Each unitholder has a right to co-ownership of Fund assets in proportion to the number of units held. The term of the fund is 99 years from the date of its creation, except in the event of early dissolution or extension as provided for in these regulations.
Categories of units:
the features of the different unit categories and their access conditions are specified in the mutual fund's Prospectus.
The different categories of units may:
- benefit from different income distribution methods (distribution or capitalisation);
- be denominated in different currencies;
- have different management fees;
- have different subscription and redemption fees;
- have a different nominal value;
- be systematically hedged against risk, in part or in full, as defined in the Prospectus. This hedging is achieved by means of financial instruments minimising the impact of hedging transactions on other categories of units of the UCITS;
- be confined to one or more marketing channels.

The Fund may consolidate or split its units.
The Board of Directors of the management company may decide to split the units into tenths, hundredths, thousandths or ten thousandths, known as fractional units.
The provisions of the Regulations governing the issue and redemption of units shall also apply to fractional units, the value of which is always proportional to that of the unit they represent. Unless otherwise stipulated, all other provisions of these Regulations relating to units shall also apply to fractional units, without it being necessary to state this explicitly.
Finally, the Board of Directors of the management company may, at its sole discretion, split the units by creating new units that are allocated to unitholders in exchange for old units.

Article 2 - Minimum assets

Units may not be redeemed if the assets of the mutual fund (or the sub-fund) fall below EUR 300 000. If the assets remain below this amount for a period of thirty days, the management company shall take the necessary steps to liquidate the UCITS in question, or to carry out one of the operations stipulated in Article 411-16 of the AMF General Regulation (transfer of the UCITS).

Article 3 - Issue and redemption of units

Units may be issued at any time at the request of the unitholders, based on their net asset value plus any subscription fees, where applicable.

Redemptions and subscriptions are carried out according to the terms and conditions set out in the Prospectus. Units of the Fund may be admitted for listing in accordance with the regulations in force. Investments must be fully paid up on the date on which the net asset value is calculated. They may be paid for in cash and/or financial instruments. The Management Company shall be entitled to reject securities offered to it, and shall therefore have a period of seven days from the date of receipt of the securities to announce its decision.

If the securities are accepted, they are valued in accordance with the rules set out in Article 4 and the subscription is carried out on the basis of the net asset value immediately following acceptance of the securities in question.
All redemptions are made exclusively in cash, except where the Fund is liquidated and where unitholders have expressed their consent to reimbursement in the form of securities. They are paid by the issuing account holder within five days of valuation of the unit.

Under exceptional circumstances, however, where reimbursement requires the prior disposal of assets held in the Fund, this period may be extended up to a maximum of 30 days.
Except in the case of inheritance or inter vivos distribution, the transfer of units from one unitholder to another, or to a third party, is treated as a redemption followed by a subscription. In the case of a third party, the amount of the sale or transfer must, if necessary, be made up by the beneficiary to the minimum subscription amount specified in the Prospectus. Pursuant to Article L. 214-8-7 of the

Monetary and Financial Code, both the redemption by the mutual fund of its units and the issue of new units may be suspended temporarily by the management company if required by exceptional circumstances and if this is in the interests of the unitholders.

When the mutual fund's net assets are less than the amount fixed by the regulations, no units may be redeemed.
The UCITS may cease to issue units in application of the third paragraph of Article L. 214-8-7 of the Monetary and Financial Code, either temporarily or permanently, in whole or in part, in objective situations leading to the closure of subscriptions, such as a maximum number of units issued, a maximum amount of assets reached or the expiry of a given subscription period. The enactment of this mechanism shall be subject to notification by all appropriate means to existing unitholders regarding its activation, as well as the threshold and objective situation that led to the decision of the partial or total closure. In the case of a partial closure, this notification by all appropriate means shall explicitly state the terms according to which existing unitholders may continue to subscribe for the duration of this partial closure. Unitholders are also informed by any means of the decision by the UCITS or the management company either to terminate the total or partial closure of subscriptions (when the trigger threshold falls below), or not to terminate it (in the event of a change in the threshold or a change in the objective situation that led to the implementation of this tool). A change to the aforementioned objective situation or the mechanism enactment threshold must always be made in the interests of the unitholders.
The notification by all appropriate means shall state the exact reasons for such changes.

Article 4 - calculation of the net asset value

The net asset value of the units is calculated in accordance with the valuation rules set out in the Prospectus. Contributions in kind may only include securities or contracts eligible for inclusion in the assets of European UCITS/AIFs open to non-professional clients; they are valued in accordance with the valuation rules applicable to the calculation of net asset value.

SECTION II – FUND OPERATION

Article 5 - Management company

The fund is managed by the management company in accordance with the strategy set out for the fund.
The management company shall act in all circumstances in the exclusive interest of the unitholders and can only exercise the voting rights attached to the securities in the fund.

Article 5a - Operating rules

The instruments and deposits in which the UCITS may invest and the investment rules are specified in the Prospectus.

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

Units may be admitted for trading on a regulated market and/or multilateral trading facility in accordance with the regulations in force. In the event that the mutual fund whose shares are admitted to trading on a regulated market has an index-based management objective, the fund must have a mechanism in place to ensure that the price of its shares does not differ appreciably from its net asset value.

Article 6 - The depositary

The depositary carries out the tasks that are their responsibility in application of the laws and regulations in effect, as well as those to which they are contractually bound by the management company. They must notably ensure the regularity of decisions made by the portfolio's management company. They must, where applicable, take all precautionary measures that they deem appropriate. In the event of any dispute with the Management Company, they shall inform the Financial Markets Authority.

Article 7 - the statutory auditor

An auditor is appointed for a period of six years, following approval by the Financial Markets Authority, the management company's governance body.
They certify the compliance and veracity of the accounts.
The statutory auditor's term of office may be renewed.
The auditor is responsible for reporting, as soon as possible, any fact or decision of which they are made aware as part of their role, concerning the collective investment undertaking for transferable securities, to the Financial Market Authority, of a nature:
1 To constitute a violation of legal or regulatory provisions applicable to this undertaking and likely to have significant effects on the financial situation, the results or the holdings;
2 To undermine the conditions or the continuity of its use;
3 To lead to the issuance of reserves or the refusal of account certification.
The valuations of the assets and the calculation of the exchange parities in conversion, merger or demerger transactions shall be supervised by the statutory auditor.
They will appraise any contribution in kind under their responsibility.
They shall check the composition of the assets and other elements prior to publication.
The statutory auditor's fees are determined by mutual agreement between the statutory auditor and the Board of Directors or the Executive Board of the Management Company on the basis of a work schedule specifying the duties considered necessary.
He shall certify the situations on the basis of which interim distributions are made.

Article 8 - Financial statements and management report

At the close of each financial year, the Management Company shall draw up summary documents and a report on the management of the fund (and, where applicable, on each sub-fund) for the past financial year.
The management company draws up an inventory of the UCITS' assets at least every six months, under the supervision of the depositary.
The Management Company shall make these documents available to the unitholders within four months of the end of the financial year and shall inform them of the amount of income to which they are entitled: these documents are either sent by post at the express request of the unitholders, or made available at the Management Company.

SECTION III - TERMS AND ALLOCATION OF DISTRIBUTABLE SUMS

Article 9 – Procedures for allocation of amounts available for distribution

The distributable amounts consist of:
1°) the net income plus the amount carried forward, plus or minus the balance of accrued income;
2°) the capital gains earned, net of fees, minus the capital losses incurred, net of fees, recorded during the financial year, plus the net capital gains of the same kind recorded during previous financial years that have not been capitalised or distributed and are decreased or increased by the balance of the accrued income of the capital gains.
The amounts stated in 1° and 2° may be distributed, in whole or in part, independently of one another.
Distributable sums are paid out no later than four months after the end of the financial year.
The Fund's net income is equal to the amount of interest, arrears, premiums and prizes, dividends, directors' fees and all other income relating to the securities in the Fund's portfolio, plus the proceeds of sums temporarily available, less the amount of management fees and borrowing costs.
The Management Company decides on the distribution of distributable amounts.
For each class of units, where applicable, the fund may opt for one of the following formulas for each of the amounts stated in 1° and 2°:
- full capitalisation: the amounts available for distribution are fully capitalised, except those subject to mandatory distribution by law;
- full distribution: distributable amounts are distributed in full, rounded to the nearest whole number;
- for funds wishing to retain the freedom to accumulate and/or distribute and/or carry forward distributable amounts, the management company shall decide each year on the allocation of each of the amounts referred to in 1° and 2°.

Where applicable, the management company may decide, during the financial year, to distribute one or more interim amounts up to the limit of the net income of each of the amounts referred to in 1° and 2° recorded at the date of the decision.
The precise income allocation procedures are set out in the Prospectus.

SECTION IV - MERGERS - DEMERGERS - DISSOLUTION - LIQUIDATION

Article 10 – Mergers - Demergers

The management company may either transfer all or part of the assets held in the fund to another European UCITS/AIFs that it manages and that is open to non-professional investors, or split the fund into two or more other pooled funds that it will manage.
These mergers or demergers shall give rise to the issue of a new certificate specifying the number of units held by each unitholder.

Article 11 – Dissolution - Extension

If the Fund's assets (or, where applicable, those of a sub-fund) remain below the amount laid down in Article 2 above for a period of thirty days, the management company shall inform the Financial Markets Authority and dissolve the Fund (or, where applicable, the sub-fund), unless there is a merger operation with another mutual fund. The management company may dissolve the Fund (or, where applicable, the sub-fund) early. It shall inform the unitholders of its decision, and subscription and redemption requests will not be accepted after this date. The Management Company shall also dissolve the Fund (or, where applicable, the sub-fund) in the event of a redemption request for all of the units, or where the Depositary is relieved of its responsibilities and no other Depositary has been appointed, or on expiry of the term of the Fund, if not extended.
The Management Company shall inform the Financial Markets Authority by post of the date and of the procedure adopted for the dissolution. Subsequently, the Management Company shall send the auditor’s report to the Financial Markets Authority.
The Management Company may decide to extend a Fund in agreement with the Depositary. Its decision must be taken at least three months prior to expiry of the Fund's term and must be notified to the unitholders and the Financial Markets Authority.

Article 12 - Liquidation

In the event of dissolution, the Management Company shall act as liquidator, failing which a liquidator shall be appointed by the court at the request of any interested party. To this end, they are vested with the most extensive powers for liquidating assets, paying creditors and distributing the available balance to unitholders in cash or securities.
The statutory auditor and the Depositary shall continue to perform their duties until the liquidation operations have been completed.

SECTION V - DISPUTES

Article 13 - Jurisdiction - Choice of domicile

Any disputes relating to the Fund which may arise during its operation or liquidation, either between the unitholders or between the unitholders and the management company or the depositary, shall be submitted to the jurisdiction of the competent courts.

ADDITIONAL INFORMATION FOR INVESTORS IN GERMANY

Right to publicly market shares in Germany

Mandarine Gestion has notified the Bundesanstalt für Finanzdienstleistungsaufsicht ("BaFin") of its intention to publicly market units of the Fund in Germany. Since completion of the notification process Mandarine Gestion has the right to publicly market units of the Fund in Germany.

Subscriptions, repurchase and redemption orders can be addressed to the investor's respective entity in Germany maintaining their custody accounts which will in turn forward the requests for processing to the Administrator of the Company or will request the redemption on its own name for the account of the investor.

Payments relating to the units of the UCITS will also be made through the respective entity in Germany maintaining the client's custody account which will credit the payments to the investor's account.

Investors with their place of residence in Germany may request that all payments (redemption proceeds, any distributions, and other payments) be forwarded to the investors through the respective entity in Germany maintaining the client's custody account which will credit the payments to the investor's account.

The Prospectus, the Key Information Documents, the management regulations as well as the annual and semi-annual reports of the Fund are available free of charge in hardcopy at the registered office of Mandarine Gestion, 30 avenue Kléber, 75016 Paris – France and asking at contact@mandarine-gestion.com.

The subscription and redemption prices are also available at the registered office of Mandarine Gestion, 30 avenue Kléber, 75016 Paris – France and on the website www.mandarine-gestion.com.

The handling of information and access to procedures and arrangements referred to in Article 15 of Directive 2009/65/EC relating to investors' exercise of their rights can be obtained from Mrs Vanina Casta by mailing contact@mandarine-gestion.com

The information and documents required pursuant to Chapter IX of Directive 2009/65/EC available to investors can be obtained from Mrs Vanina Casta by mailing contact@mandarine-gestion.com

No units of EU UCITS will be issued as printed individual certificates.

Publications

The latest documents, issue, sale, repurchase or redemption price of the units is available at the registered office of the Fund, on the website http://www.mandarine-gestion.com.

Any announcements to investors in the Federal Republic of Germany will be published on the website http://www.mandarine-gestion.com.

In addition, communications to investors in the Federal Republic of Germany will be made available by means of a durable medium (section 167 of the Investment Code) in the following cases:

- suspension of the redemption of the units,
- termination of the management of the fund or its liquidation,
- any amendments to the company rules which are inconstant with the previous investment principles, which affect material investor rights or which relate to remuneration and reimbursement of expenses that may be paid or made out of the asset pool,
- merger of the fund with one or more other funds and
- the change of the fund into a feeder fund or the modification of a master fund.

Template pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852

Sustainable investment means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does no significant harm to any environmental or social objective and that the investee companies follow good governance practices.

Name of the product:

MANDARINE CREDIT OPPORTUNITIES
(the "Fund")

Legal entity identifier:

9695002U6Y50VZDEFJ60

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, which includes a list of **environmentally sustainable economic activities**. This regulation does not list socially sustainable economic activities.Sustainable investments with an environmental objective are not necessarily aligned with the taxonomy.

Environmental and/or social characteristics

Does this financial product have a sustainable investment objective?

☐ **Yes**	☒ **No**
☐ It will make a minimum of **sustainable investments with an environmental objective:** ☐ in economic activities that qualify as environmentally sustainable under the EU Taxonomy ☐ in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy ☐ It will make a minimum of **sustainable investments with a social objective:** %	☒ It promotes Environmental and Social (E/S) characteristics and, while it does not have as its objective a sustainable investment, it will have a minimum proportion of 30% of sustainable investments ☐ with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy ☒ with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy ☒ with a social objective ☐ It promotes E/S characteristics, but **will not make any sustainable investments**

What environmental and/or social characteristics are promoted by this financial product?

Our approach is to incorporate environmental and social criteria into the company selection process. These will influence environmental, social and governance (ESG) ratings, which will reduce the initial investment universe. The environmental dimension includes the fight against climate change, the preservation of biodiversity, water and waste management, product life cycle analysis and pollution.
The social dimension incorporates social and societal issues. Social issues include managing working conditions, employee well-being, social dialogue, employee skills and managing restructuring operations. Societal challenges include respect for human rights, relations with local communities, management of the value chain (upstream and downstream) and business ethics. The index is not intended to be aligned with the environmental or social objectives as promoted by the mutual fund.

Sustainability indicators measure how the environmental or social characteristics promoted by the financial product are attained.

What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?

In the environmental field, the criteria used and associated indicators are as follows:

- policies: existence of formalised commitments incorporating environmental aspects, with action plans and quantified and dated targets, level of ambition of targets
- responsibilities: identification of the persons and bodies responsible for the implementation and supervision of the policy
- resources: investment budget, R&D, environmental management system, training of teams, internal operational deployment, integration of requirements in relations with suppliers
- results: communication of results, changes in ratios and monitoring of indicators presented in action plans (GHG emissions in absolute terms, trend, waste production and proportion of recovered waste, water consumption, energy consumption, etc.)
- environmental impact of products: life cycle analysis, positive or negative contribution of the activity

In the social field, the criteria used and associated indicators are as follows:

- policies: existence of formalised commitments incorporating social aspects, with action plans and quantified and dated targets, level of ambition of targets
- responsibilities: identification of the persons and bodies responsible for the implementation and supervision of the policy

- resources: investment budget, working conditions management system, training of teams, internal operational deployment, integration of requirements in relations with suppliers, management system for restructuring operations
- results: communication of results, changes in ratios and monitoring of indicators presented in action plans (proportion of staff covered by collective agreements, absenteeism, turnover, accidents, proportion of employees trained and the number of training hours, employee shareholding)
- social impact of products: social added value of the activity demonstrating a social impact for customers, local communities (product accessibility), society (health preservation)

What are the objectives of the sustainable investments that the financial product mainly intends to make and how does the sustainable investment contribute to such objectives?

The financial product partially intends to make sustainable investments by assessing the positive contribution of companies to the environment and society through impact assessments developed in-house: Best practices score, Social solution, Environmental solution, Best Effort, Best Performance.

The methodologies used in these impact assessments may change over time to take into account the availability of data, regulatory recommendations or best market practices.

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

To what extent do the sustainable investments that the financial product mainly intends to make do no significant harm to an environmentally or socially sustainable investment objective?

The financial product does not have a sustainable investment objective. On the other hand, sustainable investments made as part of the management of the mutual fund are categorised in this way for the social or environmental added value provided by the company. To ensure that the financial product's sustainable investments will not significantly harm any environmental or social objective (DNSH), Mandarine Gestion has defined an exclusion policy based on thresholds linked to the PAI (principal adverse impacts) in order to reduce the financial product's exposure to social and environmental harm. In addition, the analysis of sustainable investment is supplemented by taking into account the company's good governance practices and by monitoring controversies.

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

To prove the DNSH principle and define sustainable investment, Mandarine Gestion takes into account the 14 mandatory PAIs through ESG analysis, controversy management and sector exclusion policies. The strategy for taking these PAIs into account is discussed in detail in question 2.

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

By taking into account the 14 mandatory PAIs, and in particular the use of the following 2 PAIs, investments in this financial product comply with the principles mentioned:

- Violation of the principles of the UN Global Compact and the OECD Guidelines for Multinational Enterprises.
- Absence of processes and mechanisms to monitor compliance with the United Nations principles and the OECD Guidelines for Multinational Enterprises.

The EU Taxonomy establishes a “do no significant harm” principle whereby taxonomy-aligned investments should do no significant harm to the objectives of the EU Taxonomy and is accompanied by specific EU criteria.

The “do no significant harm” principle only applies to investments underlying the financial product that take into account the European Union’s criteria for environmentally sustainable economic activities.The investments underlying the remaining portion of this financial product do not take into account the European Union criteria for environmentally sustainable economic activities.

Any other sustainable investment must also not cause significant harm to environmental or social objectives.

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

☒ Yes

☐ No

This financial product takes into account the principal adverse impacts (PAI) on sustainability factors through:

CLIMATE & ENVIRONMENT PILLAR

Scope 1, 2 and 3 greenhouse gas emissions are taken into account in the ESG analysis. This raw data ultimately makes it possible to estimate the temperature of our portfolios.

The carbon footprint (in teqCO2/million euros of revenue) is taken into account in the ESG analysis.

Weighted average carbon intensity (in teqCO2), taken into account in ESG analyses and the monitoring of ESG indicators.

Exposure to fossil fuels is taken into account in ESG analyses. This theme is also the subject of shareholder engagement with portfolio companies. It also directly motivates the internal policy to exit coal.

The share of non-renewable energy consumption and production taken into account in the ESG analysis.

Energy consumption is taken into account in the ESG analysis.

The impact on biodiversity, taken into account in the ESG analysis and monitoring of ESG indicators.

Water consumption is taken into account in ESG analyses.

Tonnes of hazardous waste considered in the ESG analysis.

SOCIAL PILLAR, HUMAN RESOURCES, RESPECT FOR RIGHTS INCLUDING HUMAN RIGHTS

Diversity on company boards in terms of % of women, taken into account in the ESG analysis. In addition, Mandarine Gestion’s commitment is to vote in this way at general meetings.

The proportion of issuers involved in the breach of the UN Global Compact is taken into account in ESG analyses and controversy monitoring.

The gender pay gap is taken into account in our ESG analyses.

Exposure to controversial weapons (anti-personnel mines, cluster munitions) is the subject of an exclusion policy.

What investment strategy does this financial product follow?

The investment objective is to outperform the Ester capitalised index + 258.5 bps, with a preference for floating-rate or index-linked bonds, over the recommended investment horizon and by implementing an SRI strategy.

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

What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?

The investment strategy is based upstream on the ESG selection of securities eligible for the fund in a best-in-class approach.
The AMC establishes a starting universe of around 1050 issuers, corresponding to the ICE BofA Euro Corporate Index (ER00) and the ICE BofA Euro Fixed & Floating Rate High Yield Index (HEA0). All securities in the defined universe are analysed using non-financial criteria according to criteria defined by the Management Company's internal SRI analysis team.

1) Exclusion of issuers in which a significant percentage (5% of revenue) of business is in tobacco, alcohol, pornography, gambling, weapons, GMOs or pesticides. In addition, the fund applies the management company's coal exit policy, which concerns coal-fired electricity producers and the operation of coal mines.

2) Exclusion of issuers with ESG controversies whose severity is assessed at category 4 or 5 by Sustainalytics (5 being the most severe controversy category).

3) For the remaining stocks, exclusion of companies whose ESG Sustainalytics score (ESG Risk Rating) is included in the last two deciles. The overall exclusion rate from the ESG selection process is always above 20%.

What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?

The exclusion rate of the ESG selection process from the universe of non-index private issuers is always greater than 20%.

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

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

The policy put in place to assess good governance practices includes two levels of analysis:

1) The criterion of good governance incorporated into the definition of sustainable investment

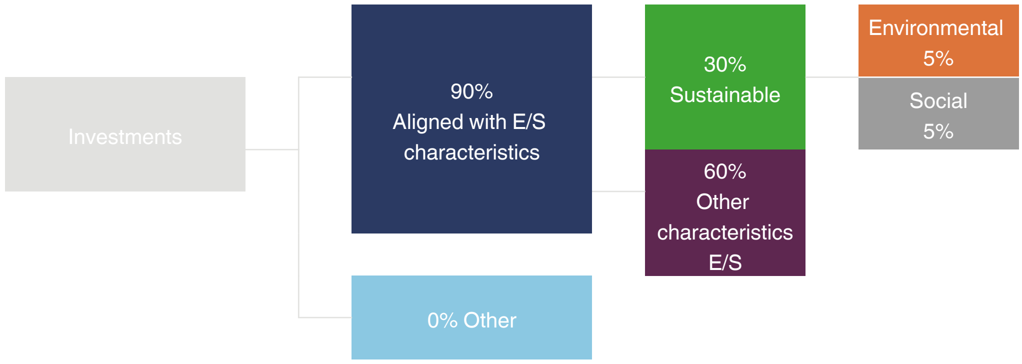
A first phase of categorical exclusions is based on the ISS and Gaia Governance ratings. By combining two data providers, we extend the coverage of analysed stocks. In addition, Gaia publishes more detailed information on small caps and supplements the scope of ISS's analysis. Exclusion thresholds then apply:
(i) For companies that are analysed only on ISS: the exclusion threshold is set at the Governance score of 1.3/4. Companies that do not meet this rating are strictly excluded from the investment scope.
(ii) For companies that are analysed only on Gaia: the exclusion threshold set is the same as for ISS and concerns companies that have a Governance score below 33/100.
(iii) For companies analysed on ISS and Gaia: we will favour the Gaia rating for companies with a capitalisation below EUR 1 billion and the ISS rating for companies with a capitalisation above this threshold. The exclusion threshold that applies is the one specified above for the corresponding supplier.
(iv) For companies not covered by data providers, a qualitative ESG analysis will be conducted by the SRI team.

2) The governance criterion within the ESG analysis
This is a qualitative analysis of the targeted stocks, specifically focused on the following aspects:
(i) The independence and parity of the Board of Directors (i.e. for the Chairman: role separate from that of Chief Executive Officer, independence with regard to the company's executive activities, independence in terms of shareholder structure/ For the Management Board members' skills and experience, executive and shareholder independence, parity/For the committees: independence of committee members, existence of specialised committees related to the company's activity).

(ii) Shareholder democracy: respect for the principle of "one share, one vote".
(iii) Transparency in the company's remuneration policy: CEO's salary disclosed, acceptable difference ratio between the CEO's salary and that of employees, variable remuneration indexed to the performance of reliable and ambitious non-financial indicators.
(iv) Balance of governance bodies: balance of powers and relations between specialised committees, positioning of the risk monitoring team.
(v) CSR maturity level: integration into governance bodies, quantified and dated strategic plan, development of a materiality matrix.

Asset allocation describes the share of investments in specific assets.
Taxonomy-aligned activities are expressed as a percentage 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.

What is the asset allocation planned for this financial product?
The expected asset allocation for this financial product is as follows: the % of portfolio assets aligned with the E/S characteristics is at least 90%.



The category **#1 Aligned with E/S characteristics** includes investments in the financial product used to attain the environmental or social characteristics promoted by the financial product.

The category **#2 Other** includes the remaining investments of the financial product that are neither aligned with environmental or social characteristics nor considered as sustainable investments.

The category **#1 Aligned with E/S characteristics** includes:
- the sub-category **#1A Sustainable** covers sustainable investments with environmental or social objectives;
- the sub-category #**1B Other E/S characteristics** covers investments aligned with the environmental or social characteristics that do not qualify as sustainable investments.

To comply with the EU Taxonomy, the criteria for fossil gas include limitations on emissions and switching to fully renewable power or low-carbon fuels by the end of 2035.For nuclear energy, the criteria include comprehensive safety and waste management rules

How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?

The use of derivatives for risk exposure and hedging purposes has no adverse impact on the E/S characteristics promoted by the financial product.

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

The Fund promotes environmental characteristics but does not undertake to make investments that take into account the criteria of the European Union in terms of environmentally sustainable economic activities. However, it is possible that the fund may make underlying investments that take these criteria into account. In this case, the “do no significant harm” principle would only apply to those investments underlying the financial product that take into account EU criteria for environmentally sustainable economic activities and not to the remaining portion of the underlying investments. The financial product commits to a 0% alignment with the European Taxonomy.

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

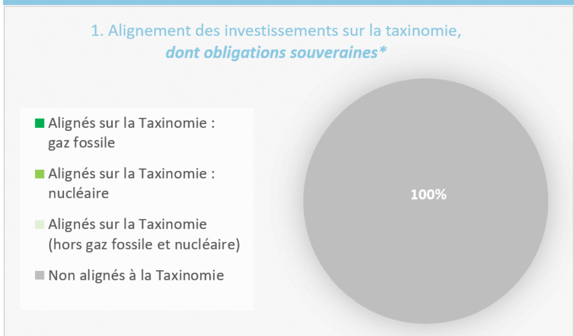
☐ Yes

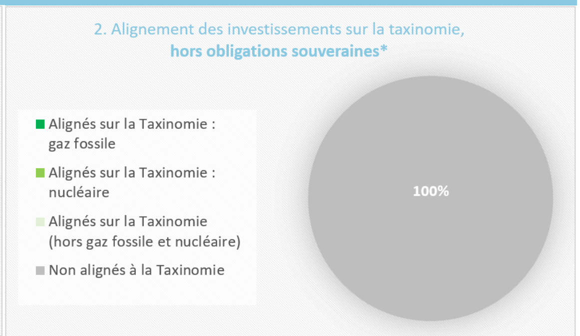
☐ In fossil gas ☐ In the nuclear energy sector

☒ No

Enabling activities directly enable other activities to make a substantial contribution to an environmental objective.
Transitional activities are activities for which low-carbon alternatives are not yet available and, among other things, have greenhouse gas emission levels corresponding to the best performance.

The two graphs below show in green the minimum percentage of investments 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 with respect to all investments in the financial product, including sovereign bonds, while the second graph represents the taxonomy alignment only with respect to investments in the financial product other than sovereign bonds.





This graph represents 100% of total investments.

** For the purposes of these graphs, "sovereign bonds" consist of all sovereign exposures.*

What is the minimum share of investments in transitional and enabling activities?
To date, the minimum share of investments in transitional and enabling activities is therefore 0% of net assets.

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?
To date, the investment methodology does not favour any specific sustainability characteristic between an environmental alignment aligned with the taxonomy or not, or a social alignment.

What is the minimum share of sustainable investments with a social objective?
Furthermore, the sum of the share of investment with an environmental and a social objective is at least equal to 30%.

What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?
"Other" assets represent a maximum of 10%; these are cash, possibly UCIs and, where applicable, unrated issuers. In the latter case, however, these issuers are subject to the global exclusion process.

Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?
The financial product does not have a reference benchmark aligned with the E/S characteristics it promotes.

Reference benchmarks are indices that measure whether the financial product achieves the environmental or social characteristics it promotes.

How is the reference benchmark continuously aligned with each of the environmental or social characteristics promoted by the financial product?
The financial product does not have a reference benchmark aligned with the E/S characteristics it promotes.

How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?
The financial product does not have a reference benchmark aligned with the E/S characteristics it promotes.

How does the designated index differ from a relevant broad market index?
The financial product does not have a reference benchmark aligned with the E/S characteristics it promotes.

Where can the methodology used for the calculation of the designated index be found?
The financial product does not have a reference benchmark aligned with the E/S characteristics it promotes.

Where can I find more product specific information online?
More information on the product is available on the website:
More information can be found on our website (https://mandarine-gestion.com)