

## PROSPECTUS

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

LAZARD MULTI ASSETS

SICAV WITH SUB-FUNDS

This UCITS is managed by LAZARD FRERES GESTION SAS

### I - GENERAL FEATURES

#### FUND'S FORM

Name	LAZARD MULTI ASSETS
Registered offices	10 avenue Percier - 75008 Paris
Legal form	Société d'Investissement à Capital Variable (SICAV)
Inception date - term	This UCI was created on 13/11/2019 for a period of 99 years.

#### Fund overview : the UCI comprises 3 sub-funds

Fund overview of the Sub-fund Lazard Patrimoine SRI

ISIN code	Allocation of distributable income		Base currency	Eligible investors	Minimum initial subscription	Initial NAV
	Allocation of net income	Allocation of net realised capital gains				
Share RC EUR FR0012355139	Accumulation	Accumulation	EUR	Tous souscripteurs	1 share	115.64 EUR
Share PC EUR FR0012355113	Accumulation	Accumulation	EUR	Authorised investors (1)	1 share	1170.78 EUR
Share PD EUR FR0013135472	Distribution	Accumulation and/or Distribution and/or Retention	EUR	Authorised investors (1)	1 share	1140.39 EUR
Share PC H-USD FR0013477213	Accumulation	Accumulation	USD	Authorised investors (1)	1 share	1000 USD

ISIN code	Allocation of distributable income		Base currency	Eligible investors	Minimum initial subscription	Initial NAV
	Allocation of net income	Allocation of net realised capital gains				
Share MC EUR FR0014008GJ5	Accumulation	Accumulation	EUR	Share reserved for collective savings plans or deferred compensation plans of the French entities of the Lazard Group	None	15 EUR

(1) Authorised investors:

(i) Investors subscribing through distributors or financial intermediaries who are subject to MIFID II or an equivalent regulation outside of the European Union, as part of:

- their independent advisory activity;
- a non-independent advisory activity or third-party portfolio management for which they sign an agreement with their clients stipulating that they do not receive retrocession payments.

(ii) Professional clients as set out in European Directive 2014/65/EU or an equivalent regulation outside of the European Union.

Fund overview of the Sub-fund Lazard Patrimoine Opportunities SRI

ISIN code	Allocation of distributable income		Base currency	Eligible investors	Minimum initial subscription	Initial NAV
	Allocation of net income	Allocation of net realised capital gains				
Share RC EUR FR0007028543	Accumulation	Accumulation	EUR	All subscribers	1 share	77.10 EUR
Share PC EUR FR0013409463	Accumulation	Accumulation	EUR	Authorised investors (1)	1 share	1062.63 EUR Division by 100 of the net asset value on 27/04/2022.
Share PD EUR FR0012620342	Distribution	Accumulation and/or Distribution and/or Retention	EUR	Authorised investors (1)	1 share	1 111.58 EUR Division by 100 of the net asset value on 27/04/2022

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(i) Investors subscribing through distributors or financial intermediaries who are subject to MIFID II or an equivalent regulation outside of the European Union, as part of:

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#### Fund overview of the Sub-fund Lazard Patrimoine Moderato

ISIN code	Allocation of distributable income		Base currency	Eligible investors	Minimum initial subscription	Initial NAV
	Allocation of net income	Allocation of net realised capital gains				
Share PC EUR FR0011261163	Accumulation	Accumulation	EUR	Authorised investors (1)	1 share	1156.29 EUR
Share RC EUR FR0013520798	Accumulation	Accumulation	EUR	All subscribers	1 share	1023.18 EUR
Share PD EUR FR0013520806	Distribution	Accumulation and/or Distribution and/or Retention	EUR	Authorised investors (1)	1 share	1023.17 EUR
Share MC EUR FR0014008GI7	Accumulation	Accumulation	EUR	Share reserved for collective savings plans or deferred compensation plans of the French entities of the Lazard Group	None	15 EUR

(1) Authorised investors:

(i) Investors subscribing through distributors or financial intermediaries who are subject to MIFID II or an equivalent regulation outside of the European Union, as part of:

- their independent advisory activity;
- a non-independent advisory activity or third-party portfolio management for which they sign an agreement with their clients stipulating that they do not receive retrocession payments.

(ii) Professional clients as set out in European Directive 2014/65/EU or an equivalent regulation outside of the European Union.

The UCI's prospectus, latest annual and periodic reports, the composition of assets and LAZARD FRERES GESTION SAS's standards regarding the exercise of voting rights, as well as the report on the exercise of voting rights, will be sent out within eight working days upon written request to:

**LAZARD FRERES GESTION SAS**

25, rue de Courcelles 75008 Paris France

The prospectus is also available at [www.lazardfreresgestion.fr](http://www.lazardfreresgestion.fr).

Designated contact:

Customer service - Monday to Friday - 9 to 18

Tél. +33 (0)1 44 13 01 79

where further information may be obtained if necessary.

## II - SERVICE PROVIDERS

Delegated management company	<p>LAZARD FRERES GESTION SAS  25, rue de Courcelles – 75008 Paris  Management company incorporated under French law authorised by the French securities regulator (Autorité des Marchés Financiers – AMF) on 28th December 2004, no. GP 04 0000 68</p>
Custodian	<p>CACEIS BANK  89-91 rue Gabriel Péri – 92120 Montrouge  Bank and investment services provider accredited by the CECEI on April 1st, 2005.  The custodian’s functions, as set out in the applicable regulations, include safeguarding of the assets, ensuring the legality of decisions taken by the management company and monitoring of cash flow related to the Funds.</p> <p><u>Sub-delegation:</u>  A description of the functions of delegated custody agents, a list of the custody and sub-custody agents of CACEIS Bank, and information on conflicts of interest that may arise in relation to these agents are available on the CACEIS website: <a href="http://www.caceis.com">www.caceis.com</a> (Regulatory watch – UCITS V – Sub Custodians List).  Investors may obtain updated information on request.  The custodian operates independently of the investment management company.</p>
Delegated registrar of units	<p>CACEIS BANK  89-91 rue Gabriel Péri – 92120 Montrouge  Public limited company with a board of directors</p> <p>Bank and investment services provider accredited by the CECEI on April 1st, 2005.</p>
Delegated agent for the centralisation of subscription and redemption orders	<p>CACEIS BANK  89-91 rue Gabriel Péri – 92120 Montrouge  The management company has delegated management of the Fund’s liabilities to CACEIS Bank, which is therefore responsible for centralising and processing subscription and redemption orders for the Fund’s units</p> <p><b>Co-centralisation:</b>  LAZARD FRERES BANQUE  175 boulevard Haussmann - 75008 Paris  On behalf of clients for whom it provides custody account-keeping services</p>
Accounting management by delegation	<p>CACEIS FUND ADMINISTRATION  89-91 rue Gabriel Péri – 92120 Montrouge</p>
Statutory auditor	<p>ERNST &amp; YOUNG ET AUTRES  1-2 place des Saisons - Paris La Défense 1 - 92400 Courbevoie  Signatory - M. David Koestner</p>
Promoter	NA
Advisor (if applicable)	NA
Sub-investment manager (if applicable)	NA
Administration, management and supervisory bodies	The names and functions of the Chairman and members of the Board of Directors are available in the SICAV’s annual report.

**Segregation of sub-funds**

The UCI gives investors the choice between several sub-funds, each with a different investment objective. Each sub-fund constitutes a separate pool of assets. The assets of a given sub-fund are liable only for the debts, commitments and obligations relating to that sub-fund.

**SUB-FUND Lazard Patrimoine SRI**

**GENERAL FEATURES OF THE SUB-FUND LAZARD PATRIMOINE SRI**

**1. Features of the Sub-fund Lazard Patrimoine SRI**

Characteristics of shares	
Share RC EUR	FR0012355139
Share PC EUR	FR0012355113
Share PD EUR	FR0013135472
Share PC H-USD	FR0013477213
Share MC EUR	FR0014008GJ5
Nature of the rights attached to the Sub-fund's shares	Each shareholder has an ownership right in and to the assets of the Sub-fund in proportion to the number of shares owned.
Voting rights attached to the Sub-fund's shares	Each shareholder is entitled to one vote for each share held.
Form of shares	Bearer or administered registered at the unitholder's discretion. The Sub-fund is listed with Euroclear France.
Fractional or whole shares	The Sub-fund's shares may be subscribed for and/or redeemed in whole number or can be splitted (see details in section 14. Features of the shares).
Financial year end	Last valuation day in December.
First financial year end	Last valuation day in December 2020.
Taxation	The Sub-fund is not subject to corporate income tax. However, its shareholders are liable for taxation on dividends that the SICAV distributes and on realised capital gains or losses.  We advise investors to obtain information on their personal tax status from their usual advisers.  The Sub-fund may be used with life insurance and savings policies.

**OTHER SPECIFICATIONS OF THE SUB-FUND LAZARD PATRIMOINE SRI**

Fund of fund	None
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Investment objective	Share RC EUR, Share PC EUR, Share PD EUR, Share MC EUR	The fund's investment objective is, by applying Socially Responsible Investment (SRI) type management, to outperform the following composite benchmark index over the recommended minimum investment horizon of 3 years (performance net of management fees): 80% ICE BofAML Euro Broad Market Index ; 20% MSCI World All Countries.The index is rebalanced on a monthly basis and its components are expressed in EUR, assuming reinvestment of net dividends or coupons.
	Share PC H-USD	The fund's investment objective is, by applying Socially Responsible Investment (SRI) type management, to outperform the following composite benchmark index over the recommended minimum investment horizon of 3 years (performance net of management fees): 80% ICE BofAML Euro Broad Market Index ; 20% MSCI World All Countries.The index is rebalanced every month and its components are expressed in US dollars and hedged against currency risk, with the US dollar as the reference currency. Net dividends and coupons are reinvested.
Benchmark indicator	Share RC EUR, Share PC EUR, Share PD EUR, Share PC H-USD, Share MC EUR	ICE BofAML Euro Broad Market Index The ICE BofAML Euro Broad Market Index index consists of investment grade, euro-denominated bonds issued by public and private entities. Data is available on the website: <a href="http://www.indices.theice.com">www.indices.theice.com</a> Bloomberg code: EMU0 Index
	Share RC EUR, Share PC EUR, Share PD EUR, Share PC H-USD, Share MC EUR	MSCI World All Countries The MSCI World All Countries index represents the world's largest capitalisations in developed and developing countries. Data is available on the website: <a href="http://www.msci.com">www.msci.com</a> Bloomberg code: NDEEWNR Index

## 1. Strategies used of the Sub-fund Lazard Patrimoine SRI

The Sub-fund's assets are allocated on a discretionary basis, by applying SRI management, and two strategies are used to optimise the portfolio's balance between risk and return:

- dynamic portfolio allocation as part of a tactical approach taking into account changes over the short and medium-term (horizon of a few weeks and a few months respectively);
- "Socially Responsible Investment" (SRI) type management for analysing and taking into account environmental, social and governance (ESG) criteria;
- the implementation of a risk reduction mechanism if the allocation's performance falls below a predefined risk threshold.

### **Dynamic asset allocation**

The Sub-fund's asset allocation is managed dynamically, involving tactical adjustments over the medium (a few

months) and short (a few weeks) term.

Medium-term tactical adjustments are based on our fundamental analysis of the global economic cycle, growth in the main geographical regions, and the valuation of the different asset classes and markets. The aim is to generate returns by taking advantage of relative changes in situation in the different asset classes (equities, fixed-income, credit, forex).

Short-term tactical adjustments are based on an analysis of the different risks that can impact the behaviour of the assets in the short term. These two tactical management approaches, involving a short- and medium-term horizon, are complementary and decorrelated.

## **SRI management**

The sub-fund promotes environmental and/or social characteristics within the meaning of Article 8 of Regulation (EU) 2019/2088 (the “SFDR”).

The Sub-Fund is managed in accordance with the principles of the SRI label defined by the French Ministry of the Economy and Finance. The inclusion of environmental, social and governance (ESG) criteria influences the analysis of portfolio companies, stock selection and weighting.

By applying a rigorous discipline of SRI analysis and selection, Lazard Patrimoine’s management aims to build a portfolio that favours ESG best practices and the best-rated companies. Our aim is therefore to encourage companies to ensure:

- The quality of their governance
- The development of human resources
- Respect for fundamental human rights
- Responsible environmental management

ESG analysis is based on a proprietary model shared by the teams in charge of financial management in the form of an internal ESG grid. Based on the various data provided by our ESG partners (non-financial analysis agencies, external service providers, etc.), annual reports and reports on the social responsibility (CSR) of each company and direct exchanges with them.

The analysts responsible for monitoring each stock draw up an internal ESG rating based on both a quantitative (energy intensity, staff turnover rate, board independence rate, etc.) and qualitative approach (environmental policy, employment strategy, competence of directors, etc.). This ESG rating takes into account the companies’ main negative impacts in terms of sustainability, or Principal Adverse Impacts (carbon emissions, energy consumption, water consumption, waste production) and the risks likely to affect their own sustainability, or Sustainability Risks (regulatory and physical risks, reputational risk through, among other factors, monitoring of controversies).

The information relating to the main negative impacts on the sustainability factors is published in the periodic SFDR reports of the Sub-Fund, available on the website of the management company.

Each E, S and G pillar is rated from 1 to 5 (5 being the best rating) based on at least ten relevant key indicators per dimension. The company's overall ESG rating summarises the scores for each pillar according to the following weighting: 30% for Environment and Social and 40% for Governance. ESG ratings are directly integrated into the valuation models used by the equity teams.

The proportion of issuers covered by an ESG analysis in the portfolio must be at least 90%, excluding bonds and other debt securities issued by public or quasi-public issuers and cash held on an ancillary basis, and social impact assets (which are therefore capped at 10% of total assets).

As part of SRI management, the following impact indicators are reported at least once a year:

- Environmental criterion:
  - Carbon intensity of the portfolio, expressed in CO2 equivalent tonnes per million euros of revenue

- Social criterion:
  - Risk management note relating to our ESG partner's human resources management controversies
- Human rights criterion:
  - % of companies that are signatories to the United Nations Global Compact
- Governance criterion:
  - average % of independent directors

#### Systematic risk reduction mechanism

In order to limit the risk of a decrease in the net asset value, a reduction in the various exposures (equities, credit, sensitivity, currencies) from the level justified by the fundamentals may be required under specific market conditions.

Hedging is triggered systematically by the level of risk and is not based on any expectations. This risk level is measured by daily monitoring of the allocation's rolling performance over four time horizons.

For each of these horizons, if the historical rolling performance falls below a pre-defined threshold, a signal is obtained to trigger hedging.

Each signal triggers a hedge of up to 25% of the target allocation of equity, credit, sensitivity and currency exposures. When all four hedging signals are triggered, these exposures are fully covered.

For each horizon, hedging may be discontinued if the historical rolling performance has moved above a pre-defined threshold over a shorter horizon.

The hedging strategy, which constitutes neither a guarantee nor protection of capital, does not aim to generate additional performance over the medium term but rather to maintain the portfolio's volatility below an annual level of 7% and consequently the risk of capital losses. Tactical hedging is triggered by the risk level and is not based on any expectations; it aims to protect the portfolio in the event of sharp market declines. Due to this hedging, the unitholders may not benefit from the upside potential related to the underlying assets.

If hedging is triggered, the Sub-fund may not resume exposure in the immediate term.

#### Composition of the Sub-fund

The strategic allocation is mainly comprised of bonds and money market instruments, with added impetus through exposure to the equity markets.

The portfolio may be invested in investment grade government and corporate bonds or bonds with an equivalent rating based on the management company's analysis, speculative/high yield bonds or bonds with an equivalent rating based on the management company's analysis, or in unrated bonds, convertible bonds, equities of companies of any market capitalisation located in the Eurozone and/or internationally, debt securities, money market instruments, and UCI invested in these asset classes, within the following limits:

- between 0 and a maximum of 100% of the net assets will be invested in debt securities and money market instruments;
- between 0 and a maximum of 100% of the net assets will be invested in government debt;
- between 0 and a maximum of 100% of the net assets will be invested in corporate debt;
- a maximum of 50% of the net assets will be invested in speculative/high yield bonds or bonds with an equivalent rating based on the management company's analysis or unrated bonds;
- a maximum of 25% of net assets will be invested in convertible bonds (excluding CoCos);
- a maximum of 20% of net assets will be invested in contingent convertible bonds (CoCos);
- a maximum of 10% of the net assets will be invested in UCIs that in turn invest no more than 10% of their assets in other UCIs; these UCIs may be managed by the management company.

The overall exposure to equity risk will be maintained between 0 and a maximum of 40% of the net assets

(including via derivatives). Exposures to emerging equities and small cap equities are limited to 10% respectively.

The overall exposure to interest rate risk will be maintained within a sensitivity range of -5 to +10.

Exposure to foreign exchange risk will be limited to 50% of the assets.

The Sub-fund may use futures, options, swaps and forward foreign-exchange contracts on regulated, organised and/or OTC markets to hedge and/or expose the portfolio and thus bring the Sub-fund's exposure above the level of its net assets. The portfolio is exposed to equity, interest rate, credit and foreign exchange risk, calculated based on the absolute VaR. The VaR corresponds to the potential loss in 99% of cases over a horizon of 20 working days under normal market conditions. The VaR level must remain lower than 15% and leverage must not exceed 400% gross. Up to 100% of the Sub-fund's assets may be invested in securities with embedded derivatives.

The fund manager will perform his/her analysis and selection in the following manner:

For directly held shares:

Identification of French and foreign companies of all market capitalisations, from within and outside the Eurozone, that show the best economic performance profile based on our analysis. Validation of this performance through financial diagnosis and assessment of strategic fundamentals. The selection of these companies' shares is also based on the market's undervaluation of their performance at a given time.

As part of the integration of environmental, social and governance criteria, ESG ratings are factored into the valuation models through the Beta used to set the average cost of capital (WACC). The Beta consists of the following factors:

- the cyclicity of the company's activity (30%);
- compliance with ESG criteria (20%) quantified by the internal ESG rating;
- financial leverage (20%);
- the product mix (10%); - the geographical mix (10%);
- operating leverage (10%).

To meet SRI management criteria, the analysts-managers in charge of the equities compartment ensure, for this compartment, that an external ESG rating higher than the average rating of the top 80% of the MSCI World Developed index is maintained.

The risk control department ensures compliance with this criterion on a daily basis.

The external ESG ratings of the Sub-fund and the index correspond to the weighted average of the absolute E, S and G ratings provided by our ESG partner assigned the following weights: 50% for Environment, 25% for Social and 25% for Governance.

Our ESG partner's rating method is based on a model with 17 years of historical experience, 330 indicators grouped into 38 criteria in 6 areas. These 38 criteria are weighted from 0 to 3 depending on their materiality (relevance) for the sector.

Our ESG partner's analysis is broken down into 6 areas:

1. Human Resources: 7 criteria

Promotion of social dialogue / Promotion of employee profit-sharing / Promotion of individual career choices and employability / Controlled management of restructuring / Quality of remuneration systems / Improvement of health and safety conditions / Respect and organisation of working hours

2. Environment: 11 criteria

Definition of the environmental and eco-design strategy / Consideration of pollution risks (soil, accidents) / Offer of

green products and services / Prevention of risks of damage to biodiversity / Control of impacts on water / Control of energy consumption and reduction of polluting emissions / Control of impacts on air / Control and improvement of waste management / Control of local pollution levels / Control of impacts related to distribution-transport / Control of impacts related to the use and disposal of the product or service.

### 3. Customer/supplier relationships: 9 criteria

Product safety / Customer information / Contract guidance / Sustainable cooperation with suppliers / Integration of environmental factors in the supply chain / Integration of social factors in the supply chain / Prevention of corruption / Prevention of anti-competitive practices / Transparency and integrity of strategies and influencing practices

### 4. Human rights: 4 criteria

Respect for fundamental rights and prevention of violations of these rights / Respect for the freedom to join trade unions and the right to collective bargaining / Non-discrimination and promotion of equal opportunities / Elimination of prohibited forms of work.

### 5. Community involvement: 3 criteria

Commitments in favour of the economic and social development of the area in which the company operates / Consideration of the societal impact of the products and services developed by the company / Contributions by the company to causes of general interest

### 6. Governance: 4 criteria

Balance of powers and efficiency of the board of directors / Audit of control mechanisms / Shareholders' rights / Remuneration of executives.

The issuer's overall ESG score is equal to the weighted average of the Criteria scores.

An issuer's ESG rating is based on an absolute rating scale of 0 to 100, with 100 being the highest rating.

#### For directly held bonds:

To build the bond portion of the portfolio, the fund manager will carry out his own analysis. He may also refer to agency ratings but does not rely on them solely and mechanically.

Bonds are selected after financial analysis of the companies issuing bonds and analysis of the technical features of issuance contracts.

The manager may invest in all types of bonds and negotiable debt instruments issued by companies, financial institutions and sovereign states without determining in advance the breakdown between public and private debt.

The manager may also invest in contingent convertible bonds (CoCos) up to a maximum of 20% of the net assets.

An internal ESG analysis process has been developed and implemented by Lazard Frères Gestion's analyst-manager teams in the form of an internal ESG grid. Analysis construction requires an in-depth, informed, forward-looking and, if necessary, critical study. ESG analyses are carried out directly by our analyst-managers.

In fixed income management, the bond analyst-managers actively participate in proprietary ESG analysis and complete internal grids for issuers not covered by the equity team.

They ensure that the bond portfolios integrate the most advanced issuers in terms of ESG practices and engagement while checking that the spread remains attractive from a credit risk perspective. The analyst-managers take a non-exclusive approach to ESG and focus on dialogue with corporate leaders to understand the nature of any problems and what is at stake in their resolution or possible improvement.

The investment process quantitatively integrates proprietary ESG analysis both in terms of stock picking and to manage the weight of securities held in the portfolio. The analyst-managers ensure that the credit spreads on the

issuers in the portfolio are consistent with their ESG ratings, and prefer, at comparable spread levels and with similar risk profiles, the companies with the best ratings from our internal ESG analysis grid.

The internal ESG analysis grid is also used to filter the investment universe. Each company has an ESG rating of 1 to 5 (with 5 being the highest score). The bond management team excludes issuers whose internal ratings are considered low ( $\leq 2/5$ ). Moreover, for Investment Grade issues, the proportion of issuers with a rating higher than  $2/5$  and less than or equal to  $3/5$  is limited to 30% of the securities in the portfolio.

For High Yield portfolios, which are more exposed to smaller and traditionally lower-rated issuers, this proportion is limited to 50% of the portfolios. ESG analysis, which is integrated into our fundamental analysis, therefore directly impacts investment decisions so as to favour the allocation of investments to issuers with the best ESG practices.

In addition, for issuers with the lowest extra-financial ratings (overall “Weak” score), with the help of the qualitative analysis provided by Vigeo-Eiris, the ESG team writes a summary comment which is also sent to the fund manager each quarter. This comment serves as the basis for the engagement actions carried out by the Fixed Income teams.

These fact sheets are then centralised in a database that is accessible to all the analyst-managers in the management unit.

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The investment process quantitatively integrates proprietary ESG analysis both in terms of stock picking and to manage the weight of securities held in the portfolio. The analyst-managers ensure that the credit spreads on the issuers in the portfolio are consistent with their ESG ratings, and prefer, at comparable spread levels and with similar risk profiles, the companies with the best ratings from our internal ESG analysis grid.

The internal ESG analysis grid is also used to filter the investment universe. Each company has an ESG rating of 1 to 5 (with 5 being the highest score). The bond management team excludes issuers whose internal ratings are considered low ( $\leq 2/5$ ). Moreover, for Investment Grade issues, the proportion of issuers with a rating higher than  $2/5$  and less than or equal to  $3/5$  is limited to 30% of the securities in the portfolio.

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These fact sheets are then centralised in a database that is accessible to all the analyst-managers in the management unit.

As part of SRI management, the analysts-managers in charge of the bond compartment ensure, for the corporate part (financial and non-financial), that an external ESG rating higher than that of a composite index made up of 90% of the ICE ER00 (financial and non-financial) and 10% of the ICE HEAE (non-financial exclusively) after elimination of the worst 20%.

The risk control department ensures compliance with this criterion on a monthly basis.

The external ESG ratings of the Sub-Fund and the index correspond to the weighted average of the absolute ratings E, S and G provided by our ESG partner assigned the same weights and derived from monitoring the same areas and criteria as those described for directly held equities.

In addition, the analyst-managers also ensure a minimum exclusion rate equal to 10% of the initial universe.

For investments in UCI securities:

Investments in UCI involve instruments to diversify the Sub-fund's asset classes and geographical areas.

The UCI are selected from the Lazard group range or from those offered by other management companies. The selection methodology involves quantitative (performance, risk, volatility, etc.) and qualitative (management process, composition of the portfolio, management team, etc.) analysis of the UCI.

All UCI classifications are authorised.

Investment is solely in UCIs that in turn invest less than 10% of their assets in other UCIs. All of these UCIs may be managed by the management company.

## 2. Assets (excluding embedded derivatives) of the Sub-fund Lazard Patrimoine SRI

The Sub-fund's portfolio comprises:

- equities,
- French and foreign bonds issued by governments, public, semi-public and private enterprises,
- investment grade or speculative/high yield bonds,
- unrated bonds,
- convertible bonds,
- contingent convertible bonds (CoCos),
- fixed, variable and adjustable rate French or foreign negotiable debt securities of all maturities and any credit rating; the breakdown between private and public debt is not set in advance but will be decided based on market opportunities.
- units or shares in UCIs of all classifications.

## 3. Derivatives of the Sub-fund Lazard Patrimoine SRI

• Types of markets:

- regulated
- organised
- OTC

• The manager intends to seek exposure to:

- equities
- interest rates
- currencies
- credit
- other

• Types of transactions – all transactions must be limited to achieving the investment objective:

- hedging
- exposure

- arbitrage
- other
- Type of instruments used:
  - futures:
    - equity and equity index
    - interest rate
    - currency
    - other
  - options:
    - equity and equity index
    - interest rate
    - currency
    - other
  - swaps:
    - equity swaps
    - interest rate swaps
    - currency swaps
    - performance swaps
  - currency forwards
  - credit derivatives
  - other
- Strategy of use of derivatives to achieve the investment objective:
  - partial or general portfolio hedging
  - creating synthetic exposure to assets
  - increasing exposure to the market and leverage specification
  - maximum permitted and sought
  - other strategy

#### 4. Securities with embedded derivatives of the Sub-fund Lazard Patrimoine SRI

The manager may invest in all securities with embedded derivatives permitted under the management company's business plan, notably convertible bonds, callable and puttable bonds, and subscription rights and warrants.

Within this framework, the manager may take positions with a view to hedging the portfolio against and/or exposing it to particular business sectors, geographic regions, shares (all capitalisation types), stocks and similar securities in order to achieve the investment objective.

The amount of investments in securities with embedded derivatives may not exceed 100% of the net assets including an investment of a maximum of 25% of the net assets in convertible bonds excluding CoCos and a maximum of 20% of the net assets in contingent convertible bonds (CoCos).

#### 5. Deposits of the Sub-fund Lazard Patrimoine SRI

Up to 10% of the Sub-fund's assets may be held in deposits.

## 6. Cash borrowings of the Sub-fund Lazard Patrimoine SRI

The Sub-fund may borrow cash within the limit of 10% of its assets to meet specific cash requirements related to its operating needs.

## 7. Temporary purchases and sales of securities of the Sub-fund Lazard Patrimoine SRI

None

## 8. Information on financial guarantees of the Sub-fund Lazard Patrimoine SRI

In connection with over-the-counter derivative transactions, and in accordance with Position paper 2013-06 issued by the French financial markets regulator (Autorité des Marchés Financiers- AMF), the Sub-fund may receive collateral in the form of securities (such as bonds or other securities issued or guaranteed by a State or issued by international financing agencies and bonds or securities issued by high quality corporate issuers), or cash. Any cash collateral received is reinvested in accordance with the applicable rules. All such assets must be from high-quality issuers that are not an entity of the counterparty or its group, and must be liquid and diversified with low volatility. Discounts may be applied to the collateral received; they take into account the quality of credit and the price volatility of the securities.

## 9. Risk profile of the Sub-fund Lazard Patrimoine SRI

### Disclaimer

Your money will be mainly invested in financial instruments selected by the management company. These instruments will be exposed to market trends and fluctuations.

### • Risk of capital loss

There is no guarantee of the Sub-fund's performance or protection of capital. As such, the investor may not get back the full amount of the initial investment during redemption.

### • Risk related to discretionary management

Discretionary management is based on anticipation of market trends. The Sub-fund's performance is dependent both on the selection of securities and UCI picked by the manager and the manager's asset allocation. There is therefore a risk that the manager will not select the best performing securities and that the asset allocation is not optimal.

### • Equity risk

Share price fluctuations may have a negative impact on the Sub-fund's net asset value. The Sub-fund's net asset value may decrease during periods in which the equity markets are falling.

### • Market capitalisation risk

The volume of small- and mid-cap stocks traded on the stock market is lower than that of large caps, which means they can be more significantly impacted by market movements than large caps. The Sub-fund's net asset value may decline quickly and sharply.

### • Emerging country risk

The operational and supervisory standards applicable to emerging markets may differ from those on

international markets, as a result there is a risk that this may affect the Sub-fund's net asset value.

- **Foreign exchange risk**

The Sub-fund may invest in securities and other UCI that in turn are authorised to acquire instruments denominated in currencies other than the fund's base currency. The value of these instruments may fall if the exchange rates vary, which may lead to a decrease in the Sub-fund's net asset value. Where units (or shares) denominated in a currency other than the fund's base currency have been hedged, the foreign exchange risk is residual as a result of systematic hedging, potentially leading to a performance gap between the different units (or shares).

- **Liquidity risk**

The risk that a financial market cannot absorb transaction volumes due to trading volumes being too low or pressure on the markets. Such a situation may impact the pricing or timing when the Sub-fund liquidates, initiates or modifies positions and thus cause a decline in the Sub-fund's net asset value.

- **Derivative financial instrument risk**

The risk arising from the Sub-fund's use of forward financial instruments (derivatives), which may lead to a bigger decrease in the net asset value than on the markets or in the underlying assets in which the Sub-fund has invested.

- **Counterparty risk**

This type with one or more counterparties potentially exposes the Sub-fund to a risk of insolvency of one or more of these counterparties, which could lead to default on payment and cause a decrease in the Sub-fund's net asset value.

- **Risk related to overexposure:**

The Sub-fund may use forward financial instruments (derivatives) to generate overexposure and thus bring the Sub-fund's exposure above its net asset value. Depending on the transactions, the impact of a decrease (purchase of exposure) or increase (sale of exposure) in the derivative's underlying instrument may be amplified and thus amplify any decrease in the Sub-fund's net asset value.

- **Sustainability risk**

Any environmental, social or governance event or situation that, if it occurs, could have an actual or potential negative impact on the value of the investment. Specifically, the negative effects of sustainability risks can affect issuers via a range of mechanisms, including: 1) lower revenues; 2) higher costs; 3) damage or impairment of asset value; 4) higher cost of capital; and 5) fines or regulatory risks. Due to the nature of sustainability risks and specific issues such as climate change, the likelihood of sustainability risks impacting returns on financial products is likely to increase in the longer term.

- **ESG investment risk and methodological limitations**

Extra-financial criteria can be integrated into the investment process using data provided by external providers or directly reported by our analysts, notably in our proprietary ESG analysis grid. Data may be incomplete or inaccurate due to the lack of international standards or systematic verification by external third parties. It can be difficult to compare data because issuers do not necessarily publish the same indicators. The unavailability of data may also force management not to include an issuer in the portfolio. The management company may therefore exclude securities of certain issuers for extra-financial reasons, regardless of market opportunities.

## 10. Guarantee or protection of the Sub-fund Lazard Patrimoine SRI

None

## 11. Eligible subscribers and typical investor profile of the Sub-fund Lazard Patrimoine SRI

The RC EUR unit is aimed at all subscribers.

The MC EUR unit is reserved for collective savings plans or deferred compensation plans of the French entities of the Lazard Group

PD EUR, PC EUR and PC H-USD shares – Authorised investors:

(i) Investors subscribing via distributors or financial intermediaries subject to the MIFID II Directive or equivalent regulations outside the European Union, within the framework of:

- their independent advisory activity,
- non-independent investment advice or portfolio management on behalf of third parties where they have concluded agreements with their clients stating that they may do not receive retrocessions.

(ii) Professional customers within the meaning of Directive (EU) 2014/65/EU or any equivalent regulation outside the European Union.

It is intended for persons who accept that the Sub-fund's allocation is left to the manager's discretion.

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

### **Information on Russian and Belarusian investors**

In accordance with the provisions of EU Regulation No. 833/2014 as amended by EU Regulation No. 2022/328 and EC Regulation No. 765/2006 as amended by Regulation (EU) No. 2022/398, the subscription of units or shares in this UCI is prohibited to any Russian or Belarusian national, any natural person residing in Russia or Belarus or any legal person, entity or body established in Russia or Belarus. This prohibition does not apply to nationals of a Member State and to natural persons holding a temporary or permanent residence permit in a Member State of the European Union. This prohibition shall remain in effect for as long as the Regulations are in force.

### **Information on US investors:**

The Sub-fund is not registered as an investment vehicle in the United States and its units are not and will not be registered under the Securities Act of 1933 and, therefore, they may not be offered or sold in the United States to Restricted Persons, as defined hereafter.

A Restricted Person is (i) any person or entity located in the United States (including US residents), (ii) any corporation or any other entity subject to the laws of the United States or any state thereof, (iii) any US military personnel or any employee of a US government department or agency located outside the United States, or (iv) any other person that would be considered a US Person under Regulation S of the Securities Act of 1933, as amended.

### **FATCA:**

Pursuant to the provisions of the Foreign Account Tax Compliance Act ("FATCA") applicable as of July 1st, 2014, if the Sub-fund invests directly or indirectly in US assets, the capital and income arising from such investments may be subject to withholding tax of 30%.

To avoid paying the 30% withholding tax, France and the United States have entered into an intergovernmental agreement under which non-US financial institutions ("foreign financial institutions") agree to institute procedures for identifying direct or indirect investors who qualify as US taxpayers and to provide certain information about these investors to the French tax authorities, which will disclose said information to the US tax authority, the Internal Revenue Service.

As a foreign financial institution, the Sub-fund undertakes to comply with the FATCA and to take all appropriate measures pursuant to the aforementioned intergovernmental agreement.

The amount that it is reasonable to invest in this Sub-fund depends on each investor's personal circumstances. To determine this, investors should take account of their personal financial situation, current needs and the recommended investment period, and should also consider their ability to assume risk or whether they prefer instead to opt for a more cautious

This Sub-fund may not be suitable for investors planning to withdraw their contributions within 3 years.

## 12. Allocation of distributable income of the Sub-fund Lazard Patrimoine SRI

Distributable income consists of:

1) net income plus retained earnings, plus or minus the balance of the revenue adjustment account. Net income for the financial year is equal to the amount of interest, arrears, dividends, bonuses and prizes, directors' fees and all income generated by the securities that make up the UCIs portfolio, plus income generated by temporary cash holdings and minus management fees and borrowing costs.

2) realised capital gains, net of charges, minus realised capital losses, net of charges, recognised for the financial year, plus any net capital gains of the same kind recognised over previous years that have not been distributed or accumulated, plus or minus the balance of the capital gains adjustment account.

The amounts referred to in 1) and 2) may be distributed independently of each other, in whole or in part.

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

## 13. Frequency of distribution of the Sub-fund Lazard Patrimoine SRI

PC EUR, RC EUR, MC EUR and PC USD shares: None, accumulation shares.

"PD EUR" share, the dividend is distributed to shareholders once a year by decision of the General Meeting with the possibility of interim payments.

## 14. Characteristics of the shares (base currency, division of shares, etc.) of the Sub-fund Lazard Patrimoine SRI

Share	Base currency
RC EUR, PC EUR, PD EUR, MC EUR	EUR
PC H-USD	USD

  

Share	Division
RC EUR, PC EUR, PD EUR, PC H-USD	In thousandths
MC EUR	In ten-thousandths

## 15. Terms and conditions of subscription and redemption of the Sub-fund Lazard Patrimoine SRI

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

### **Date and frequency of NAV calculation**

The net asset value is calculated every day except Saturdays and Sundays, public holidays in one of the following

countries: France.

The net asset value is not calculated on the closing days of one of the following stock exchanges: Paris.

Where and how to find out the net asset value: the net asset value is published daily in the offices of LAZARD FRERES GESTION SAS and on the internet [www.lazardfreresgestion.fr](http://www.lazardfreresgestion.fr).

### Address of the institutions designated to receive subscription and redemption orders

CACEIS BANK - 89-91 rue Gabriel Péri - 92120 Montrouge

Bank and investment services provider accredited by the CECEI on April 1st, 2005.

Investors are reminded that orders transmitted to distributors other than the institution referred to above must take into consideration the fact that the cut-off time for the processing of orders applies to the said distributors vis-à-vis the institution referred to above. Consequently, such distributors may apply their own cut-off time, which may be earlier than the cut-off time indicated above, in order to take into account the time required to transmit orders to the institution referred to above.

LAZARD FRERES BANQUE - 175 boulevard Haussmann - 75008 Paris

On behalf of clients for whom it provides custody account-keeping services

Orders are executed as indicated in the table below

Business d	Day on which NAV is set (d)	Business d+1	Business d+2	Business d+2
Daily order reception and daily centralisation of redemption orders before 12:00 p.m. (Paris time)	Order executed by the latest on d	Publication of the net asset value	Settlement of subscription	Settlement of redemptions

### Procedures for switching from one share category to another or from one sub-fund to another:

Requests to switch from one share category to another or from one sub-fund to another will systematically give rise to redemption and subscription in accordance with the valuation schedule applicable to each sub-fund or share category, as the case may be.

Subscriptions preceded by a redemption received from the same shareholder on the same day for the same number of shares at the same NAV may be executed.

## 16. Fees and expenses of the Sub-fund Lazard Patrimoine SRI

Subscription and redemption fees are respectively added to the subscription price paid by the investor or deducted from the redemption price paid. The fees earned by the Sub-fund are used to cover the charges that it incurs in investing or divesting the assets under management. The remaining fees are paid to the management company, the distributor, etc.

Charges payable by the investor during subscription and redemption	Basis	Share	Rate (maximum incl. taxes)
Subscription fees not retained by the Sub-fund	NAV x number of shares	RC EUR, PC EUR, PD EUR	2.5%
		PC H-USD	2.50%
		MC EUR	0.0%
Subscription fees retained by the Sub-fund	NAV x number of shares	RC EUR, PC EUR, PD EUR, PC H-USD, MC EUR	0.0%

Redemption fees not retained by the Sub-fund	NAV x number of shares	RC EUR, PC EUR, PD EUR, PC H-USD, MC EUR	0.0%	
Redemption fees retained by the Sub-fund	NAV x number of shares	RC EUR, PC EUR, PD EUR, PC H-USD, MC EUR	0.0%	
Expenses charged to the Sub-fund	Basis	Share	Rate (maximum incl. taxes)	
Financial management fees	Net assets less UCIs managed by Lazard Frères Gestion	RC EUR	1.380%	
		PC EUR	0.730%	
		PD EUR	0.730%	
		PC H-USD	0.780%	
		MC EUR	0.05%	
Administrative fees external to the management company	Net assets	Applied to all the shares	0.035%	
Indirect charges	N.A	Applied to all the shares	None	
Turnover commission (0% to 100% received by the management company and 0% to 100% received by the custodian)	Maximum charge on each transaction	Applied to all the shares	Equities, foreign exchange	From 0% to 0,20%
			Futures and other transactions	From €0 to €450 per contract
Performance fees	Net assets	RC EUR, PC EUR, PD EUR, PC H-USD, MC EUR	None	

Only the contributions payable for the management of the Sub-fund pursuant to Article L. 621-5-3 II 4° d) of the French Monetary and Financial Code (Code monétaire et financier) and any exceptional legal costs related to debt recovery are outside the scope of the three blocks of charges referred to above.

Repurchase agreements are executed at market prices.

With the exception of brokerage fees, accounting management costs and custodians fees, all of the charges referred to above are levied as part of the joint venture arrangement between Lazard Frères Banque and Lazard Frères Gestion SAS which since 1995 has enabled them to pool their financial control, administration, and portfolio execution resources.

All revenue resulting from efficient portfolio management techniques, net of direct and indirect operating costs, is allocated to the Sub-fund. All costs and expenses related to these management techniques are assumed by the Sub-fund.

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

## 17. Outline of the counterparty selection procedure of the Sub-fund Lazard Patrimoine SRI

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

- requests from managers to add new brokers
- a financial analysis of the intermediary's accounts, carried out externally. These intermediaries are used exclusively in terms of inflows relating to equities. Lazard Frères Gestion's Broker Committee ratifies all decisions to authorise new intermediaries. At least twice yearly, the equity investment team holds a Broker Committee meeting to evaluate the services of its intermediaries, by reviewing four key criteria:
  - research
  - services offered
  - quality of execution
  - level of commissions.

The intermediaries used in fixed-income management are selected using a range of evaluation criteria:

- Quality of order execution and negotiated prices;
- Quality of operational service in processing orders;
- Coverage of information when monitoring markets;
- Quality of macroeconomic and financial research.

The fixed-income managers report at least once a year to the management company's Broker Committee, with an assessment of the services provided by the various brokers and a breakdown of transaction volumes. The Broker Committee approves any updates to the list of authorised brokers.

### **SUB-FUND Lazard Patrimoine Opportunities SRI**

#### **GENERAL FEATURES OF THE SUB-FUND LAZARD PATRIMOINE OPPORTUNITIES SRI**

### 1. Features of the Sub-fund Lazard Patrimoine Opportunities SRI

Characteristics of shares	
Share RC EUR	FR0007028543
Share PC EUR	FR0013409463
Share PD EUR	FR0012620342
Nature of the rights attached to the Sub-fund's shares	Each shareholder has an ownership right in and to the assets of the Sub-fund in proportion to the number of shares owned.
Voting rights attached to the Sub-fund's shares	Each shareholder is entitled to one vote for each share held.
Form of shares	Bearer or administered registered at the unitholder's discretion. The Sub-fund is listed with Euroclear France.
Fractional or whole shares	The Sub-fund's shares may be subscribed for and/or redeemed in whole number or can be splitted (see details in section 14. Features of the shares).
Financial year end	Last valuation day in December.
First financial year end	Last valuation day in December 2020.

Taxation	<p>The Sub-fund is not subject to corporate income tax. However, its shareholders are liable for taxation on dividends that the SICAV distributes and on realised capital gains or losses.</p> <p>We advise investors to obtain information on their personal tax status from their usual advisers.</p> <p>The Sub-fund may be used with life insurance and savings policies.</p>
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## **OTHER SPECIFICATIONS OF THE SUB-FUND LAZARD PATRIMOINE OPPORTUNITIES SRI**

Fund of fund		None
Investment objective	Share RC EUR, Share PC EUR, Share PD EUR	The Fund aims to outperform the following composite benchmark index net of charges over a recommended investment period of five years, by applying Socially Responsible Investment (SRI) type management: 50% ICE BofAML Euro Broad Market Index ; 50% MSCI World All Countries. The index is rebalanced every month and its components are expressed in euros, assuming reinvestment of net dividends or coupons. This composite benchmark reflects representative indicators of the various investments or allocations envisaged.
	Share RC EUR, Share PC EUR, Share PD EUR	<p>ICE BofAML Euro Broad Market Index</p> <p>The ICE BofAML Euro Broad Market Index index consists of investment grade, euro-denominated bonds issued by public and private entities.</p> <p>Data is available on the website: <a href="http://www.indices.theice.com">www.indices.theice.com</a></p> <p>Bloomberg code: EMU0 Index</p>
Benchmark indicator	Share RC EUR, Share PC EUR, Share PD EUR	<p>MSCI World All Countries</p> <p>The MSCI World All Countries index represents the world's largest capitalisations in developed and developing countries.</p> <p>Data is available on the website: <a href="http://www.msci.com">www.msci.com</a></p> <p>Bloomberg code: NDEEWN Index</p>

### **1. Strategies used of the Sub-fund Lazard Patrimoine Opportunities SRI**

#### **Dynamic asset allocation**

The Sub-fund's assets are allocated on a discretionary basis to optimise the portfolio's balance between risk and return, with a dynamic portfolio allocation as part of a tactical approach taking into account changes over the short and medium-term (horizon of a few weeks and a few months respectively).

Medium-term tactical adjustments are based on our fundamental analysis of the global economic cycle, growth in

the main geographical regions, and the valuation of the different asset classes and markets. The aim is to generate returns by taking advantage of relative changes in situation in the different asset classes (equities, fixed-income, credit, forex). Short-term tactical adjustments are based on an analysis of the different risks that can impact the behaviour of the assets in the short term.

These two tactical management approaches, involving a short- and medium-term horizon, are complementary and decorrelated.

## **SRI management**

The sub-fund promotes environmental and/or social characteristics within the meaning of Article 8 of Regulation (EU) 2019/2088 (the “SFDR”).

The Sub-Fund is managed in accordance with the principles of the SRI label defined by the French Ministry of the Economy and Finance. The inclusion of environmental, social and governance (ESG) criteria influences the analysis of portfolio companies, stock selection and weighting.

ESG analysis is based on a proprietary model shared by the teams in charge of financial management in the form of an internal ESG grid. Based on the various data provided by our ESG partners (non-financial analysis agencies, external service providers, etc.), annual reports and reports on the social responsibility (CSR) of each company and direct exchanges with them, the analysts responsible for monitoring each stock draw up an internal ESG rating based on a quantitative and qualitative approach. This ESG rating takes into account the companies’ main negative impacts in terms of sustainability, or Principal Adverse Impacts (carbon emissions, energy consumption, water consumption, waste production) and the risks likely to affect their own sustainability, or Sustainability Risks (regulatory and physical risks, reputational risk through, among other factors, monitoring of controversies).

The information relating to the main negative impacts on the sustainability factors is published in the periodic SFDR reports of the Sub-Fund, available on the website of the management company.

Each E, S and G pillar is rated from 1 to 5 (5 being the best rating) based on at least ten relevant key indicators per dimension. The company's overall ESG rating summarises the scores for each pillar according to the following weighting: 30% for Environment and Social and 40% for Governance. ESG ratings are directly integrated into the valuation models used by the equity teams.

The proportion of issuers covered by an ESG analysis in the portfolio must be at least 90%, excluding bonds and other debt securities issued by public or quasi-public issuers and cash held on an ancillary basis, and social impact assets (which are therefore capped at 10% of total assets).

As part of SRI management, the following impact indicators are reported at least once a year:

- Environmental criterion:
  - Carbon intensity of the portfolio, expressed in CO2 equivalent tonnes per million euros of revenue
  
- Social criterion:
  - Risk management note relating to our ESG partner's human resources management controversies
  
- Human rights criterion:
  - % of companies that are signatories to the United Nations Global Compact
  
- Governance criterion:
  - average % of independent directors

## **Composition of the Sub-fund**

The strategic allocation is mainly comprised of bonds and money market instruments, with added impetus through exposure to the equity markets.

The portfolio may be invested in investment grade government and corporate bonds or bonds with an equivalent rating based on the management company's analysis, speculative/high yield bonds or bonds with an equivalent rating based on the management company's analysis, or in unrated bonds, convertible bonds, equities of companies of any market capitalisation located in the Eurozone and/or internationally, debt securities, money market instruments, and UCI invested in these asset classes, within the following limits:

- between 0 and a maximum of 100% of the net assets will be invested in debt securities and money market instruments;
- between 0 and a maximum of 100% of the net assets will be invested in government debt;
- between 0 and a maximum of 100% of the net assets will be invested in corporate debt;
- a maximum of 50% of the net assets will be invested in speculative/high yield bonds or bonds with an equivalent rating based on the management company's analysis or unrated bonds;
- a maximum of 25% of net assets will be invested in convertible bonds (excluding CoCos);
- a maximum of 20% of net assets will be invested in contingent convertible bonds (CoCos);
- a maximum of 10% of the net assets will be invested in UCIs that in turn invest no more than 10% of their assets in other UCIs; these UCIs may be managed by the management company.

The overall exposure to equity risk will be maintained between 20 and a maximum of 80% of the net assets (including via derivatives). Exposures to emerging equities and small cap equities are limited to 20% respectively.

The overall exposure to interest rate risk will be maintained within a sensitivity range of -5 to +10.

Exposure to foreign exchange risk will be limited to 70% of the assets.

The Sub-fund may use futures, options, swaps and forward foreign-exchange contracts on regulated, organised and/or OTC markets to hedge and/or expose the portfolio and thus bring the Sub-fund's exposure above the level of its net assets. The portfolio is exposed to equity, interest rate, credit and foreign exchange risk, calculated based on the absolute VaR. The VaR corresponds to the potential loss in 99% of cases over a horizon of 20 working days under normal market conditions. The VaR level must remain lower than 15% and leverage must not exceed 400% gross. Up to 100% of the Sub-fund's assets may be invested in securities with embedded derivatives.

The fund manager will perform his/her analysis and selection in the following manner:

For directly held shares:

Identification of French and foreign companies of all market capitalisations, from within and outside the Eurozone, that show the best economic performance profile based on our analysis. Validation of this performance through financial diagnosis and assessment of strategic fundamentals. The selection of these companies' shares is also based on the market's undervaluation of their performance at a given time.

As part of the integration of environmental, social and governance criteria, ESG ratings are factored into the valuation models through the Beta used to set the average cost of capital (WACC). The Beta consists of the following factors:

- the cyclicity of the company's activity (30%);
- compliance with ESG criteria (20%) quantified by the internal ESG rating;
- financial leverage (20%);
- the product mix (10%);
- the geographical mix (10%);
- operating leverage (10%).

To meet SRI management criteria, the analysts-managers in charge of the equities compartment ensure, for this compartment, that an external ESG rating higher than the average rating of the top 80% of the MSCI World Developed index is maintained.

The risk control department ensures compliance with this criterion on a monthly basis.

The external ESG ratings of the Sub-fund and the index correspond to the weighted average of the absolute E, S and G ratings provided by our ESG partner assigned the following weights: 50% for Environment, 25% for Social and 25% for Governance.

Our ESG partner's rating method is based on a model with 17 years of historical experience, 330 indicators grouped into 38 criteria in 6 areas. These 38 criteria are weighted from 0 to 3 depending on their materiality (relevance) for the sector.

Our ESG partner's ESG analysis is broken down into 6 areas:

1. Human Resources: 7 criteria

Promotion of social dialogue / Promotion of employee profit-sharing / Promotion of individual career choices and employability / Controlled management of restructuring / Quality of remuneration systems / Improvement of health and safety conditions / Respect and organisation of working hours

2. Environment: 11 criteria

Definition of the environmental and eco-design strategy / Consideration of pollution risks (soil, accidents) / Offer of green products and services / Prevention of risks of damage to biodiversity / Control of impacts on water / Control of energy consumption and reduction of polluting emissions / Control of impacts on air / Control and improvement of waste management / Control of local pollution levels / Control of impacts related to distribution-transport / Control of impacts related to the use and disposal of the product or service.

3. Customer/supplier relationships: 9 criteria

Product safety / Customer information / Contract guidance / Sustainable cooperation with suppliers / Integration of environmental factors in the supply chain / Integration of social factors in the supply chain / Prevention of corruption / Prevention of anti-competitive practices / Transparency and integrity of strategies and influencing practices

4. Human rights: 4 criteria

Respect for fundamental rights and prevention of violations of these rights / Respect for the freedom to join trade unions and the right to collective bargaining / Non-discrimination and promotion of equal opportunities / Elimination of prohibited forms of work.

5. Community involvement: 3 criteria

Commitments in favour of the economic and social development of the area in which the company operates / Consideration of the societal impact of the products and services developed by the company / Contributions by the company to causes of general interest

6. Governance: 4 criteria

Balance of powers and efficiency of the board of directors / Audit of control mechanisms / Shareholders' rights / Remuneration of executives.

The issuer's overall ESG score is equal to the weighted average of the Criteria scores.

An issuer's ESG rating is based on an absolute rating scale of 0 to 100, with 100 being the highest rating.

For directly held bonds:

To build the bond portion of the portfolio, the fund manager will carry out his own analysis. He may also refer to agency ratings but does not rely on them solely and mechanically.

Bonds are selected after financial analysis of the companies issuing bonds and analysis of the technical features of issuance contracts.

The manager may invest in all types of bonds and negotiable debt instruments issued by companies, financial institutions and sovereign states without determining in advance the breakdown between public and private debt. The manager may also invest in contingent convertible bonds (CoCos) up to a maximum of 20% of the net assets.

As part of SRI management, the analysts-managers in charge of the bond compartment ensure, for the corporate part (financial and non-financial), that an external ESG rating higher than that of a composite index made up of 90% of the ICE ER00 (financial and non-financial) and 10% of the ICE HEAE (non-financial exclusively) after elimination of the worst 20%.

The risk control department ensures compliance with this criterion on a monthly basis.

The external ESG ratings of the Sub-Fund and the index correspond to the weighted average of the absolute ratings E, S and G provided by our ESG partner assigned the same weights and derived from monitoring the same areas and criteria as those described for directly held equities.

In addition, the analyst-managers also ensure a minimum exclusion rate equal to 10% of the initial universe.

For investments in UCI securities:

Investments in UCI involve instruments to diversify the Sub-fund's asset classes and geographical areas.

The UCI are selected from the Lazard group range or from those offered by other management companies. The selection methodology involves quantitative (performance, risk, volatility, etc.) and qualitative (management process, composition of the portfolio, management team, etc.) analysis of the UCI.

All UCI classifications are authorised.

Investment is solely in UCIs that in turn invest less than 10% of their assets in other UCIs. All of these UCIs may be managed by the management company.

## 2. Assets (excluding embedded derivatives) of the Sub-fund Lazard Patrimoine Opportunities SRI

The Sub-fund's portfolio comprises:

- equities,
- French and foreign bonds issued by governments, public, semi-public and private enterprises,
- investment grade or speculative/high yield bonds,
- unrated bonds,
- convertible bonds,
- contingent convertible bonds (CoCos),
- fixed, variable and adjustable rate French or foreign negotiable debt securities of all maturities and any credit rating; the breakdown between private and public debt is not set in advance but will be decided based on market opportunities.
- units or shares in UCIs of all classifications.

## 3. Derivatives of the Sub-fund Lazard Patrimoine Opportunities SRI

• Types of markets:

- regulated
- organised
- OTC

• The manager intends to seek exposure to:

- equities

interest rates

currencies

credit

other

• Types of transactions – all transactions must be limited to achieving the investment objective:

hedging

exposure

arbitrage

other

• Type of instruments used:

futures:

equity and equity index

interest rate

currency

other

options:

equity and equity index

interest rate

currency

other

swaps:

equity swaps

interest rate swaps

currency swaps

performance swaps

currency forwards

credit derivatives

other

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

partial or general portfolio hedging

creating synthetic exposure to assets and risks

increasing exposure to the market and leverage specification

maximum permitted and sought

other strategy

#### 4. Securities with embedded derivatives of the Sub-fund Lazard Patrimoine Opportunities SRI

The manager may invest in all securities with embedded derivatives permitted under the management company's business plan, notably puttable and callable bonds.

Within this framework, the manager may take positions with a view to hedging the portfolio against and/or exposing it to particular business sectors, geographic regions, shares (all capitalisation types), securities and similar rights in order to achieve the investment objective.

Total investments in securities with embedded derivatives may not exceed 100% of net assets, a maximum of 25% of net assets will be invested in convertible bonds excluding CoCos and a maximum of 20% of net assets will be invested in contingent convertible bonds (CoCos).

## 5. Deposits of the Sub-fund Lazard Patrimoine Opportunities SRI

Up to 10% of the Sub-fund's assets may be held in deposits.

## 6. Cash borrowings of the Sub-fund Lazard Patrimoine Opportunities SRI

The Sub-fund may borrow cash within the limit of 10% of its assets to meet specific cash requirements related to its operating needs.

## 7. Temporary purchases and sales of securities of the Sub-fund Lazard Patrimoine Opportunities SRI

None

## 8. Information on financial guarantees of the Sub-fund Lazard Patrimoine Opportunities SRI

In connection with over-the-counter derivative transactions, and in accordance with Position paper 2013-06 issued by the French financial markets regulator (Autorité des Marchés Financiers- AMF), the Sub-fund may receive collateral in the form of securities (such as bonds or other securities issued or guaranteed by a State or issued by international financing agencies and bonds or securities issued by high quality corporate issuers), or cash. Any cash collateral received is reinvested in accordance with the applicable rules. All such assets must be from high-quality issuers that are not an entity of the counterparty or its group, and must be liquid and diversified with low volatility. Discounts may be applied to the collateral received; they take into account the quality of credit and the price volatility of the securities.

## 9. Risk profile of the Sub-fund Lazard Patrimoine Opportunities SRI

### Disclaimer

Your money will be mainly invested in financial instruments selected by the management company. These instruments will be exposed to market trends and fluctuations.

### • Risk of capital loss

There is no guarantee of the Sub-fund's performance or protection of capital. As such, the investor may not get back the full amount of the initial investment during redemption.

### • Risk related to discretionary management

Discretionary management is based on anticipation of market trends. The Sub-fund's performance is dependent both on the selection of securities and UCI picked by the manager and the manager's asset allocation. There is therefore a risk that the manager will not select the best performing securities and that the asset allocation is not optimal.

### • Equity risk

Share price fluctuations may have a negative impact on the Sub-fund's net asset value. The Sub-fund's net asset value may decrease during periods in which the equity markets are falling.

- **Market capitalisation risk**

The volume of small- and mid-cap stocks traded on the stock market is lower than that of large caps, which means they can be more significantly impacted by market movements than large caps. The Sub-fund's net asset value may decline quickly and sharply.

- **Emerging country risk**

The operational and supervisory standards applicable to emerging markets may differ from those on international markets, as a result there is a risk that this may affect the Sub-fund's net asset value.

- **Foreign exchange risk**

The Sub-fund may invest in securities and other UCI that in turn are authorised to acquire instruments denominated in currencies other than the fund's base currency. The value of these instruments may fall if the exchange rates vary, which may lead to a decrease in the Sub-fund's net asset value. Where units (or shares) denominated in a currency other than the fund's base currency have been hedged, the foreign exchange risk is residual as a result of systematic hedging, potentially leading to a performance gap between the different units (or shares).

- **Liquidity risk**

The risk that a financial market cannot absorb transaction volumes due to trading volumes being too low or pressure on the markets. Such a situation may impact the pricing or timing when the Sub-fund liquidates, initiates or modifies positions and thus cause a decline in the Sub-fund's net asset value.

- **Derivative financial instrument risk**

The risk arising from the Sub-fund's use of forward financial instruments (derivatives), which may lead to a bigger decrease in the net asset value than on the markets or in the underlying assets in which the Sub-fund has invested.

- **Counterparty risk**

This type with one or more counterparties potentially exposes the Sub-fund to a risk of insolvency of one or more of these counterparties, which could lead to default on payment and cause a decrease in the Sub-fund's net asset value.

- **Risk related to overexposure:**

The Sub-fund may use forward financial instruments (derivatives) to generate overexposure and thus bring the Sub-fund's exposure above its net asset value. Depending on the transactions, the impact of a decrease (purchase of exposure) or increase (sale of exposure) in the derivative's underlying instrument may be amplified and thus amplify any decrease in the Sub-fund's net asset value.

- **Sustainability risk**

Any environmental, social or governance event or situation that, if it occurs, could have an actual or potential negative impact on the value of the investment. Specifically, the negative effects of sustainability risks can affect issuers via a range of mechanisms, including: 1) lower revenues; 2) higher costs; 3) damage or impairment of asset value; 4) higher cost of capital; and 5) fines or regulatory risks. Due to the nature of sustainability risks and specific issues such as climate change, the likelihood of sustainability risks impacting returns on financial products is likely to increase in the longer term.

- **ESG investment risk and methodological limitations**

Extra-financial criteria can be integrated into the investment process using data provided by external providers or directly reported by our analysts, notably in our proprietary ESG analysis grid. Data may be incomplete or inaccurate due to the lack of international standards or systematic verification by external third parties. It can be difficult to compare data because issuers do not necessarily publish the same indicators. The unavailability of data may also force management not to include an issuer in the portfolio. The management company may therefore exclude securities of certain issuers for extra-financial reasons, regardless of market opportunities.

## 10. Guarantee or protection of the Sub-fund Lazard Patrimoine Opportunities SRI

## 11. Eligible subscribers and typical investor profile of the Sub-fund Lazard Patrimoine Opportunities SRI

The RC EUR unit is aimed at all subscribers.

PD EUR and PC EUR shares – Authorised investors:

(i) Investors subscribing via distributors or financial intermediaries subject to the MIFID II Directive or equivalent regulations outside the European Union, within the framework of:

- their independent advisory activity,
- non-independent investment advice or portfolio management on behalf of third parties where they have concluded agreements with their clients stating that they may do not receive retrocessions.

(ii) Professional customers within the meaning of Directive (EU) 2014/65/EU or any equivalent regulation outside the European Union.

It is intended for persons who accept that the Sub-fund's allocation is left to the manager's discretion.

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

### Information on Russian and Belarusian investors

In accordance with the provisions of EU Regulation No. 833/2014 as amended by EU Regulation No. 2022/328 and EC Regulation No. 765/2006 as amended by Regulation (EU) No. 2022/398, the subscription of units or shares in this UCI is prohibited to any Russian or Belarusian national, any natural person residing in Russia or Belarus or any legal person, entity or body established in Russia or Belarus. This prohibition does not apply to nationals of a Member State and to natural persons holding a temporary or permanent residence permit in a Member State of the European Union. This prohibition shall remain in effect for as long as the Regulations are in force.

### Information on US investors:

The Sub-fund is not registered as an investment vehicle in the United States and its units are not and will not be registered under the Securities Act of 1933 and, therefore, they may not be offered or sold in the United States to Restricted Persons, as defined hereafter.

A Restricted Person is (i) any person or entity located in the United States (including US residents), (ii) any corporation or any other entity subject to the laws of the United States or any state thereof, (iii) any US military personnel or any employee of a US government department or agency located outside the United States, or (iv) any other person that would be considered a US Person under Regulation S of the Securities Act of 1933, as amended.

### FATCA:

Pursuant to the provisions of the Foreign Account Tax Compliance Act ("FATCA") applicable as of July 1st, 2014, if the Sub-fund invests directly or indirectly in US assets, the capital and income arising from such investments may be subject to withholding tax of 30%.

To avoid paying the 30% withholding tax, France and the United States have entered into an intergovernmental agreement under which non-US financial institutions ("foreign financial institutions") agree to institute procedures for identifying direct or indirect investors who qualify as US taxpayers and to provide certain information about these investors to the French tax authorities, which will disclose said information to the US tax authority, the Internal Revenue Service.

As a foreign financial institution, the Sub-fund undertakes to comply with the FATCA and to take all appropriate measures pursuant to the aforementioned intergovernmental agreement.

The amount that it is reasonable to invest in this Sub-fund depends on each investor's personal circumstances. To determine this, investors should take account of their personal financial situation, current

needs and the recommended investment period, and should also consider their ability to assume risk or whether they prefer instead to opt for a more cautious

This Sub-fund may not be suitable for investors planning to withdraw their contributions within 5 years.

## 12. Allocation of distributable income of the Sub-fund Lazard Patrimoine Opportunities SRI

Distributable income consists of:

1) net income plus retained earnings, plus or minus the balance of the revenue adjustment account. Net income for the financial year is equal to the amount of interest, arrears, dividends, bonuses and prizes, directors' fees and all income generated by the securities that make up the UCIs portfolio, plus income generated by temporary cash holdings and minus management fees and borrowing costs.

2) realised capital gains, net of charges, minus realised capital losses, net of charges, recognised for the financial year, plus any net capital gains of the same kind recognised over previous years that have not been distributed or accumulated, plus or minus the balance of the capital gains adjustment account.

The amounts referred to in 1) and 2) may be distributed independently of each other, in whole or in part.

Share	Allocation of distributable income
RC EUR , PC EUR	All distributable income shall be fully accumulated, with the exception of those amounts subject to compulsory distribution by law
PD EUR	Net income is distributed in full and the allocation of net realised capital gains is decided each year by the shareholders' meeting. It may pay interim dividends.

## 13. Frequency of distribution of the Sub-fund Lazard Patrimoine Opportunities SRI

"PC EUR", "RC EUR" and "PC H-USD" shares: None, accumulation shares.

"PD EUR" share, the dividend is distributed to shareholders once a year by decision of the General Meeting with the possibility of interim payments.

## 14. Characteristics of the shares (base currency, division of shares, etc.) of the Sub-fund Lazard Patrimoine Opportunities SRI

Share	Base currency
RC EUR, PC EUR, PD EUR	EUR
Share	Division
RC EUR, PC EUR, PD EUR	In thousandths

## 15. Terms and conditions of subscription and redemption of the Sub-fund Lazard Patrimoine Opportunities SRI

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

### **Date and frequency of NAV calculation**

The net asset value is calculated every day except Saturdays and Sundays, public holidays in one of the following countries: France, United-States.

The net asset value is not calculated on the closing days of one of the following stock exchanges: Paris, New York.

Where and how to find out the net asset value: the net asset value is published daily in the offices of LAZARD FRERES GESTION SAS and on the internet [www.lazardfreresgestion.fr](http://www.lazardfreresgestion.fr).

### **Address of the institutions designated to receive subscription and redemption orders**

CACEIS BANK - 89-91 rue Gabriel Péri - 92120 Montrouge

Bank and investment services provider accredited by the CECEI on April 1st, 2005.

Investors are reminded that orders transmitted to distributors other than the institution referred to above must take into consideration the fact that the cut-off time for the processing of orders applies to the said distributors vis-à-vis the institution referred to above. Consequently, such distributors may apply their own cut-off time, which may be earlier than the cut-off time indicated above, in order to take into account the time required to transmit orders to the institution referred to above.

LAZARD FRERES BANQUE - 175 boulevard Haussmann - 75008 Paris

On behalf of clients for whom it provides custody account-keeping services

Orders are executed as indicated in the table below

Business d	Day on which NAV is set (d)	Business d+1	Business d+2	Business d+2
Daily order reception and daily centralisation of redemption orders before 12:00 p.m. (Paris time)	Order executed by the latest on d	Publication of the net asset value	Settlement of subscription	Settlement of redemptions

### **Procedures for switching from one share category to another or from one sub-fund to another:**

Requests to switch from one share category to another or from one sub-fund to another will systematically give rise to redemption and subscription in accordance with the valuation schedule applicable to each sub-fund or share category, as the case may be.

Subscriptions preceded by a redemption received from the same shareholder on the same day for the same number of shares at the same NAV may be executed.

## **16. Fees and expenses of the Sub-fund Lazard Patrimoine Opportunities SRI**

Subscription and redemption fees are respectively added to the subscription price paid by the investor or deducted from the redemption price paid. The fees earned by the Sub-fund are used to cover the charges that it incurs in investing or divesting the assets under management. The remaining fees are paid to the management company, the distributor, etc.

Charges payable by the investor during subscription and redemption	Basis	Share	Rate (maximum incl. taxes)
Subscription fees not retained by the Sub-fund	NAV x number of shares	RC EUR, PC EUR, PD EUR	4.0%
Subscription fees retained by the Sub-fund	NAV x number of shares	RC EUR, PC EUR, PD EUR	0.0%

Redemption fees not retained by the Sub-fund	NAV x number of shares	RC EUR, PC EUR, PD EUR	0.0%	
Redemption fees retained by the Sub-fund	NAV x number of shares	RC EUR, PC EUR, PD EUR	0.0%	
Expenses charged to the Sub-fund	Basis	Share	Rate (maximum incl. taxes)	
Financial management fees	Net assets less UCIs managed by Lazard Frères Gestion	RC EUR	1.580%	
		PC EUR	0.780%	
		PD EUR	0.780%	
Administrative fees external to the management company	Net assets	Applied to all the shares	0.035%	
Indirect charges	N.A	Applied to all the shares	None	
Turnover commission (0% to 100% received by the management company and 0% to 100% received by the custodian)	Maximum charge on each transaction	Applied to all the shares	Equities, foreign exchange	From 0% to 0,20%
			Futures and other transactions	From €0 to €450 per contract
Performance fees	Net assets	RC EUR, PC EUR, PD EUR	None	

Only the contributions payable for the management of the Sub-fund pursuant to Article L. 621-5-3 II 4° d) of the French Monetary and Financial Code (Code monétaire et financier) and any exceptional legal costs related to debt recovery are outside the scope of the three blocks of charges referred to above.

Repurchase agreements are executed at market prices.

With the exception of brokerage fees, accounting management costs and custodians fees, all of the charges referred to above are levied as part of the joint venture arrangement between Lazard Frères Banque and Lazard Frères Gestion SAS which since 1995 has enabled them to pool their financial control, administration, and portfolio execution resources.

All revenue resulting from efficient portfolio management techniques, net of direct and indirect operating costs, is allocated to the Sub-fund. All costs and expenses related to these management techniques are assumed by the Sub-fund.

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

## 17. Outline of the counterparty selection procedure of the Sub-fund Lazard Patrimoine Opportunities SRI

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

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

These intermediaries are used exclusively in terms of inflows relating to equities. Lazard Frères Gestion's Broker Committee ratifies all decisions to authorise new intermediaries.

At least twice yearly, the equity investment team holds a Broker Committee meeting to evaluate the services of its intermediaries, by reviewing four key criteria:

- research
- services offered
- quality of execution
- level of commissions.

The intermediaries used in fixed-income management are selected using a range of evaluation criteria:

- Quality of order execution and negotiated prices;
- Quality of operational service in processing orders;
- Coverage of information when monitoring markets;
- Quality of macroeconomic and financial research.

The fixed-income managers report at least once a year to the management company's Broker Committee, with an assessment of the services provided by the various brokers and a breakdown of transaction volumes. The Broker Committee approves any updates to the list of authorised brokers.

### **SUB-FUND Lazard Patrimoine Moderato**

#### **GENERAL FEATURES OF THE SUB-FUND LAZARD PATRIMOINE MODERATO**

##### **1. Features of the Sub-fund Lazard Patrimoine Moderato**

Characteristics of shares	
Share PC EUR	FR0011261163
Share RC EUR	FR0013520798
Share PD EUR	FR0013520806
Share MC EUR	FR0014008GI7
Nature of the rights attached to the Sub-fund's shares	Each shareholder has an ownership right in and to the assets of the Sub-fund in proportion to the number of shares owned.
Voting rights attached to the Sub-fund's shares	Each shareholder is entitled to one vote for each share held.
Form of shares	Bearer or administered registered at the unitholder's discretion. The Sub-fund is listed with Euroclear France.
Fractional or whole shares	The Sub-fund's shares may be subscribed for and/or redeemed in whole number or can be splitted (see details in section 14. Features of the shares).

Financial year end	Last valuation day in December.
First financial year end	Last valuation day in December 2021.
Taxation	<p>The Sub-fund is not subject to corporate income tax. However, its shareholders are liable for taxation on dividends that the SICAV distributes and on realised capital gains or losses.</p> <p>We advise investors to obtain information on their personal tax status from their usual advisers.</p> <p>The Sub-fund may be used with life insurance and savings policies.</p>

## OTHER SPECIFICATIONS OF THE SUB-FUND LAZARD PATRIMOINE MODERATO

Fund of fund	Up to 100% of net assets	
Investment objective	Share PC EUR, Share RC EUR, Share PD EUR, Share MC EUR	The investment objective is to achieve over the recommended investment horizon of 3 years a return (net of charges) above the following composite benchmark: 10% MSCI World All Countries ; 90% ICE BofAML Euro Broad Market Index. The index is rebalanced on a monthly basis and its components are expressed in EUR, assuming reinvestment of net dividends or coupons.
Benchmark indicator	Share PC EUR, Share RC EUR, Share PD EUR, Share MC EUR	ICE BofAML Euro Broad Market Index The ICE BofAML Euro Broad Market Index index consists of investment grade, euro-denominated bonds issued by public and private entities. Data is available on the website: <a href="http://www.indices.theice.com">www.indices.theice.com</a> Bloomberg code: EMU0 Index
	Share PC EUR, Share RC EUR, Share PD EUR, Share MC EUR	MSCI World All Countries The MSCI World All Countries index represents the world's largest capitalisations in developed and developing countries. Data is available on the website: <a href="http://www.msci.com">www.msci.com</a> Bloomberg code: NDEEWN Index

As at the date of this prospectus, the administrators of the following benchmark indices: [MSCI Limited], [ICE Benchmark Administration Limited], are listed on ESMA's register of directors and benchmark indices. Additional information on the benchmark indices can be found on the administrators' websites at: [<https://www.msci.com>], [<https://www.theice.com/iba>]. The management company will ensure that the links are still valid in future updates of the UCI's prospectus.

### 1. Strategies used of the Sub-fund Lazard Patrimoine Moderato

By relying on discretionary allocation while seeking to optimise the risk/return ratio, the Sub-fund's investment objective is achieved by building a low-volatility portfolio by selecting asset classes that are generally

decorrelated or negatively correlated (meaning that the value of the assets may move in the opposite direction). In this respect, the volatility level of the strategic allocation should be close to 3.5% and generally lower than 5% over the recommended investment period.

The proportion of equities and the cumulative exposure to high yield bonds and financial subordinated bonds are defined on a discretionary basis in line with Lazard Frères Gestion's stock market scenario, while complying with the margins for manoeuvre. Lastly, the portfolio construction is based on optimisation aimed at reducing portfolio volatility by selecting the most decorrelated assets. The expected returns and risks associated with each asset class have been determined on the basis of long track records (more than 10 years).

Investments will be made both directly and through the use of UCIs.

The strategic allocation will mainly consist of bonds supplemented by ancillary exposure to equity markets.

Government bonds and investment grade corporate bonds or bonds with an equivalent rating based on the management company's analysis will in particular be combined with speculative/high yield bonds or bonds with an equivalent rating based on the management company's analysis (limited to a maximum of 15% of the net assets) and/or convertible bonds (limited to a maximum of 15% of the net assets) and/or shares of French and foreign companies of any market capitalisation without any predominant geographical area (limited to a maximum of 20% of the net assets).

Government bonds, thanks to a generally negative correlation with risky assets such as equities, will act as a shock absorber in periods of falling equity markets.

Over the recommended investment period, the target allocation should be the following ranges: exposure of 0 to 100% of net assets for money market instruments, exposure of 0 to 100% of net assets for government debt, exposure of 0 to a maximum of 60% of net assets for corporate debt, exposure of 0 to a maximum of 20% of net assets for equities.

Tactical hedging may be used in order to limit the risk of a decrease in the net asset value. The hedging decision will depend on the performance of the strategic allocation observed on a daily basis. Tactical hedging will not result in negative overall exposure to equities or negative interest rate sensitivity. In the event of an abnormal decline in the performance of the strategic allocation in relation to the target volatility, partial or total hedging of the most volatile items will be implemented through the sale of futures contracts. Removal of the hedge is subject to a recovery in the performance of the strategic allocation. The hedging strategy is not intended to generate additional performance in the medium term, but to limit the portfolio's volatility and therefore the risk of a decline in the net asset value. Tactical hedging is triggered by systematic signals and is not based on any expectations; it aims to protect the portfolio in the event of sharp market declines.

The portfolio's volatility level is defined in advance and will be monitored monthly. The optimal allocation will then be adjusted if the ex ante volatility level moves upwards from its 3.5% target. Otherwise, the strategic allocation will remain unchanged.

The manager may use futures, options and currency forward contracts traded on regulated, organised and/or OTC markets to hedge the portfolio and/or expose it to equity, interest rate or currency risk.

Up to 100% of the portfolio's assets may be invested in units or shares of French or European UCITS, and up to a maximum of 30% in units or shares of French or European Union-registered AIFs or foreign investment funds meeting the four criteria set out in Article R. 214-13 of the French Monetary and Financial Code.

Investment solely in UCIs that invest no more than 10% of their assets in other UCIs.

Up to 100% of the portfolio's net assets may also be invested in French or foreign negotiable debt securities, and up to a maximum of 20% of the net assets may be invested in securities with embedded derivatives.

### **Extra-financial criteria**

The UCI falls under Article 6 of Regulation (EU) 2019/2088, the Sustainable Finance Disclosure Regulation (SFDR).

Environmental, social and governance (ESG) criteria are one of the components of investment management but their weight in the final decision is not defined beforehand.

The ESG analysis of live securities is based on a proprietary model that relies on an internal ESG grid.

Based on the various data provided by our ESG partners (extra-financial analysis agencies, external service providers, etc.), the annual reports of the companies and direct exchanges with them, the analysts responsible for monitoring each stock draw up an internal ESG score. This score is based on both a quantitative (energy intensity, staff turnover rate, board independence rate, etc.) and qualitative approach (solidity of environmental policy, employment strategy, competence of directors, etc.). It takes into account the risks likely to affect companies' sustainability, or Sustainability Risks (regulatory and physical risks, reputational risk thanks to, among other factors, the monitoring of controversies).

Specifically, the negative effects of sustainability risks can affect issuers via a range of mechanisms, including:

- 1) lower revenues;
- 2) higher costs;
- 3) damage to or impairment of the value of assets;
- 4) higher cost of capital; and
- 5) fines or regulatory risks.

Due to the nature of sustainability risks and specific issues such as climate change, the likelihood of sustainability risks impacting returns on financial products is likely to increase in the longer term.

All the UCIs held by this UCI meet a minimum requirement for an ESG approach. The selection of UCIs managed by external management companies includes consideration of their ESG policy.

#### Mandatory Principal Adverse Impact (PAI) Indicators

The UCI aims to eventually share data related to the mandatory Principal Adverse Impact (PAI) indicators defined in Annex 1 of the draft Regulatory Technical Standards (RTS) under the Sustainable Finance Disclosure Regulation (SFDR). However, at the time of publication of the prospectus, the UCI's strategy faces limitations related to the availability of these extra-financial data.

#### Regulation (EU) 2020/852, known as the "Taxonomy Regulation"

The investments underlying this financial product do not take into account the European Union's criteria for environmentally sustainable economic activities.

## **2. Assets (excluding embedded derivatives) of the Sub-fund Lazard Patrimoine Moderato**

The Sub-fund's portfolio comprises:

- equities,
- French and foreign bonds issued by governments, public, semi-public and private enterprises,
- investment grade or speculative/high yield bonds, unrated bonds,
- convertible bonds,
- contingent convertible bonds (CoCos),
- fixed, variable and adjustable rate French or foreign negotiable debt securities of all maturities and any credit rating; the breakdown between private and public debt is not set in advance but will be decided based on market opportunities.
- units or shares in UCIs of all classifications.

## **3. Derivatives of the Sub-fund Lazard Patrimoine Moderato**

• Types of markets:

- regulated
- organised
- OTC

• The manager intends to seek exposure to:

- equities
- interest rates
- currencies
- credit
- other

• Types of transactions – all transactions must be limited to achieving the investment objective:

- hedging
- exposure
- arbitrage
- other

• Type of instruments used:

futures:

- equity and equity index
- interest rate
- currency
- other

options:

- equity and equity index
- interest rate
- currency
- other

swaps:

- equity swaps
- interest rate swaps
- currency swaps
- performance swaps

currency forwards

credit derivatives

other

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

- partial or general hedging of the portfolio, some risks and securities
- creating synthetic exposure to assets and risks
- increasing exposure to the market without leverage
- maximum permitted and sought
- other strategy

#### 4. Securities with embedded derivatives of the Sub-fund Lazard Patrimoine Moderato

The manager may invest in securities with simple embedded derivatives permitted under the management company's business plan.

Within this framework, the manager may take positions with a view to hedging the portfolio against and/or exposing it to particular business sectors, geographic regions, shares (all capitalisation types), stocks and similar securities in order to achieve the investment objective.

Total investments in securities with embedded derivatives may not exceed 20% of the assets.

## 5. Deposits of the Sub-fund Lazard Patrimoine Moderato

Up to 10% of the Sub-fund's assets may be held in deposits.

## 6. Cash borrowings of the Sub-fund Lazard Patrimoine Moderato

The Sub-fund may borrow cash within the limit of 10% of its assets to meet specific cash requirements related to its operating needs.

## 7. Temporary purchases and sales of securities of the Sub-fund Lazard Patrimoine Moderato

None

## 8. Information on financial guarantees of the Sub-fund Lazard Patrimoine Moderato

In connection with over-the-counter derivative transactions, and in accordance with Position paper 2013-06 issued by the French financial markets regulator (Autorité des Marchés Financiers- AMF), the Sub-fund may receive collateral in the form of securities (such as bonds or other securities issued or guaranteed by a State or issued by international financing agencies and bonds or securities issued by high quality corporate issuers), or cash. Any cash collateral received is reinvested in accordance with the applicable rules. All such assets must be from high-quality issuers that are not an entity of the counterparty or its group, and must be liquid and diversified with low volatility. Discounts may be applied to the collateral received; they take into account the quality of credit and the price volatility of the securities.

## 9. Risk profile of the Sub-fund Lazard Patrimoine Moderato

### Disclaimer

Your money will be mainly invested in financial instruments selected by the management company. These instruments will be exposed to market trends and fluctuations.

### • Risk of capital loss

There is no guarantee of the Sub-fund's performance or protection of capital. As such, the investor may not get back the full amount of the initial investment during redemption.

### • Risk related to discretionary management

Discretionary management is based on anticipation of market trends. The Sub-fund's performance is dependent both on the selection of securities and UCI picked by the manager and the manager's asset

allocation. There is therefore a risk that the manager will not select the best performing securities and that the asset allocation is not optimal.

- **Equity risk**

Share price fluctuations may have a negative impact on the Sub-fund's net asset value. The Sub-fund's net asset value may decrease during periods in which the equity markets are falling.

- **Market capitalisation risk**

The volume of small- and mid-cap stocks traded on the stock market is lower than that of large caps, which means they can be more significantly impacted by market movements than large caps. The Sub-fund's net asset value may decline quickly and sharply.

- **Emerging country risk**

The operational and supervisory standards applicable to emerging markets may differ from those on international markets, as a result there is a risk that this may affect the Sub-fund's net asset value.

- **Foreign exchange risk**

The Sub-fund may invest in securities and other UCI that in turn are authorised to acquire instruments denominated in currencies other than the fund's base currency. The value of these instruments may fall if the exchange rates vary, which may lead to a decrease in the Sub-fund's net asset value. Where units (or shares) denominated in a currency other than the fund's base currency have been hedged, the foreign exchange risk is residual as a result of systematic hedging, potentially leading to a performance gap between the different units (or shares).

- **Liquidity risk**

The risk that a financial market cannot absorb transaction volumes due to trading volumes being too low or pressure on the markets. Such a situation may impact the pricing or timing when the Sub-fund liquidates, initiates or modifies positions and thus cause a decline in the Sub-fund's net asset value.

- **Derivative financial instrument risk**

The risk arising from the Sub-fund's use of forward financial instruments (derivatives), which may lead to a bigger decrease in the net asset value than on the markets or in the underlying assets in which the Sub-fund has invested.

- **Counterparty risk**

This type with one or more counterparties potentially exposes the Sub-fund to a risk of insolvency of one or more of these counterparties, which could lead to default on payment and cause a decrease in the Sub-fund's net asset value.

- **Risk related to overexposure:**

The Sub-fund may use forward financial instruments (derivatives) to generate overexposure and thus bring the Sub-fund's exposure above its net asset value. Depending on the transactions, the impact of a decrease (purchase of exposure) or increase (sale of exposure) in the derivative's underlying instrument may be amplified and thus amplify any decrease in the Sub-fund's net asset value.

- **Sustainability risk**

Any environmental, social or governance event or situation that, if it occurs, could have an actual or potential negative impact on the value of the investment. Specifically, the negative effects of sustainability risks can affect issuers via a range of mechanisms, including: 1) lower revenues; 2) higher costs; 3) damage or impairment of asset value; 4) higher cost of capital; and 5) fines or regulatory risks. Due to the nature of sustainability risks and specific issues such as climate change, the likelihood of sustainability risks impacting returns on financial products is likely to increase in the longer term.

## 10. Guarantee or protection of the Sub-fund Lazard Patrimoine Moderato

None

## 11. Eligible subscribers and typical investor profile of the Sub-fund Lazard Patrimoine Moderato

The RC EUR shares is aimed at all subscribers.

MC EUR share: Share reserved for collective savings plans or deferred compensation plans of the French entities of the Lazard Group

PD EUR and PC EUR shares – Authorised investors:

(i) Investors subscribing via distributors or financial intermediaries subject to the MIFID II Directive or equivalent regulations outside the European Union, within the framework of:

- their independent advisory activity,
- non-independent investment advice or portfolio management on behalf of third parties where they have concluded agreements with their clients stating that they may do not receive retrocessions.

(ii) Professional customers within the meaning of Directive (EU) 2014/65/EU or any equivalent regulation outside the European Union.

It is intended for persons who accept that the Sub-fund's allocation is left to the manager's discretion.

The sub-fund may be used with life insurance and savings policies.

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

### Information on Russian and Belarusian investors

In accordance with the provisions of EU Regulation No. 833/2014 as amended by EU Regulation No. 2022/328 and EC Regulation No. 765/2006 as amended by Regulation (EU) No. 2022/398, the subscription of units or shares in this UCI is prohibited to any Russian or Belarusian national, any natural person residing in Russia or Belarus or any legal person, entity or body established in Russia or Belarus. This prohibition does not apply to nationals of a Member State and to natural persons holding a temporary or permanent residence permit in a Member State of the European Union. This prohibition shall remain in effect for as long as the Regulations are in force.

### Information on US investors:

The Sub-fund is not registered as an investment vehicle in the United States and its units are not and will not be registered under the Securities Act of 1933 and, therefore, they may not be offered or sold in the United States to Restricted Persons, as defined hereafter.

A Restricted Person is (i) any person or entity located in the United States (including US residents), (ii) any corporation or any other entity subject to the laws of the United States or any state thereof, (iii) any US military personnel or any employee of a US government department or agency located outside the United States, or (iv) any other person that would be considered a US Person under Regulation S of the Securities Act of 1933, as amended.

### FATCA:

Pursuant to the provisions of the Foreign Account Tax Compliance Act ("FATCA") applicable as of July 1st, 2014, if the Sub-fund invests directly or indirectly in US assets, the capital and income arising from such investments may be subject to withholding tax of 30%.

To avoid paying the 30% withholding tax, France and the United States have entered into an intergovernmental agreement under which non-US financial institutions ("foreign financial institutions") agree to institute procedures for identifying direct or indirect investors who qualify as US taxpayers and to provide certain information about these investors to the French tax authorities, which will disclose said information to the US tax authority, the Internal Revenue Service.

As a foreign financial institution, the Sub-fund undertakes to comply with the FATCA and to take all appropriate measures pursuant to the aforementioned intergovernmental agreement.

The amount that it is reasonable to invest in this Sub-fund depends on each investor's personal circumstances. To determine this, investors should take account of their personal financial situation, current

needs and the recommended investment period, and should also consider their ability to assume risk or whether they prefer instead to opt for a more cautious

This Sub-fund may not be suitable for investors planning to withdraw their contributions within 3 years.

## 12. Allocation of distributable income of the Sub-fund Lazard Patrimoine Moderato

Distributable income consists of:

1) net income plus retained earnings, plus or minus the balance of the revenue adjustment account. Net income for the financial year is equal to the amount of interest, arrears, dividends, bonuses and prizes, directors' fees and all income generated by the securities that make up the UCIs portfolio, plus income generated by temporary cash holdings and minus management fees and borrowing costs.

2) realised capital gains, net of charges, minus realised capital losses, net of charges, recognised for the financial year, plus any net capital gains of the same kind recognised over previous years that have not been distributed or accumulated, plus or minus the balance of the capital gains adjustment account.

The amounts referred to in 1) and 2) may be distributed independently of each other, in whole or in part.

Share	Allocation of distributable income
PC EUR , RC EUR , MC EUR	All distributable income shall be fully accumulated, with the exception of those amounts subject to compulsory distribution by law
PD EUR	Net income is distributed in full and the allocation of net realised capital gains is decided each year by the shareholders' meeting. It may pay interim dividends.

## 13. Frequency of distribution of the Sub-fund Lazard Patrimoine Moderato

PC EUR, RC EUR and MC EUR shares: None, accumulation shares.

"PD EUR" share: Net income is distributed in full and the allocation of net realised capital gains is decided each year by the shareholders' meeting. It may pay interim dividends.

## 14. Characteristics of the shares (base currency, division of shares, etc.) of the Sub-fund Lazard Patrimoine Moderato

Share	Base currency
PC EUR, RC EUR, PD EUR, MC EUR	EUR
Share	Division
PC EUR, RC EUR, PD EUR	In thousandths
MC EUR	In ten-thousandths

## 15. Terms and conditions of subscription and redemption of the Sub-fund Lazard Patrimoine

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

**Date and frequency of NAV calculation**

The net asset value is calculated every day except Saturdays and Sundays, public holidays in one of the following countries: France.

The net asset value is not calculated on the closing days of one of the following stock exchanges: Paris.

Where and how to find out the net asset value: the net asset value is published daily in the offices of LAZARD FRERES GESTION SAS and on the internet [www.lazardfreresgestion.fr](http://www.lazardfreresgestion.fr).

**Address of the institutions designated to receive subscription and redemption orders**

CACEIS BANK - 89-91 rue Gabriel Péri - 92120 Montrouge

Bank and investment services provider accredited by the CECEI on April 1st, 2005.

Investors are reminded that orders transmitted to distributors other than the institution referred to above must take into consideration the fact that the cut-off time for the processing of orders applies to the said distributors vis-à-vis the institution referred to above. Consequently, such distributors may apply their own cut-off time, which may be earlier than the cut-off time indicated above, in order to take into account the time required to transmit orders to the institution referred to above.

LAZARD FRERES BANQUE - 175 boulevard Haussmann - 75008 Paris

On behalf of clients for whom it provides custody account-keeping services

Orders are executed as indicated in the table below

Business d	Day on which NAV is set (d)	Business d+1	Business d+2	Business d+2
Daily order reception and daily centralisation of redemption orders before 12:00 p.m. (Paris time)	Order executed by the latest on d	Publication of the net asset value	Settlement of subscription	Settlement of redemptions

**Procedures for switching from one share category to another or from one sub-fund to another:**

Requests to switch from one share category to another or from one sub-fund to another will systematically give rise to redemption and subscription in accordance with the valuation schedule applicable to each sub-fund or share category, as the case may be.

Subscriptions preceded by a redemption received from the same shareholder on the same day for the same number of shares at the same NAV may be executed.

**16. Fees and expenses of the Sub-fund Lazard Patrimoine Moderato**

Subscription and redemption fees are respectively added to the subscription price paid by the investor or deducted from the redemption price paid. The fees earned by the Sub-fund are used to cover the charges that it incurs in investing or divesting the assets under management. The remaining fees are paid to the management company, the distributor, etc.

Charges payable by the investor during subscription and redemption	Basis	Share	Rate (maximum incl. taxes)
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Subscription fees not retained by the Sub-fund	NAV x number of shares	PC EUR, RC EUR, PD EUR	2.5%
		MC EUR	0.0%
Subscription fees retained by the Sub-fund	NAV x number of shares	PC EUR, RC EUR, PD EUR, MC EUR	0.0%
Redemption fees not retained by the Sub-fund	NAV x number of shares	PC EUR, RC EUR, PD EUR, MC EUR	0.0%
Redemption fees retained by the Sub-fund	NAV x number of shares	PC EUR, RC EUR, PD EUR, MC EUR	0.0%

Expenses charged to the Sub-fund	Basis	Share	Rate (maximum incl. taxes)	
Financial management fees	Net assets less UCIs managed by Lazard Frères Gestion	PC EUR	0.43%	
		RC EUR	0.86%	
		PD EUR	0.43%	
		MC EUR	0.05%	
Administrative fees external to the management company	Net assets	Applied to all the shares	0.035%	
Indirect charges	Net assets	Applied to all the shares	4.50%	
Turnover commission (0% to 100% received by the management company and 0% to 100% received by the custodian)	Maximum charge on each transaction	Applied to all the shares	Equities, foreign exchange	None
			Futures and other transactions	€0 to €450 incl. taxes per contract
Performance fees	Net assets	PC EUR, RC EUR, PD EUR, MC EUR	None	

Only the contributions payable for the management of the Sub-fund pursuant to Article L. 621-5-3 II 4° d) of the French Monetary and Financial Code (Code monétaire et financier) and any exceptional legal costs related to debt recovery are outside the scope of the three blocks of charges referred to above.

Repurchase agreements are executed at market prices.

With the exception of brokerage fees, accounting management costs and custodians fees, all of the charges referred to above are levied as part of the joint venture arrangement between Lazard Frères Banque and Lazard

Frères Gestion SAS which since 1995 has enabled them to pool their financial control, administration, and portfolio execution resources.

All revenue resulting from efficient portfolio management techniques, net of direct and indirect operating costs, is allocated to the Sub-fund. All costs and expenses related to these management techniques are assumed by the Sub-fund.

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

## 17. Outline of the counterparty selection procedure of the Sub-fund Lazard Patrimoine Moderato

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

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

These intermediaries are used exclusively in terms of inflows relating to equities. Lazard Frères Gestion's Broker Committee ratifies all decisions to authorise new intermediaries.

At least twice yearly, the equity investment team holds a Broker Committee meeting to evaluate the services of its intermediaries, by reviewing four key criteria:

- research
- services offered;
- quality of execution
- level of commissions.

The intermediaries used in fixed-income management are selected using a range of evaluation criteria:

- Quality of order execution and negotiated prices;
- Quality of operational service in processing orders;
- Coverage of information when monitoring markets;
- Quality of macroeconomic and financial research.

The fixed-income managers report at least once a year to the management company's Broker Committee, with an assessment of the services provided by the various brokers and a breakdown of transaction volumes. The Broker Committee approves any updates to the list of authorised brokers.

## IV - SALES AND MARKETING INFORMATION

Publication of information about the UCI	LAZARD FRERES GESTION SAS
	25, rue de Courcelles 75008 Paris France
	Customer service - Monday to Friday - 9 to 18 Tel +33 (0)1 44 13 01 79

Information regarding environmental, social and corporate governance (ESG) issues is available on the management company's website ([www.lazardfreresgestion.fr](http://www.lazardfreresgestion.fr)) and will be included in the fund's annual report.

The management company may send, directly or indirectly, information on the composition of a Sub-fund's assets to the Sub-fund's shareholders for purposes related solely to shareholders' regulatory obligations. This information will be sent, where applicable, within a period not less than 48 hours after publication of the NAV.

### **Information in the event of a change in the operation of the UCI:**

The shareholders shall be informed of any changes in the operation of the UCI in the press or by any other means in accordance with the prevailing regulations. This information may, where relevant, be provided through Euroclear France financial intermediaries affiliated with it.

Information about the use of investment decision-making support and order execution services (SADIE) can be found on the management company's website ([www.lazardfreresgestion.fr](http://www.lazardfreresgestion.fr)).

## **V - INVESTMENT RULES**

The UCI's investment rules are laid down in the French Monetary and Financial Code.

## **VI - AGGREGATE RISK**

The overall risk of the Sub-funds Lazard Patrimoine and Lazard Patrimoine Opportunities is calculated as the absolute VaR, as defined in Article 411-77 et seq. of the General Regulation of the French financial markets authority (Autorité des Marchés Financiers - AMF). The absolute VaR corresponds to the potential loss in 99% of cases over a horizon of 20 working days under normal market conditions. The VaR level must remain lower than 15% and leverage must not exceed 400% gross.

The overall risk of the Lazard Patrimoine Moderato Sub-fund is calculated using the commitment method.

## **VII - ASSET VALUATION AND ACCOUNTING RULES**

### **1. ASSET VALUATION RULES**

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#### **1.1. Financial instruments and securities traded on a regulated market are valued at their market price.**

- **Shares and similar securities** are valued on the basis of the last known price on their main market.

If applicable, prices are translated into euros using the exchange rate prevailing in Paris on the valuation day (as published by WM Closing).

- **Fixed-income securities**

Fixed-income securities are for the most part marked to market based on either Bloomberg prices (BGN)<sup>®</sup> derived from averages of contributed prices, or on those of direct contributors.

There may be a discrepancy between the carrying amounts, valued as indicated above, and the actual disposal prices that would be obtained if a portion of these portfolio assets were to be sold.

- o **Bonds and similar instruments** are valued on the basis of the average of the closing prices gathered from several contributors.

Financial instruments whose prices have not been determined on the valuation date or whose prices have been adjusted are valued at their probable trading price under the responsibility of the shareholders' meeting.

. These estimates and their supporting documentation will be provided to the statutory auditor during audits.

However, the following instruments are valued using the following specific methods:

## o **Negotiable debt securities:**

Negotiable debt securities are marked to market based on either Bloomberg prices (BVAL and/or BGN)<sup>®</sup> derived from averages of contributed prices, or on those of direct contributors.

There may be a discrepancy between the carrying amounts, valued as indicated above, and the actual disposal prices that would be obtained if a portion of these portfolio assets were to be sold.

The valuation of money market instruments complies with the provisions of Regulation (EU) 2017/1131 of 14 June 2017. Consequently, the UCI does not use the amortised cost method.

- **UCIs:** Units or shares of UCIs are valued at the last known net asset value. Units or shares of UCIs for which net asset values are published monthly may be valued on the basis of interim net asset values calculated from estimated prices.

- **Temporary purchases and sales of securities** - Securities purchased under repurchase agreements are valued at their contract price using an actuarial method with a benchmark rate (overnight Eonia, one- or two-week interbank rates, one- to 12-month Euribor) corresponding to the term of the contract.

- Securities sold under repurchase agreements continue to be valued at their market price. Liabilities on securities sold under repurchase agreements are calculated using the same method as that used for securities purchased under repurchase agreements.

- **Futures and options**

- Futures and options are valued on the basis of intraday trading prices the timing of which is based on that of the valuation of the underlying assets.

- Positions taken on the futures or options markets and over the counter are valued at their market price or at the value of the equivalent underlying asset.

## **1.2. Financial instruments and securities not traded on a regulated market**

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

## **1.3. Valuation methods for off-balance sheet commitments**

- Off-balance sheet transactions are valued at the commitment value.

- The commitment value for futures contracts is equal to the price (in the UCI's currency) multiplied by the number of contracts multiplied by the face value.

- The commitment value for options is equal to the price of the underlying security (in the UCI's currency) multiplied by the number of contracts multiplied by the delta multiplied by the face value of the underlying security.

- The commitment value for swaps is equal to the face value of the contract (in the UCI's currency).

## **2. ACCOUNTING POLICIES**

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The UCI complies with the accounting rules prescribed by current regulations, in particular the accounting standards applicable to UCIs. The financial statements are presented in accordance with the regulatory provisions governing the preparation and publication of financial statements of undertakings for collective investment.

- **Income from fixed-income securities**

- Income from fixed-income securities is recorded on the basis of accrued interest.

- **Management fees**

- Management fees are calculated on each valuation day.

- The annual management fee rate is applied to gross assets (equal to net assets before deduction of the day's

management fees):

Gross assets

x operating and management fees rate

x no. of days between the calculated NAV and the previous NAV

365 (or 366 in a leap year)

- These amounts are then recorded in the SICAV's income statement.

- The SICAV pays the operating fees, which include:

- . financial management;
- . administration and accounting;
- . custody services;
- . other operating fees:
- . statutory auditors' fees;
- . legal notices (Balo, Petites Affiches, etc.) if applicable.

These fees do not include transaction charges.

#### • **Transaction charges**

Transactions are recorded excluding charges.

#### • **Retrocessions received on management fees or entry charges**

The method used to calculate retrocession amounts is set out in the sales and marketing agreements.

- If the amount is significant, a provision is recognised in account 61719.
- The final amount is recognised upon settlement of invoices after reversal of any provisions.

## VIII - REMUNERATION

Lazard Frères Gestion has implemented a remuneration policy that complies with the requirements of the AIFM and UCITS V directives and the ESMA guidelines.

This remuneration policy is consistent and promotes sound and effective risk management and does not encourage risk-taking that would be incompatible with the risk profiles of the UCIs it manages. This policy is also in line with the interests of the UCIs and their investors.

The Management Company has put in place appropriate measures to prevent any conflict of interest.

The Management Company's employees receive remuneration comprising a fixed component and a variable component that is subject to an annual review based on individual and collective performance.

The principles of the remuneration policy are revised on a regular basis and adapted in line with regulatory developments. The remuneration policy may be consulted on the Lazard Frères Gestion website at [www.lazardfreresgestion.fr](http://www.lazardfreresgestion.fr).

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ARTICLES OF ASSOCIATION SICAV WITH SUB-FUNDS

LAZARD MULTI ASSETS

Registered office - 10 avenue Percier - 75008 Paris  
882 094 428 Paris Trade and Companies Register

**Title I - Form - Object - Name - Registered offices - Term of the company**

**ARTICLE 1 - FORM**

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An investment company with variable capital (Société d'Investissement à Capital Variable - SICAV) shall be formed among the holders of shares created hereinafter and shares to be subsequently created. The Sicav shall be governed notably by the provisions of the French Commercial Code concerning limited companies (sociétés anonymes) (Book II – Title II – Chapter V), the French Monetary and Financial Code (Book II – Title I – Chapter IV – Section I – Sub-section I), their implementing texts, subsequent texts and by these articles of association.

The UCI has several sub-funds. Each sub-fund gives rise to the issue of one or more categories of shares representing the assets of the UCI allocated to it.

**ARTICLE 2 - OBJECT**

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The purpose of this company is to set up and manage financial instruments and deposits.

**ARTICLE 3 - NAME**

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The company's name is: LAZARD MULTI ASSETS followed by the notation “Société d'investissement à Capital Variable”, with or without the term “Sicav”.

**ARTICLE 4 - REGISTERED OFFICES**

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The registered office is established at 10 avenue Percier - 75008 Paris.

**ARTICLE 5 - TERM**

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The company's term is 99 years, commencing from its registration with the Trade and Companies Register, except in the event that the Sicav is dissolved before the end of the term or extended pursuant to these regulations.

**Title II - Capital - Changes in capital - Features of the shares**

**ARTICLE 6 - SHARE CAPITAL**

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LAZARD MULTI ASSETS

The initial capital totals € 512,035,285.61 fully paid up.

*For the Lazard Patrimoine sub-fund:*

The Lazard Patrimoine sub-fund is made up of the assets of the Lazard Patrimoine mutual fund (€ 413,244,814.30).

*For the Lazard Patrimoine Opportunities sub-fund:*

The Lazard Patrimoine Opportunities sub-fund is made up of the assets of the Lazard Patrimoine Opportunities mutual fund (€ 98,790,471.31 euros).

*For the Lazard Patrimoine Moderato sub-fund:*

The Lazard Patrimoine Moderato sub-fund is made up of the assets of the Lazard Patrimoine Moderato mutual fund.

The different share classes may:

- apply different dividend policies (distribution or accumulation);
- be denominated in different currencies;
- be subject to different management fees;
- be subject to different subscription and redemption fees;
- have a different par value;
- be systematically hedged, in full or in part, against risk as set out in the prospectus. This hedging is achieved through financial instruments that reduce to a minimum the impact of hedging transactions on the Sub-fund's other share classes;
- be reserved to one or more distribution networks.

The shares may be combined or split upon the decision of the Extraordinary Shareholders' Meeting.

The shares may be sub-divided upon the decision of the board of directors into tenths, hundredths, thousandths or ten-thousandths, referred to as fractional shares.

The provisions hereof governing the issue and redemption of shares shall apply to fractional shares, the value of which shall always be proportional to the value of the share they represent. Unless otherwise stipulated, all other provisions of the articles of association relating to shares shall automatically apply to fractional shares.

## **ARTICLE 7 - CHANGES IN CAPITAL**

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The amount of capital may be changed as a result of the issue of new shares by the company and reductions following the redemption of shares by the company for shareholders who so request.

## **ARTICLE 8- ISSUE AND REDEMPTION OF SHARES**

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Shares may be issued at any time at the request of shareholders on the basis of the net asset value plus subscription fees, if any.

Redemptions and subscriptions shall be made under the conditions and in accordance with the procedures set out in the prospectus.

Redemptions may be made in cash and/or in kind. If the redemption in kind corresponds to a representative share of the assets in the portfolio, only the outgoing shareholder's written and signed agreement must be obtained by the UCI or management company. If the redemption in kind does not correspond to a representative share of the

assets in the portfolio, all of the shareholders must provide their written signed agreement authorising the outgoing shareholder to obtain redemption of their shares against certain specific assets, as explicitly defined in the agreement.

As an exception to the foregoing, in cases where the UCI is an ETF, redemptions on the primary market may, if the portfolio management company agrees and provided that the interests of the shareholders are upheld, be made in kind under the conditions set out in the UCI's prospectus. The assets are then delivered by the issuer account keeper under the conditions set out in the UCI's prospectus.

Generally speaking, the redeemed assets are valued according to the rules set out in Article 9, and redemption in kind is based on the first net asset value following acceptance of the instruments in question.

All subscriptions to new shares must, under pain of being declared void, be fully paid up and the shares issued shall have the same dividend date as that of the existing shares on the issuance date.

Pursuant to Article L. 214-7-4 of the French Monetary and Financial Code, redemption by the company of its shares, and the issue of new shares, may be temporarily suspended by the board of directors in exceptional circumstances and if required in the interests of shareholders.

No shares may be redeemed if the net assets of the Sicav are less than the regulatory amount.

Minimum subscription conditions may apply, as set out in the prospectus.

The UCI may cease to issue shares on a temporary or permanent basis, in part or in full, pursuant to the provisions set out in the third paragraph of Article L. 214-7-4 of the French Monetary and Financial Code, in objective situations that warrant the closure of subscription such as cases where the maximum number of issued shares has been reached, the maximum amount of assets has been reached, or the subscription period has expired. If such partial or full closure is activated, the existing shareholders must be informed by all available means, including details of the threshold and objective situation that triggered the decision. In the case of partial closure, the existing shareholders must also be informed in detail of the methods by which they can continue to subscribe during this partial closure period. The shareholders must also be informed by all available means if the UCI or management company decide to discontinue the full or partial subscription closure period (when the activation threshold is no longer exceeded) or continue the closure period (change in the threshold or the objective situation that warranted implementation of the measure). Any change in the specified objective situation or in the activation threshold must always be in the interest of the shareholders. The existing shareholders must be informed by all means of the exact reasons for such changes.

## **ARTICLE 9 - CALCULATION OF NET ASSET VALUE**

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

Further, if the shares are listed for trading, the exchange operator will calculate an instant indicative net asset value.

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

## **ARTICLE 10- FORM OF THE SHARES**

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The shares may have the form of bearer or registered shares, as selected by the subscriber.

Pursuant to Article L. 211-4 of the French Monetary and Financial Code, the securities must be registered in accounts kept by the issuer or an authorised intermediary, as the case may be.

Holders' rights will be represented by an entry in an account their name:

LAZARD MULTI ASSETS

- with the intermediary of their choice for bearer securities;
- with the issuer and, if they so wish, with the intermediary of their choice for registered securities.

The company may, at its own expense, request the name, nationality and address of the Sicav's shareholders, as well as the number of securities held by each of them, in accordance with Article L. 211-5 of the French Monetary and Financial Code.

## **ARTICLE 11 - ADMISSION TO TRADING IN A REGULATED MARKET AND/OR A MULTILATERAL TRADING SYSTEM**

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The shares may be admitted to trading in a regulated market and/or a multilateral trading system, depending on the applicable regulations.

If the Sicav whose shares are admitted to trading in a regulated market, has an investment objective based on an index, it must have set up a system to ensure that its share price does not deviate significantly from its net asset value.

## **ARTICLE 12 - RIGHTS AND OBLIGATIONS ATTACHED TO THE SHARES**

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Each share confers the right, in proportion to the fraction of the share capital represented, to a share in the ownership of the company's assets and of the company's profits.

The rights and duties attached to a share shall be transferred to any owner thereof.

Whenever the exercise of a right is conditional upon a certain number of shares being held and specifically in the case of a swap or consolidation of shares, holders of individual shares or of less than the required number of shares may only exercise such rights if they personally undertake to consolidate their holdings and, if applicable, to buy or sell the necessary quantity of shares.

## **ARTICLE 13 - INDIVISIBILITY OF SHARES**

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All co-owners of shares or assignees are required to be represented with the company by a single person named by mutual agreement or, failing such agreement, appointed by the Chief Judge of the Commercial Court with jurisdiction for the registered offices.

In cases involving fractional shares:

Holders of fractional shares may consolidate their holdings. In this case, they must be represented as set out above, by a single person who shall perform, for each group, all of the rights attached to the ownership of the entire share.

In cases where beneficial ownership and bare ownership are separated, the division of voting rights at shareholders' meetings between the beneficial owner and the bare owner is left to the discretion of the parties concerned, who should inform the company accordingly.

## **Title III - Administration and management of the company**

### **ARTICLE 14 - ADMINISTRATION**

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The company is administered by a board of directors with at least three and no more than 18 members, appointed by the shareholders' meeting.

During the life of the company, the directors shall be appointed or re-appointed by the ordinary shareholders' meeting.

The directors of the company may be natural persons or legal entities. In the case of a legal entity, on appointment, they must designate a permanent representative who is subject to the same conditions and obligations and bears the same civil and criminal liability as if they themselves were a member of the board of directors, without prejudice to the liability of the legal entity they represent.

This permanent mandate is given for the duration of the legal entity's own mandate. If the legal entity terminates the appointment of its representative, it must notify the Sicav immediately by registered mail and also inform the Sicav of the identity of its new permanent representative. The same shall apply in the event of the death, resignation or extended impediment of the permanent representative.

## **ARTICLE 15 - TERM OF OFFICE OF DIRECTORS -REPLACEMENT OF THE BOARD**

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Subject to the provisions of the final paragraph of this article, the directors' term of office is three years for initial directors and up to six years for subsequent directors, with each year being understood as the period between two consecutive annual shareholders' meetings.

If one or more directors' seats become vacant between two shareholders' meetings as a result of death or resignation, the board of directors may make interim appointments.

A director appointed by the board on an interim basis to replace another shall remain in office only for the remaining term of office of his predecessor. This appointment shall be subject to ratification at the next shareholders' meeting.

All directors shall be eligible for re-election. They may be dismissed at any time by the ordinary shareholders' meeting.

Each director's term of office shall expire at the close of the ordinary shareholders' meeting called to approve the financial statements for the past financial year and held in the year during which the director's term of office expires, it being understood that, if the meeting is not held in that year, the term of office of the director concerned shall expire on December 31st of the same year, subject to the exceptions hereafter.

All directors may be appointed for a term of less than six years where necessary to ensure that changes are made as regularly as possible and that all members have changed by the end of each six-year period. This is notably the case if the number of directors is increased or decreased and the renewal frequency has been affected.

Where the number of members of the board of directors falls below the legal minimum, the remaining member or members must immediately call an ordinary shareholders' meeting in order to fill the vacant seats on the board.

The age limit for members of the board of directors is set at 80. Nevertheless, directors older than this age limit may in exceptional cases have their mandate renewed for a period of six years; no more than three directors may be renewed under these conditions.

In the event of the resignation or death of a director, and where the number of directors still in office is equal to or greater than the statutory minimum, the board may appoint a temporary replacement for the remaining term of office. In the event of the resignation or death of a director, and where the number of directors still in office is equal to or greater than the statutory minimum, the board may appoint a temporary replacement for the remaining term of office.

## **ARTICLE 16 - BUREAU OF THE BOARD**

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The board shall elect a chairman from among its members for a term determined by it, but which may not exceed the chairman's term of office as a director. The chairman must be an individual.

The chairman of the board of directors shall organise and direct the board's activities, and shall report on these to the shareholders' meeting. The chairman shall oversee the smooth operation of the company's management bodies and in particular shall ensure that the directors are capable of fulfilling their duties.

If he considers it appropriate, he shall also appoint a vice- chairman and may also choose a secretary, who need not be member of the board.

## **ARTICLE 17- BOARD MEETINGS AND DELIBERATIONS**

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The board of directors shall meet when convened by the chairman, as often as the company's interests require, either at the registered offices or at any other location indicated in the notice of meeting.

Whenever the board has not met for more than two months, at least one-third of its members may ask the chairman to convene a meeting based on a specific agenda. The chief executive officer may also ask the chairman to convene a board of directors' meeting to deal with a specific agenda. The chairman is bound by such a request.

Company bylaws may determine, in accordance with legal and regulatory provisions, the conditions for organising meetings of the board of directors, which except when held for the adoption of resolutions that are expressly excluded from this option under the French Commercial Code, may take place via video-conference.

Invitations may be sent to the directors by post or verbally.

A quorum of at least half the members is required in order for decisions to be valid. Decisions are adopted by a majority vote of members present or represented. Each director holds one vote. In the case of a split-vote, the chairman has the casting vote.

Where video-conferencing is permitted, the company's bylaws may stipulate, in accordance with the regulations in force, that directors participating in a board of directors' meeting via video-conference are deemed present for the purpose of quorum and majority calculations.

## **ARTICLE 18 - MINUTES**

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Minutes are written up and copies or excerpts of decisions are issued and certified as required by law.

## **ARTICLE 19- POWERS OF THE BOARD OF DIRECTORS**

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The board of directors steers the company's activity and oversees correct execution. Within the limits of the corporate object and subject to the powers expressly granted by law to shareholders' meetings, the board shall consider any issue that affects the proper operation of the company and settle any matters concerning the company through its decisions

The board of directors shall carry out such controls and audits that it considers appropriate. The chairman or the chief executive officer is required to provide each director with all documents and information needed to perform his or her duties.

A director may authorise another director to represent him at a meeting of the board of directors under the conditions established by law. Each director shall have only one such power of attorney during a single session.

The provisions set out above shall apply to permanent representatives of directors who are legal entities.

## **ARTICLE 20 - EXECUTIVE MANAGEMENT - NON-VOTING BOARD MEMBERS**

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The executive management of the company shall be the responsibility of the chairman of the board of directors or of another natural person appointed by the board of directors and holding the title of chief executive officer.

The choice of these two methods shall be made in accordance with the terms of these articles of association by the board of directors for a term that shall run until the expiry of the functions of the current chairman of the board of directors. Shareholders and third parties shall be informed of this choice under the conditions defined by the applicable legislative and regulatory provisions.

Based on the board of directors' choice as stipulated above, the company will be managed by either the chairman or a chief executive officer.

When the board of directors decides to separate the functions of chairman and chief executive officer, it shall appoint a chief executive officer and shall decide on his/her term of office.

If the chairman of the board of directors assumes responsibility for the executive management of the company, the following provisions regarding the chief executive officer shall apply.

Subject to the powers expressly attributed by law to shareholders' meetings as well as those specifically reserved by law to the board of directors, and within the limits of the corporate purpose, the chief executive officer is vested with the broadest powers to act in all circumstances on behalf of the company. He shall exercise these powers within the limits of the corporate object and subject to the powers expressly attributed by law to shareholders' meetings and the board of directors. He shall represent the company in its dealings with third parties.

The chief executive officer may authorise any partial delegation of his powers to any person of his choice.

The chief executive officer may have his/her appointment revoked at any time by the board of directors.

At the request of the chief executive officer, the board of directors may appoint up to five deputy chief executive officers to assist the chief executive officer. Deputy chief executive officers may be removed from office at any time by the board upon the recommendation of the chief executive officer.

In agreement with the chief executive officer, the board shall determine the scope and duration of the powers delegated to deputy chief executive officers.

Such powers may include a right of partial delegation. If the chief executive officer resigns or is dismissed or is unable to perform his duties, the deputies shall retain their powers and positions, unless the board decides otherwise, until the appointment of a new chief executive officer.

Deputy chief executive officers shall have the same powers vis-à-vis third parties as the chief executive officer.

The age limit of the chief executive officer and deputy chief executive officers is set at 80.

The shareholders' meeting may appoint one or more non-voting board members.

The term of office for non-voting board members shall be a maximum of six years. It shall expire at the close of the ordinary shareholders' meeting called to approve the financial statements for the past financial year and held in the year during which the non-voting board members' term of office expires.

Non-voting board members may be re-elected at any time without limitation; they may be removed from office at any time upon the decision of the shareholders' meeting.

In the event of the death or resignation of one or more non-voting board members, the board of directors may co-opt their successor(s), this provisional appointment being subject to ratification at the next shareholders' meeting.

Non-voting board members are responsible for ensuring the strict enforcement of the articles of association. They attend the board of directors meetings and hold a consultative role. They examine statements of assets and liabilities and the annual financial statements and offer their comments on these matters to the shareholders' meetings when they consider it appropriate to do so. Remuneration of non-voting board members is decided upon by the board.

## **ARTICLE 21 - BOARD ALLOCATIONS AND REMUNERATION**

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

The board of directors may also allocate special payments for tasks and duties assigned to directors; any such payments will be charged to operating expenses and subject to the approval of the ordinary shareholders' meeting.

No other permanent or other type of remuneration may be allocated to the directors unless they hold an employment contract with the company under the conditions set out by law.

## **ARTICLE 22 - CUSTODIAN**

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The custodian is appointed by the board of directors.

The custodian performs the tasks for which it is responsible under applicable laws and regulations as well as those assigned to it contractually by the Fund or the management company. In particular, the custodian must ensure that the decisions of the management company are lawful. It shall take any protective measures it considers appropriate.

In the event of a dispute with the management company, it shall inform the AMF.

## **ARTICLE 23 - PROSPECTUS**

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The board of directors or, where the Sicav has delegated full responsibility for management, the management company, has all necessary powers to make, as needed, any amendments to the prospectus to ensure the proper management of the company, pursuant to the legislative and regulatory provisions specific to Sicavs.

## **Title IV - Statutory auditors**

### **ARTICLE 24 - APPOINTMENT - POWERS - REMUNERATION**

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The statutory auditor is appointed by the board of directors for a term of six financial years, following AMF approval, from among persons authorised to perform such duties in commercial companies.

The statutory auditor shall certify that the financial statements give a true and fair view of the company.

The statutory auditor's term may be renewed.

The statutory auditor has a duty to report promptly to the AMF any fact or decision concerning the Fund of which he has become aware in the course of his duties and which is liable to:

1. Constitute a breach of the laws or regulations that apply to that body that is likely to have a significant impact on its financial situation, profits or assets;
2. Affect the conditions or the continuity of its operations;
3. Lead to the expression of reservations or the refusal to certify the financial statements.

The statutory auditor shall oversee the valuation of assets and the calculation of exchange ratios used in the event of a conversion, merger or split.

The statutory auditor shall assess any contribution in kind under his own responsibility.

He shall verify the accuracy of the composition of assets and other information prior to publication.

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

The statutory auditor shall certify the positions used as the basis for the distribution of interim dividends.

## **Title V - Shareholder's meetings**

### **ARTICLE 25 - SHAREHOLDER'S MEETINGS**

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Shareholders' meetings shall be convened and shall deliberate under the conditions provided for by law.

The annual shareholders' meeting, which must approve the company's financial statements, must be held within four months of the close of the financial year.

Meetings shall be held either at the registered offices or at any other location specified in the notice of meeting.

Each shareholder may participate in the Shareholders' Meetings, either in a personal capacity or by appointing another person as proxy, subject to proof of identity and share ownership either in the form of registration in the registered share accounts held by the company or of registration in the bearer securities registry, at the places specified in the notice of meeting; these formalities must be completed two days before the meeting date.

A shareholder may be represented at a meeting in accordance with Article L. 225-106 of the French Commercial Code.

A shareholder may also vote by correspondence under the conditions set out in the regulations in force.

Shareholders' meetings shall be chaired by the chairman of the board of directors or, in his absence, by a vice-chairman or a director appointed by the board for that purpose. Failing this, the shareholders' meeting shall elect the chairman itself.

Minutes of meetings shall be written up and copies certified and issued as required by law.

## **Title VI - Annual financial statements**

### **ARTICLE 26 - FINANCIAL YEAR**

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The company's financial year begins on the day after the last trading day in Paris in and ends on the last trading day in Paris of the same month in the following year.

## **ARTICLE 27 - ALLOCATION OF DISTRIBUTABLE INCOME**

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Distributable income consists of:

- 1) net income plus retained earnings, plus or minus the balance of the revenue adjustment account. Net income for the financial year is equal to the amount of interest, arrears, dividends, bonuses and prizes, directors' fees and all income generated by the securities that make up the Sub-fund's portfolio, plus income generated by temporary cash holdings and minus management fees and borrowing costs.
- 2) realised capital gains, net of charges, minus realised capital losses, net of charges, recognised for the financial year, plus any net capital gains of the same kind recognised over previous years that have not been distributed or accumulated, plus or minus the balance of the capital gains adjustment account.

The amounts referred to in 1) and 2) may be accumulated and/or distributed and/or retained independently of each other, in whole or in part.

Details of the relevant process are provided in the prospectus under the section entitled "Allocation of distributable income".

## **Title VII- Extension -Dissolution -Liquidation**

### **ARTICLE 28 - EXTENSION OR EARLY DISSOLUTION**

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The board of directors may, at any time and for any reason, recommend the extension, early dissolution or liquidation of the Sicav to an extraordinary shareholders' meeting.

This issue of new shares and the redemption by the Sicav of shares for shareholders who so request shall cease on the date of publication of the notice of the shareholders' meeting at which a resolution for the early dissolution or liquidation of the company is considered, or at the end of the company's term.

### **ARTICLE 29 - LIQUIDATION**

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At the end of the term set by the articles of association or in the case of a resolution for early dissolution, the shareholders' meeting shall decide, on the recommendation of the board of directors, the method of liquidation and shall appoint one or more liquidators.

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

The liquidator shall represent the company. The liquidator is authorised to pay the creditors and divide out the available balance. The appointment of the liquidator shall terminate the powers held by the directors, but not those held by the statutory auditor.

The liquidator may, pursuant to a resolution of the extraordinary shareholders' meeting, contribute all or part of the assets, rights and obligations of the dissolved company to another company, or transfer such assets, rights and obligations to a company or to any other person.

The net proceeds from the liquidation, after settlement of liabilities, shall be distributed in cash or securities among the shareholders.

During the liquidation process, the duly constituted shareholders' meeting shall retain the same authority as during the life of the company, including in particular the power to approve the liquidation accounts and discharge the liquidator.

## **Title VIII - Disputes**

### **ARTICLE 30 - JURISDICTION ADDRESS FOR SERVICE**

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Any disputes that may arise during the company's operations or at the time of its liquidation, either between shareholders and the company or among the shareholders themselves, concerning the business of the company, shall be judged in accordance with the law and submitted to the courts with jurisdiction.

**Document last updated: 06/09/2022**