

UCITS covered by
Directive 2009/65/EC

Ofi Invest ESG Equity Climate Focus Prospectus

Date of issue: 16 April 2026

OFI INVEST ASSET MANAGEMENT

Registered office: 127-129 Quai du Président Roosevelt, 92130 Issy-les-Moulineaux, France

A *Société Anonyme à Conseil d'Administration* (Limited Company with a Board of Directors) with capital of €71,957,490 – Nanterre Trade and Companies Register 384 940 342

A management company accredited by the Autorité des Marchés Financiers (French Financial Markets Authority) under number GP 92-12



ofi invest
Asset Management

I. GENERAL CHARACTERISTICS

1/ STRUCTURE OF THE UCITS

Name:

Ofi Invest ESG Equity Climate Focus (the "Fund").

Legal structure and Member State in which the UCITS was constituted:

Mutual fund under French law.

☒ This product highlights environmental or social features but is not intended as a sustainable investment.

Date of creation and envisaged term:

The Fund was created on 14 March 1997 for a term of 99 years.

Summary of the management offer:

Characteristics							
Unit	ISIN code	Allocation of distributable amounts		Currency	Intended subscribers	Minimum amount of initial subscriptions	Minimum amount of subsequent subscriptions
		Net income	Realised net capital gains				
I	FR0000981441	Accumulation	Accumulation and/or Distribution	EUR	All subscribers (Institutional Clientele)	N/A	N/A
RC	FR0013267150	Accumulation	Accumulation and/or Distribution	EUR	All subscribers (more specifically individuals)	N/A	N/A
LFM	FR0011142256	Accumulation	Accumulation and/or Distribution	EUR	Units reserved for France Mutualiste insurance policyholders	N/A	N/A
Ofi Invest Actions Climat	FR0013414414	Accumulation	Accumulation and/or Distribution	EUR	Unit reserved for the Mutavie network	N/A	N/A
Ofi Invest ESG Aktien Klima Europa	FR0013506631	Accumulation	Accumulation and/or Distribution	EUR	Unit reserved for the Oldenburgische Landesbank network and group entities	N/A	N/A

The latest annual report and the latest periodic statement are available from:

The latest annual reports and asset breakdown will be sent to the holder free of charge within eight working days on written request to:

Ofi Invest Asset Management

Legal Department (Service Juridique)

Registered office: 127-129 Quai du Président Roosevelt – 92130 Issy-Les-Moulineaux (France)

Email: ld-juridique.produits.am@ofi-invest.com



These documents are also available at: <https://www.ofi-invest-am.com>

Further information can be obtained at any time from the Sales Department, either by calling: +33 (0)1 40 68 17 17 or sending an email to: service.client@ofi-invest.com

II. INTERESTED PARTIES

Management company:

Ofi Invest Asset Management

A portfolio management company approved by the French stock exchange commission (Commission des Opérations de Bourse) on 15 July 1992 under the number GP 92-12

A Société Anonyme à Conseil d'Administration (Limited Company with a Board of Directors)

Registered office: 127-129 quai du Président Roosevelt – 92130 Issy-Les-Moulineaux (France)

Hereinafter the "Management Company"

Depository and custodian:

Société Générale

Credit institution created on 8 May 1864 by a decree of authorisation signed by Napoleon III

Registered office: 29 Boulevard Haussmann, 75009 Paris (France)

Postal address of depository function: 189 Rue d'Aubervilliers, 75886 Paris Cedex 18 (France)

Identity of the Depository of the UCITS:

The Depository of the UCITS, Société Générale, acting through its Securities Services Department (the "Depository"). Société Générale, with its registered office at 29 Boulevard Haussmann, Paris (75009), registered in the Paris Trade and Companies Register under number 552 120 222, is an establishment approved by the French Prudential Supervisory Authority (Autorité de Contrôle Prudentiel et de Résolution – APCR) and regulated by the French Financial Markets Authority (Autorité des Marchés Financiers – AMF).

Description of the Depository's responsibilities and potential conflicts of interest:

The Depository has three types of responsibilities, including checking the lawfulness of the Management Company's decisions, monitoring the UCITS' cash flows and safekeeping the assets of the UCITS.

The primary objective of the Depository is to protect the interest of the unitholders/investors of the UCITS.

Potential conflicts of interest may be identified, particularly where the Management Company also has commercial relations with Société Générale alongside its appointment as Depository (which may be the case where Société Générale calculates the net asset value of the UCITS for which Société Générale is the Depository on behalf of the Management Company or where there is a group relationship between the Management Company and the Depository).

To manage these situations, the Depository has introduced and updated a procedure for managing conflicts of interest, aiming at:

- Identification and analysis of situations of potential conflicts of interest;
- Recording, management and monitoring of situations of conflicts of interest by:
 - Relying on the permanent measures in place in order to manage conflicts of interest, such as segregation of tasks, separation of hierarchical and functional lines, monitoring lists of insider dealing, dedicated IT environments;
 - Implementing, on a case-by-case basis:
 - Preventive and appropriate measures such as the creation of an ad hoc monitoring list, new Chinese walls, or verifying that transactions are processed appropriately and/or with the provision of information to the customers concerned;
 - Or by refusing to manage activities which may give rise to conflicts of interest.

Description of any safe-keeping duties delegated by the Depository, list of delegates and sub-delegates and identification of conflicts of interest likely to result from such delegation:

The Depository is responsible for the safe-keeping of the assets (as defined in Article 22(5) of Directive 2009/65/EC amended by Directive 2014/91/EU). In order to offer the services associated with the safe-keeping of assets in a large number of countries and to allow the UCITS to achieve their investment objectives, the Depository has appointed sub-depositaries in countries where the Depository does not have a direct local presence. These entities are listed on the website: www.securities-services.societegenerale.com/fr/nous-connaître/chiffres-cles/rapports-financiers/.

Under Article 22a (2) of the UCITS V Directive, the appointment and supervision of sub-depositaries follow the highest quality standards, including managing potential conflicts of interest that may arise in connection with such appointments. The Depository has drawn up an effective policy for the identification, prevention and management of conflicts of interest in accordance with national and international regulations as well as international standards.

Delegation of the Depositary's safe-keeping functions may result in conflicts of interest. These have been identified and are controlled. The policy implemented by the Depositary consists of a mechanism which makes it possible to prevent the occurrence of any conflict of interest situation and exercise its activities in such a way that guarantees that the Depositary is always acting in the best interests of the UCITS. In particular, prevention measures consist of ensuring the confidentiality of the information exchanged, physically separating the main activities which may enter into conflicts of interest, identifying and classifying remuneration and monetary and non-monetary benefits and implementing mechanisms and policies regarding gifts and events.

Up-to-date information relating to the above points will be sent to the investor on request.

Auditors

Cabinet Grant Thornton

Registered office: 29 Rue du Pont, 92200 Neuilly-sur-Seine (France)

Represented by Mr Azarias Sekko

Marketer:

Ofi invest Asset Management

A Limited Liability Company with an Executive Board (Société Anonyme à Conseil d'Administration)

Registered office: 127-129 quai du Président Roosevelt – 92130 Issy-Les-Moulineaux (France)

As the Fund is admitted for trading on Euroclear France, its units may be subscribed to or redeemed with financial brokers who are not known to the Management Company.

Delegates:

Accounts manager:

Credit institution created on 8 May 1864 by a decree of authorisation signed by Napoleon III

Registered office: 29 Boulevard Haussmann, 75009 Paris (France)

Postal address: 189 Rue d'Aubervilliers, 75886 Paris Cedex 18 (France)

The accounts management delegation agreement entrusts Société Générale with updating the accounts, calculating the net asset value, preparing and presenting the documents for the statutory auditor's inspection and retaining the accounting documents.

Centraliser by delegation of the Management Company for units yet to be registered or registered in bearer or externally managed registered form:

Société Générale

Credit institution created on 8 May 1864 by a decree of authorisation signed by Napoleon III

Registered office: 29 Boulevard Haussmann, 75009 Paris (France)

Postal address of function of centralisation of subscription/redemption orders and keeping of registers:
32 Rue du Champ-de-tir, 44000 Nantes (France)

Centraliser only for pure registered units (for I units – ISIN code: FR0000981441) and (for the RC unit – ISIN code: FR0013267150):

IZNES

A simplified joint stock company authorised by the ACPR as an investment firm on 26 June 2020

Registered office: 18 Boulevard Malesherbes – 75008 PARIS – France

In connection with handling the Mutual Fund's liabilities, subscription and redemption orders may be placed directly with the IZNES for the I unit (ISIN code: FR0000981441) and the RC unit (ISIN code: FR0013267150) yet to be registered or registered in pure registered form, and with Société Générale by delegation by the Management Company) for all units (including the Ofi Invest Actions Monde Durable unit) yet to be registered or registered in bearer form.

The procedure for placing subscription or redemption orders for the I unit (ISIN code: FR0000981441) and for the RC unit (ISIN code: FR0013267150) yet to be registered or registered in pure registered form is available from the Management Company.

After these orders are collected, IZNES will forward them to Société Générale in its capacity as an affiliate of Euroclear France.

III. OPERATING AND MANAGEMENT PROCEDURE

1/ GENERAL CHARACTERISTICS

Characteristics of units:

- ISIN code – I unit: FR0000981441
- ISIN code – RC unit: FR0013267150
- ISIN code – LFM unit: FR0011142256
- ISIN code – Ofi Invest Actions Climat unit: FR0013414414
- ISIN code – Ofi Invest ESG Aktien Klima Europa unit: FR0013506631

Nature of the right attached to the unit class:

Every unitholder has a right of joint ownership on the assets of the Fund proportional to the number of units owned.

Liability management:

Registration in the custodian's register for units registered in externally managed registered form. The Fund is admitted for trading on Euroclear France.

Voting right:

No voting right is attached to the units, decisions being made by the Management Company. However, information about changes to operation of the Fund is given to unitholders, either individually or via the press, or by any other means in accordance with instruction 2011-19 of 21 December 2011.

Unit form:

Bearer and pure registered and externally managed registered.

Please note that unitholders may submit their subscription/redemption requests via Ofi invest Asset Management (for the I unit – ISIN code: FR0000981441) and (for the RC unit – ISIN code: FR0013267150) in pure registered form and via Société Générale for all other units (including the I and RC units) in bearer and externally managed registered form.

Fractional units:

☒ Yes ☐ No

Number of decimal places for the units:

☐ Tenths ☐ hundredths ☐ thousandths ☒ ten thousandths

Closing date:

Last trading day worked in June.

Information about tax arrangements:

The Fund as such is not liable to taxation. However, unitholders may bear taxation on account of the income distributed by the Fund, where applicable, or when they sell its units.

The tax arrangements applicable to the amounts distributed by the Fund, or to the unrealised capital gains or losses or those realised by the Fund, depend on the tax provisions applicable to the investor's specific situation, their residence for tax purposes and/or the jurisdiction of investment of the Fund. Thus, certain income distributed in France by the Fund to non-residents may be liable, in that State, to withholding tax.

Warning: depending on your tax arrangements, potential capital gains and income associated with holding units in the Fund may be liable to taxation. We recommend that you ask your usual tax adviser for information about this.

☒ Eligible for the SSP

☐ DSK Contract ☐ Madelin Act ☐ PERP



The American tax law, the Foreign Account Tax Compliance Act (“FATCA”):

The objective of the American law, the FATCA, signed into law on 18 March 2010, is to reinforce the prevention of tax evasion by introducing an annual declaration to the American tax administration (the IRS – Internal Revenue Service) for accounts held outside the US by American taxpayers.

Sections 1471 to 1474 of the Internal Revenue Code (“FATCA”) impose withholding tax of 30% on certain payments on a foreign financial institution (FFI) if the said FFI fails to comply with the FATCA. The Mutual Fund is an FFI and is therefore governed by the FATCA.

These FATCA withholding taxes may be levied on those payments made in favour of the Mutual Fund, except if the Mutual Fund complies with the FATCA under the provisions of that act, and with the corresponding legislation and regulations, or if the Mutual Fund is governed by an Intergovernmental Agreement (IA) so as to improve application of international tax provisions and implementation of the FATCA.

France thus signed an Intergovernmental Agreement (IA) on 14 November 2013; the Mutual Fund may take all measures necessary to monitor compliance, according to the terms of the IA and local implementing regulations.

In order to fulfil its obligations associated with the FATCA, the Mutual Fund must obtain certain information from its investors, so as to establish their American tax status. If the investor is a designated US person, a non-US company entity owned by a US company, a Non-Participating Foreign Financial Institution (NPFFI), or on failure to provide the required documents, the Mutual Fund may have to report information about the investor in question to the competent tax administration, provided this is permitted by law.

All Ofi invest Group partners must also communicate their status and registration number (GIIN: Global Intermediary Identification Number) and immediately notify all changes relating to these data.

Investors are invited to consult their own tax advisers regarding the requirements of the FATCA concerning their personal situation. In particular, investors holding units through intermediaries must ensure compliance by the said intermediaries with the FATCA so as not to be subjected to any withholding tax on the returns from their investments.

Crisis in Ukraine:

Under Council Regulation (EU) No 833/2014, with effect from 12 April 2022, the shares of this UCI may not be subscribed for by any Russian or Belarusian national, by any natural person resident in Russia or Belarus or by any legal person, entity or body established in Russia or Belarus, except for nationals of a Member State and natural persons holding a temporary or permanent residence permit in a Member State.

2/ SPECIFIC PROVISIONS

Characteristics of units:

- ISIN code – I unit: FR0000981441
- ISIN code – RC unit: FR0013267150
- ISIN code – LFM unit: FR0011142256
- ISIN code – Ofi Invest Actions Climat unit: FR0013414414
- ISIN code – Ofi Invest ESG Aktien Klima Europa unit: FR0013506631

Classification: International equities.

Fund of funds:

Yes ☐ No ☒

Management objective:

The Fund's objective is to outperform the Stoxx Europe 600 ex UK Net Reinvested Net Dividends index by investing in companies with an active approach to the energy and environmental transition.

Benchmark index:

Performances are compared to movements in the Stoxx Europe 600 ex UK Net Dividends Reinvested index.

The STOXX® Europe 600 ex UK Net Total Return index is an equity index, calculated and published by the global index provider STOXX Ltd. ("STOXX") (Bloomberg Ticker: SXXG Index).

The STOXX® Europe 600 ex UK Net Total Return index excludes the United Kingdom from the countries included in the STOXX Europe 600 Net Total Return index, meaning that it is made up of a variable number of securities.

Please note:

The STOXX Europe 600 Net Total Return index is the STOXX Europe 600 reinvested dividends index. It is made up of 600 of the leading stocks from 17 European countries. Equities in the Index cover all economic sectors and are chosen for their level of market capitalisation, their liquidity and their sector-specific weight. The countries included in the index are Austria, Belgium, Denmark, Finland, France, Germany, Iceland, Ireland, Italy, Luxembourg, Netherlands, Norway, Portugal, Spain, Switzerland, Sweden and the United Kingdom.

The index is provided by Swiss company STOXX Ltd, a Qontigo subsidiary of the German Deutsche Börse Group and which, under Benchmark Regulation (EU) 2016/1011, is registered as an administrator in the ESMA public register referred to in Article 36 of this Regulation. The Management Company acts as a "User", as defined in Regulation (EU) 2016/1011.

Tracking website:

<https://markets.ft.com/data/indices/tearsheet/summary?s=SXXR:STX>
<https://www.marketwatch.com/investing/index/sxxg?countrycode=XX>

STOXX Europe 600 Net Total Return index Bloomberg ticker: SXXR Index.

However, the Fund's objective is not to reproduce, in one way or another, the performance of this index. It makes investments based on criteria which can result in significant discrepancies in relation to the behaviour of this index. Investments in companies are made according to weightings which do not depend on the relative weight of each company in the index.

Investment strategy:

➤ Strategies used:

Analysis of the Fundamentals:

The investment universe of Ofi Invest ESG Equity Climate Focus includes the securities selected by the Stoxx Europe Total Market Index.

The portfolio is built and managed on the basis of a qualitative analysis of companies with a dominant position in their market or sector, or of specialised companies with leadership in a specific niche.

The qualitative analysis is carried out individually by company in the investment universe. Each stock is thus the subject of an analysis to enable the manager to understand the competitive positions and the quality of its strategy and its management, without neglecting the sectoral and economic environment.

During this analysis phase, the manager performs a study of the company's financial criteria. The main criteria are the growth rate in its medium-term turnover, its operating profit and net profit, its return on capital invested and its capacity to finance growth. The analysis of competitive positions and whether or not there are barriers to entry, is based on interviews and visits with directors, and research – at sector or individual level – conducted internally or by selected financial intermediaries.

The team complements its financial analysis with analysis of non-financial criteria in order to favour a “Socially Responsible Investment” (SRI) selection of companies in the portfolio, and takes into account the carbon intensity of the company's activities and its level of involvement in the Energy Transition.

Analysis of non-financial criteria

Alongside the financial analysis, as part of their study, the manager also analyses non-financial criteria for optimum portfolio stock selection. The proportion of ESG-analysed securities in the portfolio must be greater than 90% of the fund's net assets (excluding cash, UCIs and derivatives).

The management adopts a “rating improvement” ESG approach, which involves achieving a higher average ESG score for the portfolio than the average ESG score for the SRI comparison universe, including the securities that make up the Stoxx Europe (BKXF) index, after removing 30%, as a weighting, of the index's securities. These eliminated securities correspond to the exclusion of private issuers featuring on the management company's sector-based and norm-based exclusion lists for the purposes of the SRI Label, as well as securities with the lowest ESG scores.

The Management Company considers this index suitable for the purposes of comparison of the ESG score based on its strategy.

Under the SRI Label, the portfolio is committed to outperforming three non-financial indicators (an environmental indicator and a social indicator), compared to its SRI universe, selected from the principal adverse impact indicators (PAI indicators) defined by the SFDR:

- Environmental indicator (PAI indicator 2): Tonnes of CO₂ per million euros invested (Scopes 1, 2 and 3 divided by EVIC). The coverage rate of this environmental indicator will be at least 80% at the end of 2025 and at least 90% at the end of 2026.
- Social indicator (PAI indicator 11): Lack of processes and mechanisms to monitor compliance with UNGC and OECD principles. The coverage rate of this social indicator will be at least 55% at the end of 2025 and at least 60% at the end of 2026.
- The share of issuers from sectors subject to enhanced vigilance with a credible transition plan.

Although the Management Company will have the final say on the investment decision when selecting securities, it will rely on its proprietary ESG rating produced by its ESG analysis team and detailed in the pre-contractual annex.

Moreover, Ofi Invest Asset Management has identified risk areas for its investments in relation to certain business sectors and international benchmarks. Therefore, the Management Company has introduced exclusionary policies to minimise these risks and manage its reputational risk.

The Fund implements the exclusion policies summarised in the “Investment Policy – Sector-Based and Norm-Based Exclusions” document. In line with and as a part of the implementation of the ESMA Guidelines, the Fund applies the PAB exclusions summarised in our “Investment Policy – Sector-Based and Norm-Based Exclusions” document. This document is available online at https://www.ofi-invest-am.com/pdf/principes-et-politiques/politique-exclusions-sectorielles-et-normatives_ofi-invest-am.pdf.

These exclusion policies are also available in full online at <https://www.ofi-invest-am.com/fr/politiques-et-documents>.



Energy and Ecological Transition analysis:

The universe of sectors of activity with low greenhouse gas emissions will be established by excluding companies with the lowest scores (at least 20%) on environmental issues (such as climate change, natural resources, project financing, toxic discharges and green products).

The universe of sectors with carbon-intensive activity will be analysed based on two main criteria: the Carbon Intensity of the company's activities and how great a role the company is playing in the Energy Transition.

The carbon intensity of the company's activities:

The scope of the companies studied in the Energy and Environmental Transition analysis will cover sectors with the most intensive greenhouse gas (GHG) emissions activity which are most likely to act to significantly reduce them. The analysis will focus on the following sectors:

- Automobile
- Chemicals
- "Intense" industrial activities (ICB 3 sectors: Aerospace and Defence, General Industrials, Industrial Engineering and Industrial Transportation)
- Base materials
- Building materials
- Oil and gas
- Utilities
- "Intense" travel and leisure activities (ICB 3 sectors: Airlines, Hotels and Travel and Tourism)

The measurement used to assess this intensity is financed emissions, which are calculated by dividing the company's total GHG emissions (*) by its balance sheet total. This intensity is expressed in equivalent tonnes of CO₂/million EUR invested. It can be used to estimate an investor's indirect emissions when the investor invests EUR 1 million in the company in question.

(*) Emissions of GHG (greenhouse gas), expressed in equivalent weight of CO₂, are data which originate either from the companies (directly or via declarations made to the Carbon Disclosure Project) or from data estimated by a service provider (MSCI). Some data are reported but not subject to mandatory verification.

There are three categories of these emissions (source: ADEME):

- Direct GHG emissions (or Scope 1): Direct emissions from fixed or mobile installations situated within the organisational structure, i.e. emissions from sources owned or controlled by the organisation such as combustion of fixed and mobile sources, industrial processes excluding combustion, emissions from ruminants, biogas from technical landfills, leakage of refrigerants, nitrogen fertilisation, biomass and more.
- Indirect energy emissions (or Scope 2): Indirect emissions associated with the production of electricity, heat or steam imported for the organisation's activities.
- Other indirect emissions (or SCOPE 3): Other emissions indirectly produced by the activities of the organisation which are not included in Scope 2 but which are linked to the entire value chain, such as, for example, the purchase of raw materials, services or other products, employee movements, upstream and downstream transportation of goods, management of waste generated by the organisation's activities, use and end of life of products and services sold, immobilisation of production goods and equipment, and more.

Although it would be desirable to use the three Scopes to calculate intensities, according to the analysis by the portfolio's Management Company, the level of standardisation of Scope 3 is currently insufficient to allow relevant use in the comparison between several companies.

How great a role the company is playing in the energy transition:

For each intensive sector, a matrix is implemented that places the carbon footprint measurement on one axis and the Energy and Environmental Transition analysis on the other axis. Issuers are then classified into terciles based on their rating on each axis.

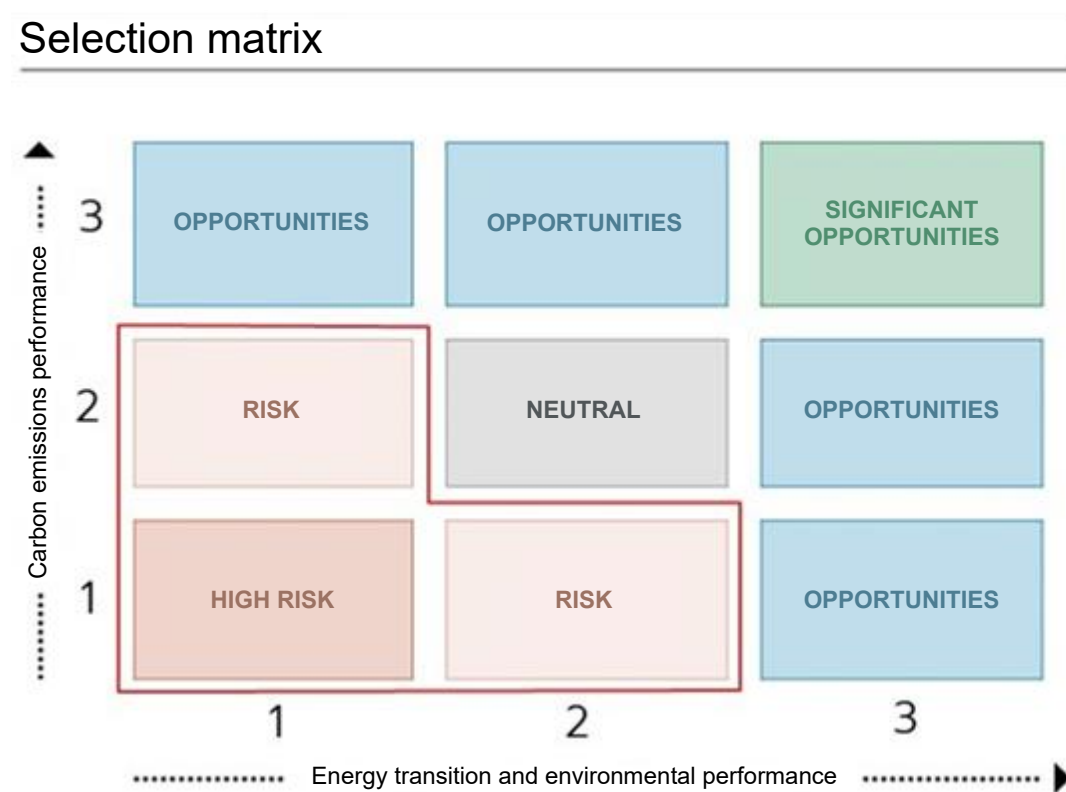
Using a scale from 1 to 3, the issuers' ratings on the carbon footprint measurement axis are obtained through:

- A "Financed emissions" score, which is higher for less intensive issuers
- A penalty based on Urgewald's Global Coal Exit List (GCEL)
- The rating may be capped based on a qualitative analysis of scope 3

Using a scale from 1 to 3, the issuers' ratings on the Energy and Environmental Transition Analysis axis are obtained through:

- An "Energy Transition" score, measuring how well the environmental theme is managed
- A bonus based on the percentage of turnover generated from "green" products
- The rating may be adjusted for specific operators of public transport (such as railways and buses), port infrastructure and electric transport networks that play a key role in the transition, but have been otherwise incorrectly identified

Based on the classification of the issuers using these two axes, the Energy and Environmental Transition category is obtained using the following approach:



Companies in these carbon-intensive sectors that are either "high risk" or "risky" are excluded from the Fund's investment universe. Moreover, the Fund will hold in its portfolio a minimum of 15% of companies that present "strong opportunities". These companies are the best positioned to contribute to the energy and environmental transition.

SFDR:

➤ How sustainability risks are integrated into product investment decisions:

The Fund promotes environmental and/or social and governance characteristics within the meaning of Article 8 of Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector ("SFDR"), but does not make this promotion a sustainable investment objective.

However, a minimum of 30% of the Fund's net assets are held in sustainable investments. Nevertheless, the Fund may hold investments aligned with the environmental or social characteristics that do not qualify as sustainable investments.

For more information on taking environmental and/or social and governance characteristics into account, please refer to the template pre-contractual disclosure document as appended to the prospectus (annex for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of the SFDR and Article 6, first paragraph, of the Taxonomy Regulation).

➤ Taxonomy:

The underlying investments for this financial product do not take the Union criteria for environmentally sustainable economic activities into account, as defined by the "Taxonomy Regulation" (Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investment, and amending the SFDR).

The Mutual Fund currently has no minimum commitment to align its activities with the Taxonomy Regulation.

Accordingly, the minimum investment percentage aligned with the EU Taxonomy to which the Fund commits is 0%. The "do no significant harm" principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities.

➤ Assets (excluding embedded derivatives):

The Fund portfolio is made up of the following categories of assets and financial instruments:

Equities:

The Fund is exposed to equity markets on at least 60% of its net assets. More precisely, due to its eligibility for the SSP tax scheme, at least 75% of the Fund is invested in securities eligible for the SSP.

Investments will be made opportunistically, at the manager's discretion, with no sector-based distribution constraints, in small and medium-sized companies listed on OECD markets only. The weighting of the securities in the portfolio will be determined by the size, potential for appreciation and the ESG profile.

In addition to equities, that constitute at least 75% of the Fund's net assets, the following assets may be included in the portfolio composition, up to a maximum of 25%:

Debt securities and money market instruments:

In managing the Fund's cash position, the manager may use bonds, debt securities and money-market instruments.

The private/public debt allocation is not determined in advance; it shall be determined according to market opportunities. Similarly, the manager shall determine the duration and sensitivity of the bonds he holds in the portfolio depending on the management objectives and market opportunities. Issuers of portfolio securities must be rated Investment Grade, based on the rating policy implemented by the Management Company. This debt securities rating policy provides for a single rule in terms of allocation of a long-term rating on bond securities. Under this policy, a rating is determined based on ratings allocated by one or more recognised agencies, and scores from analyses by the Management Company's Credit Analysis team. As a result, investment decisions or credit-instrument transfer decisions are not automatically and exclusively based on the criterion of their rating and are based, among other things, on an internal analysis of the credit or market risk. The decision to buy or to sell an asset is also based on other criteria at the manager's discretion.

Shares or units of other UCITS/AIFs or Investment Funds:

To manage the cash position or access specific markets (sector-based or geographic), the Fund may invest up to 10% of its net assets in units and shares of French or foreign UCITS complying with Directive 2009/65/EC, which themselves invest a maximum of 10% of their assets in units or shares of other UCITS or investment funds, or in units and shares of other French or foreign UCIs or investment funds governed by foreign law that satisfy the conditions provided for in Article R. 214-13 (1) to (4) of the French Monetary and Financial Code.

These funds may be UCITS managed or promoted by companies in the Ofi invest Group.

Other eligible assets:

The Fund may hold up to 10% in an accumulation of money market instruments, debt securities or capital securities not traded on a regulated market complying with Article R. 214.12 of the French Monetary and Financial Code.

➤ Derivative instruments:

The Fund can operate on fixed-term or conditional financial contracts, traded on regulated and organised markets, French, foreign and/or over-the-counter.

For this purpose, the manager may take positions with a view to respond to market fluctuations. The Fund's positions may be taken: either to hedge the portfolio's "equity" risk (while respecting the constraint that the Fund be permanently exposed to the equity market associated with its classification), or to expose the portfolio to sectors, equities or market indices through the use of instruments such as futures or options.

The portfolio's exposure is not expected to exceed 100%; however, should there be significant subscriptions or redemptions, or significant fluctuations on the markets, the UCITS may be temporarily exposed above 100%.

More incidentally, operations on OTC markets may be made during cash management or foreign exchange transactions.

The Fund may use derivatives within the limit of 100% of the net assets.

Commitment of the Fund on financial contracts:

The method for calculation of the global risk is the commitment method.

Counterparties to transactions on financial contracts traded over-the-counter:

The manager may process over-the-counter transactions with the following counterparties: BNP Paribas, CACIB, HSBC, Natixis, Société Générale and UBS.

In addition, the Management Company maintains relations with the following counterparties with whom the manager may have to deal: Bank of America Merrill Lynch, Barclays, Goldman Sachs, JPMorgan and Morgan Stanley.

The Fund Management Company selects its counterparties for their expertise in each category of derivatives and each type of underlying asset, for their jurisdiction of incorporation and for the Management Company's assessment of their default risk.

None of these counterparties has discretionary decision-making power on the composition or management of the Fund portfolio or on the underlying assets of the financial contracts acquired by the Fund, or has to give its approval for any transaction relating to the portfolio.

By means of the transactions realised with these counterparties, the Fund bears the risk of their defaulting (insolvency, bankruptcy, etc.). In such a situation, the net asset value of the Fund may fall (see definition of this risk in the "Risk profile" section below).

Financial guarantees:

In line with the Management Company's internal policy and with the aim of limiting the risks, it has put in place financial guarantee contracts, commonly known as "collateral agreements", with its counterparties.

The financial guarantees authorised by these agreements are sums of money in euros or in currencies and, for some of them, transferable securities.

If the Management Company does not receive guaranteed financial securities, it has neither a policy for discount of securities received, nor a way to evaluate the guarantees in the security.

In the case of receipt of the financial guarantee in cash, this may be:

- Invested in Short-Term Monetary Mutual Funds (UCI);
- Or not invested and placed in a cash account held by the Fund Depositary

The management of financial guarantees may carry operational, regulatory and safekeeping risks. The risks associated with reinvestments of assets received depend on the type of assets or the type of transactions and may consist of liquidity risks or counterparty risks.

The Management Company possesses the human and technical resources needed to manage these risks. The financial guarantees received from the counterparties are not subject to restrictions with regard to their reuse. The Fund does not place any restrictions on its counterparties with regard to reuse of the financial guarantees supplied by the Fund.

Safe-keeping:

The derivative instruments and the guarantees received are kept by the Fund Depositary.

Remuneration:

The Fund is a direct counterparty to transactions on derivative instruments and receives all revenue generated by these transactions. Neither the Management Company nor any third party receives any remuneration in respect of transactions on derivative instruments.

➤ Securities with embedded derivatives:

Nature of instruments used:

Essentially, Warrants, Subscription Warrants and any type of bond medium to which a right of conversion or subscription are attached.

The strategy of use of embedded derivatives in order to achieve the management objective:

Interventions on securities with embedded derivatives shall be of the same nature as those realised on derivative instruments. Recourse to securities with embedded derivatives is subordinate on their potential advantage in terms of costs/efficiency or liquidity.

As well as by use of derivative instruments, investment on securities with embedded derivatives is not intended to expose the portfolio above 100%. However, in the case of significant subscriptions or redemptions, or significant fluctuations on the markets, the UCITS may be temporarily exposed above 100%.

➤ Deposits:

The UCITS may make deposits of a maximum term of 12 months, with one or more credit institutions. The aim of these deposits is to contribute to the remuneration of the cash position.

➤ Cash borrowing:

As part of normal operations, the UCITS may temporarily find itself in a debit position and resort, in this case, to cash borrowing, within a limit of 10% of its net assets.

➤ Acquisition transactions and temporary purchase and sale of securities:

The Fund is not designed to carry out acquisitions transactions or temporary purchase or sale of securities.

Risk profile:

The Fund will be mainly invested in financial instruments selected by the Management Company. These instruments will experience market developments and fluctuations.

The Fund is a UCITS classified as "International Equities".

Investors are therefore mainly exposed to the risks below, this list not being exhaustive.

Capital risk and performance risk:

The investor is advised that the performance of the UCITS might not conform to their objectives and that their capital might not be returned in full, the UCITS not benefiting from any guarantee or protection of capital invested.

Equity risk:

The UCITS is invested on one or more equity markets which may experience marked variations. The investor's attention is drawn to the fact that variations in the price of the portfolio assets and/or the market risk might result in a significant reduction in the net asset value of the UCITS.

Risk associated with holding small capitalisations:

On account of its management direction, the fund may be exposed to small and medium capitalisations which, taking account of their specific characteristics, may present a liquidity risk. On account of the limited size of the market, the evolution of these stocks is more marked in an upward direction than a downward direction and may generate marked fluctuations in the net asset value.



Foreign exchange risk:

This is the risk of foreign currency variation affecting the value of the stocks held by the UCITS. The investor's attention is drawn to the fact that the net asset value of the UCITS will drop in the case of an unfavourable change in the foreign currency rate other than the euro.

Counterparty risk:

This is the risk associated with use by the UCITS of futures and OTC instruments. These transactions concluded with one or more eligible counterparties potentially expose the UCITS to a risk of defaulting of one of these counterparties possibly resulting in failure to pay which will reduce the net asset value.

Interest rate risk:

Because of its composition, the UCITS may be subject to an interest rate risk. This risk results from the fact that, in general, the price of debt securities and bonds falls when rates rise. The net asset value may therefore drop if interest rates rise.

Credit risk:

In the case of downgrading of private issuers (for example, of their rating by financial rating agencies), or their defaulting, the value of private bonds may fall. The net asset value of the UCITS may therefore fall.

Sustainability risk:

Sustainability risks are primarily related to climate events resulting from climate change (known as physical risks), the ability of companies to respond to climate change (known as transition risks) and which may result in unanticipated losses affecting the Mutual Fund's investments and financial performance. Social events (inequalities, labour relations, investment in human capital, accident prevention, changes in consumer behaviour, etc.) or governance gaps (recurrent and significant breach of international agreements, corruption, product quality and safety and sales practices) can also translate into sustainability risks.

Subscribers concerned and standard investor profile:

I unit: all subscribers.

LFM unit: reserved for France Mutualiste insurance policyholders.

RC unit: all subscribers (Retail clientele).

Ofi Invest Actions Climat unit: reserved for the Mutavie network.

Ofi Invest ESG Aktien Klima Europa unit: reserved for the Oldenburgische Landesbank network and group entities.

The amount which it is reasonable to invest in the UCITS depends on the personal situation of the investor. To determine this, investors should take into account their personal wealth, their current and future needs, their investment horizon and also their wish to take risks or, on the contrary, to favour prudent investment. He is also strongly recommended to sufficiently diversify his investments, so as not to expose them exclusively to the risk of this UCITS.

The recommended investment period: more than five years.

Procedure for determination and allocation of distributable amounts:

Capitalisation Mutual Fund.

Entry into the accounts according to the cashed coupon method.

The amounts that can be distributed by an UCITS are made up of:

1. Net income plus carryforward plus or less the balance of the income adjustment account and less advances paid on net income for the financial year;
2. Realised capital gains, net of fees, less realised capital losses, net of fees, recorded during the financial year, plus net capital gains of the same kind recorded in previous financial years that have not been distributed or accumulated, less or plus the balance of the adjustment account for realised capital gains and less advances paid on realised net capital gains or losses for the financial year.

The amounts mentioned in points 1 and 2 may be distributed, in full or in part, irrespective of each other.

The Management Company decides on the allocation of profits.

Distributable sums are paid out within a maximum of five months following the end of the financial year.

The Mutual Fund has opted for the following option:

Distributable amounts relating to the net income:

- ☒ Pure accumulation: distributable amounts relating to the net income are accumulated in full, except for those which must be distributed under law;
- ☐ Pure distribution: distributable amounts relating to the net income are distributed in full, rounded to the nearest whole number. The Management Company may decide on the payment of exceptional advances;
- ☐ The Management Company decides, each year, on the allocation of the net income. The Management Company may decide on the payment of exceptional advances.

Distributable amounts relating to realised capital gains:

- ☐ Pure accumulation: distributable amounts relating to realised capital gains are accumulated in full;
- ☐ Pure distribution: distributable amounts relating to realised capital gains are distributed in full, rounded to the nearest whole number. The Management Company may decide on the payment of exceptional advances;
- ☒ The Management Company decides, each year, on allocation of the realised capital gains. The Management Company may decide on the payment of exceptional advances.

Characteristics of units:

Characteristics							
Unit	ISIN code	Allocation of distributable amounts		Currency	Intended subscribers	Minimum amount of initial subscriptions	Minimum amount of subsequent subscriptions
		Net income	Realised net capital gains				
I	FR0000981441	Accumulation	Accumulation and/or Distribution	EUR	All subscribers (Institutional Clientele)	N/A	N/A
RC	FR0013267150	Accumulation	Accumulation and/or Distribution	EUR	All subscribers (more specifically individuals)	N/A	N/A
LFM	FR0011142256	Accumulation	Accumulation and/or Distribution	EUR	Units reserved for France Mutualiste insurance policyholders	N/A	N/A
Ofi Invest Actions Climat	FR0013414414	Accumulation	Accumulation and/or Distribution	EUR	Unit reserved for the Mutavie network	N/A	N/A
Ofi Invest ESG Aktien Klima Europa	FR0013506631	Accumulation	Accumulation and/or Distribution	EUR	Unit reserved for the Oldenburgische Landesbank network and group entities	N/A	N/A

Subscription and redemption procedure:

Two options via Ofi Invest Asset Management for I units (ISIN code: FR0000981441) and for the RC unit (ISIN code: FR0013267150) in pure registered form or via Société Générale for all units (including I and RC units) in bearer or externally managed registered form.

Subscription/redemption requests are centralised each valuation day up to 12:00/noon to the Depositary and answered based on the next net asset value, i.e., at an unknown price.

The corresponding payments are made on the second non-holiday trading day following the net asset value date.

Option of subscribing in amounts and/or in fractions of units: redemptions can only be made in quantities of units (ten thousandths).

Date and frequency of calculation of the net asset value: daily.

The net asset value is calculated every non-holiday trading day.

The original net asset value of the I unit is: EUR 1,524.49

The original net asset value of the RC unit is: EUR 1,000

The original net asset value of the LFM unit is: EUR 50

The original net asset value of the Ofi Invest Actions Climat unit is: €100

The original net asset value of the Ofi Invest ESG Aktien Klima Europa unit is: €100

Crisis in Ukraine:

Under Council Regulation (EU) No 833/2014, with effect from 12 April 2022, the shares of this UCI may not be subscribed for by any Russian or Belarusian national, by any natural person resident in Russia or Belarus or by any legal person, entity or body established in Russia or Belarus, except for nationals of a Member State and natural persons holding a temporary or permanent residence permit in a Member State.

The body designated for centralising subscriptions and redemptions:

For pure registered units:

Ofi Invest Asset Management

Registered office: 127-129 quai du Président Roosevelt – 92130 Issy-Les-Moulineaux (France)

IZNES

A simplified joint stock company having received authorisation to operate as an investment firm by the ACPR on 26 June 2020

Registered office: 18 Boulevard Malesherbes – 75008 PARIS – France

In connection with handling the Mutual Fund's liabilities, subscription and redemption orders may be placed directly with the IZNES for the I unit (ISIN code: FR0000981441) and the RC unit (ISIN code: FR0013267150) yet to be registered or registered in pure registered form, and with Société Générale by delegation by the Management Company) for all units (including the Ofi Invest Actions Monde Durable unit) yet to be registered or registered in bearer form.

The procedure for placing subscription or redemption orders for the I unit (ISIN code: FR0000981441) and for the RC unit (ISIN code: FR0013267150) yet to be registered or registered in pure registered form is available from the Management Company.

After collection of these orders, IZNES will forward them to Société Générale in its capacity as an affiliate of Euroclear France.

For bearer and externally managed registered units (including I and RC units):

Société Générale

Postal address: 32 Rue du Champ-de-tir, 44000 Nantes (France)

Investors wishing to subscribe to units and unitholders wishing to redeem units are invited to contact IZNES directly for the I unit (ISIN code: FR0000981441) and for the RC unit (ISIN code: FR0013267150) in pure registered form or Société Générale (by delegation of the Management Company) for all bearer and externally managed registered units (including I and RC units) regarding the deadline for accepting their subscription or redemption request, which may be earlier than the centralisation time mentioned above.

In exceptional circumstances, the absence of a redemption capping mechanism may result in the Fund being unable to meet redemption requests and, as a result, increase the risk of full suspension of subscriptions and redemptions on this Fund.

Net asset value adjustment (swing pricing):

A swing pricing mechanism has been introduced by the Management Company, in the context of its valuation. For additional information, please refer to the “Asset Valuation Rules” section of this prospectus, which sets out the swing pricing method along with the procedures for implementing swing pricing.

Redemption capping mechanism (gates):

Under the provisions of the General Regulations of the AMF, the Management Company may, on a temporary basis when exceptional circumstances so require, implement the redemption capping mechanism enabling the redemption requests of Fund unitholders to be spread over several net asset values if they exceed a certain level, which is determined objectively in order to guarantee the balance of the management of the Fund and therefore the equality of the unitholders.

Thus, the level determined by Ofi invest Asset Management corresponds to a threshold of 5% (redemptions net of subscriptions/last known net asset value). The threshold is justified by the calculation frequency of the Fund’s net asset value, its management strategy and the liquidity of the assets that it holds.

However, this threshold is not activated systematically: if liquidity conditions permit, the Management Company may decide to honour redemptions above this threshold. The maximum application duration for this mechanism is fixed at twenty (20) net asset values over three (3) months.

Subscription and redemption transactions, for the same number of units, on the basis of the same net asset value and for the same unitholder or beneficial owner (referred to as round-trip transactions) are not affected by the redemption cap.

Description of the method used:

Fund unitholders are reminded that the activation threshold for the redemption capping mechanism is measured using the ratio between:

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

If the Fund has many different unit classes, the activation threshold for this mechanism will be the same for all Fund unit classes. This threshold applies to centralised redemptions for all of the Fund’s assets and not specifically to the Fund’s unit classes.

If redemption requests exceed the activation threshold for the redemption capping mechanism, the Management Company may decide to honour redemption requests above the provided cap, and therefore partially or fully execute orders that may have been blocked.

By way of example, if the total redemption requests for the Fund’s units, on the same centralisation date, are 10%, while the activation threshold is set at 5% of the net assets, the Management Company may decide to honour redemption requests up to 7% of net assets (and therefore execute 70% of redemption requests instead of 50% if it were to strictly apply the 5% cap).

Procedure for informing unitholders:

Should the redemption capping mechanism be activated, all Fund unitholders will be informed via the Management Company’s website: <https://www.ofi-invest-am.com>

Fund unitholders whose orders have not been executed will be informed of this specifically as soon as possible.

Processing of orders that have not been executed:

These will be automatically deferred to the next net asset value and will not have priority over new redemption orders placed for execution on the next net asset value. In any event, redemption orders that have not been executed and automatically carried forward may not be revoked by the affected Fund unitholders.

The net asset value of the Fund is available on request from:

Ofi Invest Asset Management

Registered office: 127-129 quai du Président Roosevelt – 92130 Issy-Les-Moulineaux (France)

Email: service.client@ofi-invest.com



Charges and fees:

➤ Subscription and redemption fees:

Subscription and redemption fees are added to the subscription price paid by investors, or deducted from the redemption price.

Commission retained by the UCITS serves to offset the costs borne by the UCITS to invest or divest the assets entrusted.

Commission not retained is paid to the Management Company or to the marketers.

Fees payable by investors, collected at the time of subscriptions and redemptions	Base	Rate / scale I – LFM – RC units	Rate / scale Ofi Invest Actions Climat unit	Rate / scale Ofi Invest ESG AKTIEN KLIMA EUROPA unit
Subscription fee not retained by the UCITS	Net asset value X number of units	4% Maximum rate	N/A	4% Maximum rate
Subscription fee retained by the UCITS	Net asset value X number of units	N/A	N/A	N/A
Redemption fee not retained by the UCITS	Net asset value X number of units	1% Maximum rate	N/A	N/A
Redemption fee retained by the UCITS	Net asset value X number of units	N/A	N/A	N/A

➤ Management fees:

Fees cover all costs invoiced directly to the Fund, with the exception of transactions costs.

For more detail about the fees charged to the Fund, please refer to the PRIIPs Regulation.

Fees charged to the UCITS	Base	Rate / scale I and LFM units	Rate / scale RC unit	Rate / scale Ofi Invest Actions Climat unit	Rate / scale Ofi Invest ESG AKTIEN KLIMA EUROPA unit
Financial management fees, and operating fees and costs for other services	Net assets	1.30% (including tax) Maximum rate	1.80% (including tax) Maximum rate	1.50% (including tax) Maximum rate	1.70% (including tax) Maximum rate
Maximum turnover fee per transaction (1)	Fixed fee per transaction	EUR 0 to 120 (excluding tax)		EUR 0 to 120 (excluding tax)	EUR 0 to 120 (excluding tax)
	Transferable securities and money market products	EUR 0 to 200 (excluding tax)		EUR 0 to 200 (excluding tax)	EUR 0 to 200 (excluding tax)
	Eurozone and Mature Countries	EUR 0 to 120 (excluding tax)		EUR 0 to 120 (excluding tax)	EUR 0 to 120 (excluding tax)
	Emerging Countries	EUR 0 to 50 (excluding tax)		EUR 0 to 50 (excluding tax)	EUR 0 to 50 (excluding tax)
	UCI	EUR 0 to 150 (excluding tax)		EUR 0 to 150 (excluding tax)	EUR 0 to 150 (excluding tax)
	“Ordinary” OTC products	EUR 0 to 450 (excluding tax)		EUR 0 to 450 (excluding tax)	EUR 0 to 450 (excluding tax)
	“Complex” OTC products				
	Cleared derivatives				
Service provider collecting turnover fee: 100% depositary/ custodian					
Outperformance fee	-	20% above the Stoxx Europe 600 ex UK Net Dividends Reinvested index	20% above the Stoxx Europe 600 ex UK Net Dividends Reinvested index	N/A	N/A

Only the fees mentioned below may sit outside of the 3 groups of fees referenced above and, in this case, must be mentioned hereafter:

- the contributions owed for management of the UCITS, in accordance with Article L621-5-3 II (3) (d) of the French Monetary and Financial Code;



- exceptional and non-recurring duties, taxes, fees and governmental rights (in relation to the UCITS);
- exceptional and non-recurring costs with a view to recovery of debts (e.g.: Lehman) or proceedings to assert a right (eg: class action).

Information relating to these fees is also set out ex post in the UCITS' annual report.

Operating and management fees are directly charged to the profit and loss account of the Fund on calculation of each net asset value.

➤ Outperformance fee for I – LFM and RC units:

The variable fees correspond to an outperformance fee.

From 1 July 2022, the outperformance fee is calculated as follows:

The calculation period for the outperformance fee, or crystallisation period, runs from 1 July to 30 June each year. The calculation also takes into account the relative performance of previous periods (see below).

At each net asset value calculation, the outperformance of the Fund is defined as the positive difference between the net assets of the Fund, before taking into account any provision for outperformance fees, and the net assets of a notional fund that achieves precisely the same performance as the reference benchmark and has the same subscription and redemption pattern as the actual Fund.

Each time the net asset value is established, the outperformance fee, then established as equal to 20% of the performance above the STOXX EUROPE 600 ex UK Net Dividends Reinvested index, is covered by a provision, or a provision reversal limited to the existing allocation.

In addition, an outperformance fee can only be provisioned if there is an outperformance over the reference period, which is defined as the last 5 crystallisation periods on a rolling basis, including the current crystallisation period. For this purpose, if there is an underperformance over one of the last 4 full crystallisation periods and this is not offset by an outperformance over subsequent periods, the share of the underperformance that has not been offset is carried over to subsequent periods, on a maximum of 4 occasions.

As an exception, the reference period will begin on 1 July 2022: previous crystallisation periods are not considered for the calculation. The first reference period will run from 1 July 2022 to 30 June 2023, the second from 1 July 2022 to 30 June 2024, and so on up to the fifth from 1 July 2022 to 30 June 2022.

For example:

Crystallisation period	Relative performance	Underperformance is to be offset for the following periods	Payment of an outperformance fee
Period 1	2%	0%	Yes
Period 2	-6%	-6%	No
Period 3	2%	-4%	No
Period 4	2%	-2%	No
Period 5	-4%	-6%	No
Period 6	0%	-4%	No
Period 7	5%	0%	Yes

In the case of negative absolute performance, when the relative performance of the Sub-Fund is positive, this same outperformance fee shall also be collected, but this shall be limited to 1.5% of the net assets.

In the case of redemptions, the share of the outperformance fee corresponding to the redeemed shares is collected by the Management Company.

Except for redemptions, the Management Company collects the outperformance fee on the end date of each crystallisation period.

A description of the method used for calculating the outperformance fee is provided to subscribers by the Management Company.

➤ [Brief description of the procedure for choosing brokers:](#)

The Ofi Invest Group has set up a procedure for selecting and evaluating market brokers, which makes it possible to choose the best market brokers for each financial instrument category and to ensure the quality of order execution on behalf of our managed funds.

The management teams can send their orders directly to the selected market brokers or through the Ofi Invest Group trading desk, Ofi Invest Intermediation Services. If this company is used, order receipt and transmission fees will also be charged to the Fund in addition to the management fees described above.

This service provider handles the receipt and transmission of orders, followed by execution or not, to the market brokers on the following financial instruments: Debt securities, Capital securities, UCI units or shares, Financial contracts.

This service provider's expertise makes it possible to separate the selection of financial instruments (which remains the responsibility of the Management Company) from their trading, whilst ensuring the best execution of orders.

The Ofi Invest Group's management teams conduct a multi-criteria assessment every six months. Depending on the circumstances, it takes into consideration several or all of the following criteria:

- Monitoring volumes of transactions per market broker;
- analysis of the counterparty risk and how this develops (a distinction is made between "brokers" and "counterparties");
- the nature of the financial instrument, the execution price, where applicable the total cost, the speed of execution and the size of the order;
- Feedback on operational incidents identified by managers or the Middle Office.

At the end of this assessment, the Ofi Invest Group may reduce the volume of orders entrusted to a market broker or remove the broker temporarily or permanently from its list of authorised service providers.

This valuation can be based on an analysis report provided by an independent service provider.

The selection of UCIs relies on a threefold analysis:

- A quantitative analysis of the media selected;
- An additional qualitative analysis;
- Due diligence, which aims to validate the option of intervening on a given fund and of setting investment limits on the fund in question and on the corresponding management company.

A post-investment committee meets every six months to review all authorisations given and limits consumed.

For the execution of specific financial instruments, the Management Company uses commission sharing agreements (CCPs or CSAs), including with research partners within the Ofi Invest Group, under which a limited number of investment service providers:

- Provide the order execution service;
- Collect brokerage costs relating to services that assist with investment decisions;
- Pay these costs back to a third-party provider of these services.

The objective sought is to use, as far as possible, the best service providers in each speciality (execution of orders and assistance with investment/disinvestment decisions).

IV. COMMERCIAL INFORMATION

1/ Distribution

Distributable amounts are paid out, where applicable, within five months at the most of the end of the financial year.

2/ Redemption or reimbursement of units

Redemptions of units of the Fund can be sent to:

For the I unit – ISIN code: FR0000981441 and for the RC unit – ISIN code: FR0013267150] in pure registered form:

IZNES

A simplified joint stock company authorised by the ACPR as an investment firm on 26 June 2020
Registered office: 18 Boulevard Malesherbes – 75008 PARIS – France

For all bearer and externally managed registered units (including I and RC units):

Société Générale

Postal address of function of centralisation of subscription/redemption orders and keeping of registers (by delegation by the Management Company): 32 Rue du Champ-de-Tir, 44000 Nantes (France)

Unitholders are informed of changes affecting the Fund according to the terms defined by the French Financial Markets Authority (Autorité des Marchés Financiers – AMF): specific provision of information or any other method (such as financial notices and periodic documents).

3/ Distribution of information about the UCITS

The Fund prospectus, the net asset value of the fund and the latest annual reports and periodic documents are available, on request, from:

Ofi invest Asset Management

Registered office: 127-129 quai du Président Roosevelt – 92130 Issy-Les-Moulineaux (France)
Email: ld-juridique.produits.am@ofi-invest.com and/or service.client@ofi-invest.com

4/ Information on ESG criteria

The Management Company provides investors with information on how its investment policy takes into account criteria relating to compliance with social, environmental and governance quality objectives on its website: <https://www.ofi-invest-am.com> and in the Fund's annual report (from financial years beginning on or after 1 January 2012).

5/ Transfer of portfolio composition

The Management Company may transfer, directly or indirectly, the composition of the assets of the Fund to the Fund unitholders who have professional investor status, solely for purposes related to regulatory obligations in the context of calculation of equity. This transfer occurs, where applicable, within a period of no more than 48 hours after publication of the net asset value of the Fund.

Additional information for investors in the Hong Kong SAR

Warning: The content of this document has not been reviewed by a regulatory authority in Hong Kong. You are advised to exercise caution around this offering, as you could lose all or part of your investment. Should you have any doubts about the contents of this document, we recommend that you seek the advice of an independent professional.

Fund units may not be offered or sold using any document in Hong Kong, except (a) to “professional investors” as defined in the Securities and Futures Ordinance (Chapter 571 of the Hong Kong Laws) and in the rules established under this Ordinance; or (b) in other circumstances whereby the document is not a “prospectus” as defined in the Companies Ordinance (Winding Up and Miscellaneous Provisions) (Chapter 32 of the Hong Kong Laws) or which do not constitute a public offering within the meaning of this Ordinance.

Furthermore, no individual may put out, or have in their possession for issuance purposes, any advertisements, invitations or documents, whether in Hong Kong or elsewhere, relating to the units, which are aimed at a Hong Kong audience or which contain content which may be consulted or read by a Hong Kong audience (except where permitted by Hong Kong securities laws), except in relation to units which are or may be transferred solely to individuals outside Hong Kong or solely to “professional investors” as defined in the Securities and Futures Ordinance and in all rules established under this Ordinance.

The offering of Fund units is solely for the individual to whom this document has been issued by or on behalf of the company, and a subscription for Fund units will only be accepted from that individual (or a company certified as its controlled subsidiary by this individual).

This document and the information that it contains can only be used by the individual to whom it is sent and may not be reproduced in any form or circulated to any other individual in Hong Kong.



V. INVESTMENT RULES

THE FUND IS SUBJECT TO THE INVESTMENT RULES AND REGULATORY RATIOS APPLICABLE TO “AUTHORISED UCITS IN ACCORDANCE WITH DIRECTIVE 2009/65/EC” IN ARTICLE L.214-2 OF THE FRENCH MONETARY AND FINANCIAL CODE.

The Fund is subject to the investment rules and regulatory ratios applicable to authorised UCITS in accordance with Directive 2009/65/EC coming under Article L.214-2 of the French Monetary and Financial Code, governed by Sub-section 1 of Section 1 of Chapter IV of Title I of Book II of the French Monetary and Financial Code.

The main financial instruments and management techniques used by the Fund are mentioned in the “Operating and Management Procedures” section of the prospectus.

VI. GLOBAL RISK

The method applied for calculation of the global risk is the commitment method.

VII. RULES FOR VALUATION AND POSTING OF ASSETS

The rules for valuation of the assets are based, first, on valuation methods and second, on practical terms which are specified in the appendix to the annual accounts and in the prospectus. The rules for valuation are fixed, under its responsibility, by the Management Company.

The net asset value is calculated every non-holiday trading day worked in Paris, and is dated that same day.

I/ RULES FOR VALUATION OF ASSETS:

The UCI has complied with the accounting rules established by the amended Accounting Standards Authority regulation no. 2014-01 on the accounting plan of open-ended UCIs.

Accounts relating to the securities portfolio are kept based on historical cost: entries (purchases or subscriptions) and exits (sales or redemptions) are posted based on the acquisition price, excluding costs.

Any exit generates a capital gain or capital loss from sale or redemption and potentially, a redemption bonus.

Accrued coupons on negotiable debt securities are considered on the day of the net asset value date.

The Fund values its securities at the actual value, the value resulting from the market value or in the absence of the existence of any market, from financial methods. The entry value-actual value difference generates a capital gain or loss which shall be posted as “difference in estimate of portfolio”.

Description of methods of valuation of balance sheet entries and fixed-term and conditional transactions:

Financial instruments:

- Debt securities: debt securities admitted for trading on a regulated or similar market are valued, under the responsibility of the Management Company, by comparing the prices of these assets with various sources.

Money market instruments:

Negotiable debt securities (NDS) are valued at the market rate at the time of publication of interbank market rates. NDS are valued using the tool of our data supplier who, daily, lists valuations at market price of NDS. Prices come from various brokers/banks on this market. Therefore, the market curves of issuers contributed are collected by the Management Company which calculates a daily market price. For unlisted private issuers, daily reference curves by rating are also calculated using this tool. The rates may be adjusted by a margin calculated on the basis of the characteristics of the issuer of the security.

Unlisted transferable securities:

Unlisted transferable securities are valued under the responsibility of the Management Company using methods based on the asset value and the return, taking into account the prices applied at the time of recent significant transactions.

UCI:

Units or shares of UCITS are valued at the last known net asset value on the actual day of calculation of the net asset value.

▪ Financial contracts (otherwise known as “futures instruments”) within the meaning of Article L.211-1, III of the French Monetary and Financial Code:

- Financial contracts traded on a regulated or similar market: futures or options, traded on European regulated or similar markets, are valued at the settlement price, or failing this, based on the closing price.



- Financial contracts not traded on a regulated or similar market (i.e. traded over-the-counter):
 - Financial contracts not traded on a regulated or similar market: financial contracts not traded on a regulated or similar market and forming the subject of settlement are valued at the settlement price.
 - Financial contracts not traded on a regulated or similar market and not cleared: financial contracts not traded on a regulated or similar market, and not forming the subject of clearing, are valued using mark-to-model or mark-to-market pricing using prices provided by the counterparties.

Acquisitions and temporary purchases and sales of securities:

The Fund is not designed to carry out acquisitions transactions or temporary purchase or sale of securities.

Deposits:

Deposits are valued at their book value.

Currencies:

Foreign currencies in cash are valued with the prices published daily on the financial databases used by the Management Company.

Swing pricing method with activation threshold:

The Fund may experience a drop in its net asset value (NAV) on account of subscription/redemption orders carried out by investors, at a price which does not reflect the readjustment costs associated with the portfolio's investment or disinvestment transactions. To reduce the impact of this dilution and to protect the interests of existing unitholders, the Fund introduces a swing pricing mechanism with an activation threshold. This mechanism, supported by a swing pricing policy, enables the Management Company to ensure payment of readjustment costs by those investors requesting subscription or redemption of units in the Fund, thus making savings for unitholders wishing to remain in the Fund.

If, on a day of calculation of the NAV, the total of net subscription/redemption orders of investors on all unit categories of the Fund exceeds a predefined limit, determined on the basis of objective criteria by the Management Company as a percentage of the Fund's net assets, the NAV may be adjusted in an upward or downward direction, to take into account the readjustment costs chargeable respectively, to the net subscription/redemption orders. The NAV of each unit category is calculated separately but any adjustment has, as a percentage, an identical impact on all NAV of the unit categories of the Fund. The parameters for costs and the activation threshold are determined by the Management Company. These costs are estimated by the Management Company based on transactions costs, offer-bid spreads and also potential taxes applicable to the Fund.

Since this adjustment is linked to the net balance of subscriptions/redemptions within the Fund, it is not possible to accurately predict whether swing pricing will be applied at a given moment in the future. Therefore, it is no longer possible either to accurately predict how often the Management Company will have to make such adjustments. Investors are advised that the volatility of the Fund's NAV may not reflect exclusively the volatility of the securities held in the portfolio due to the application of swing pricing.

The policy for the determination of the Swing Pricing mechanisms is available on request from the Management Company.

In accordance with the regulations, the configuration for this mechanism is known only to individuals responsible for its implementation.

II/ METHOD OF POSTING:

Description of method followed for posting income from securities with fixed income:

The profit/loss is calculated based on accrued coupons. Coupons accrued on the day of the valuations constitute an element of the valuation difference.

Description of the method for calculating the fixed management fee for I, LFM and Ofi Invest Actions Climat units:

Management fees are directly charged to the profit and loss account of the UCITS, when each net asset value is calculated. The maximum rate applied based on net assets may not exceed 1.30% (including tax), all UCIs included, for I and LFM units; 1.80% (including tax), all UCIs included, for RC units; and 1.50% (including tax), all UCIs included, for Ofi Invest Actions Climat units.

Description of the method for calculating variable management fees for I, LFM and RC units:

These correspond to 20% (including tax) of the outperformance above the Stoxx Europe 600 ex UK Net Dividends Reinvested index. Variable costs will be provisioned at each net asset value and collected at the end of each financial year. However, only an increase in the difference established at the end of a financial year compared to one of the previous year-ends will give rise to the collection of variable costs. In the case of underperformance during the financial year, there will be a reversal of the provision capped at the level of allocations.

When the relative performance of the Fund is positive, this same outperformance fee will also be collected but limited to 1.5% of the net assets.



On 1 April 2022, the benchmark index was changed from the STOXX EUROPE 600 index to the STOXX EUROPE 600 ex UK Net Dividends Reinvested.

Exceptionally, for the calculation period for the outperformance fee, which will run from 1 July 2021 to 30 June 2022, the outperformance fee will be linked as follows:

From 1 July 2021 to 31 March 2022, it will be defined as equal to 20% (including tax) of the performance above the Stoxx Europe 600 Net Dividends Reinvested index, and then from 1 April 2022 to 30 June 2022, it will be defined as equal to 20% (including tax) of the performance above the Stoxx Europe 600 ex UK Net Dividends Reinvested index.

VIII. REMUNERATION

In accordance with Directive 2009/65/EC, the Company has introduced a remuneration policy adapted to its organisation and its activities.

This policy aims to provide a framework for the different remuneration packages for employees with decision-making, control or risk-taking powers within the Company.

This remuneration policy has been defined in the light of the objectives, values and interests of the Ofi invest Group, the UCIs managed by the Management Company and their shareholders.

The objective of this policy is to discourage excessive risk-taking, notably in contradiction with the risk profile of the managed funds.

The Ofi invest Group Strategic Committee adopts and supervises the remuneration policy.

The remuneration policy is available at: <https://www.ofi-invest-am.com>, or free of charge on written request to the Management Company.

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

Product name: Ofi Invest ESG Equity Climate Focus

LEI: 969500WTDEBJ75I1I565

Environmental and/or social characteristics

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

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

Does this financial product have a sustainable investment objective?

☒ Yes

☐ It will make a minimum of **sustainable investments with an environmental objective:** %

☐ in economic activities that qualify as environmentally sustainable under the EU Taxonomy

☐ in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy

☐ It will make a minimum of **sustainable investments with a social objective:** %

☒ No

☒ It **promotes Environmental/Social (E/S) characteristics** and while it does not have as its objective a sustainable investment, it will have a minimum proportion of 30% of sustainable investments

☐ with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy

☒ with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy

- ☒ with a social objective

- ☐ It promotes E/S characteristics, but **will not make any sustainable investments**



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

The Ofi Invest ESG Equity Climate Focus Fund (hereinafter the “Fund”) invests at least 75% of its net assets in shares from issuers from OECD markets, adopting an active approach to the energy and environmental transition.

In addition, the Fund promotes environmental and social characteristics. In order to assess issuers' environmental, social and governance practices, the Management Company relies on the internal ESG rating methodology.

The themes taken into account in reviewing good ESG practices are:

- Environmental: Climate change – Natural resources – Project financing – Toxic waste – Green products.
- Social: Human capital – Societal – Products and services – Communities and human rights
- Governance: Governance structure – Market behaviour

The comparison SRI universe is consistent with the Fund's benchmark index.

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

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

The sustainability indicators used to measure the attainment of each of the environmental or social characteristics promoted by the Fund are:

- **The Fund's average ESG score:** for the method used to calculate this score, please refer to the section "What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?".
- **The average ESG score of the SRI universe:** to verify that the average ESG score of the Sub-Fund outperforms the average ESG score of the SRI universe;
- **The Fund's share of sustainable investments**
- The percentage of issuers in the "high risk" or "risky" category for sectors with high greenhouse gas emissions, as defined by the "Energy and Environmental Transition" (EET) matrix and which are the subject of an exclusion.

For a breakdown of how the EET matrix is applied, please refer to the section "What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?".

In addition, under the French SRI Label awarded to the Fund, the following three ESG indicators were also selected:

- **Environmental indicator (PAI indicator 2):** Tonnes of CO₂ per million euros invested (Scopes 1, 2 and 3 divided by EVIC)
- **Social indicator (PAI indicator 11):** Lack of processes and mechanisms to monitor compliance with UNGC and OECD principles.
- **The share of issuers from sectors subject to enhanced vigilance with a credible transition plan.**

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

The Fund invests at least 30% of its net assets in securities that meet the Ofi Invest AM definition of sustainable investment.

To qualify as a sustainable investment, it must meet the following criteria:

- Make a positive contribution to or benefit the environment and/or society;
- Does not cause significant harm;
- Possesses good governance.

Our definition of sustainable investment is defined in detail in our responsible investment policy, available on our website at the following address: <https://www.ofi-invest-am.com/pdf/principes-et-politiques/responsible-investment-policy.pdf>

● ***How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?***

In order to ensure that the issuers under review Do No Significant Harm (DNSH) in terms of sustainability, Ofi Invest AM analyses issuers in terms of:

- Indicators for Principal Adverse Impacts (PAI indicators) for sustainability within the meaning of the SFDR;
- Activities that are controversial or considered sensitive in terms of sustainability;
- The presence of controversies deemed to be very severe.

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

Issuers exposed to the following adverse impact indicators are considered to be non-sustainable investments:

- Exposure to fossil fuels (PAI indicator 4);
- Exposure to activities related to types of controversial weapons, such as cluster bombs or anti-personnel mines, biological weapons, chemical weapons (PAI indicator 14);
- Violations of UN Global Compact principles and Organisation for Economic Cooperation and Development (OECD) Guidelines for Multinational Enterprises (PAI indicator 10).

Moreover, controversial activities or activities deemed to be sensitive in terms of sustainability are considered as unsustainable. Adverse impacts are analysed via Ofi Invest AM's sector-based policies (tobacco, oil and gas, coal, palm oil, biocides and hazardous chemicals) and norm-based policies (Global Compact and ILO fundamental conventions, controversial weapons), published on our website. Investments may not be made in companies with a negative screening.

Very severe controversies ("level 4" environmental and societal controversies as well as "level 3" social and governance controversies) cannot be considered sustainable, according to our definition.

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

The exposure of issuers to controversies related to violations of fundamental human rights, as described in the UN Global Compact and the OECD Guidelines for Multinational Enterprises (PAI indicator 10), is grounds for excluding them (see above).

Issuers exposed to such controversies, the severity level of which is deemed to be great or very great, on any social, societal and environmental issues cannot be considered sustainable according to our definition.

More specifically, issuers exposed to "level 4" (very great severity) environmental and societal controversies as well as "level 3" (great severity) social and governance controversies, (i.e. the highest on our proprietary rating scale) are not investable.

These ESG issues tally with all the themes covered by the OECD guidelines and the Global Compact.

These exclusions apply to issuers considered as "sustainable", according to our definition, in addition to the norm-based exclusion policy on Non-Compliance with the Global Compact Principles and ILO fundamental conventions.

The EU Taxonomy sets out a “do not significant harm” principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.

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

Any other sustainable investments must also not significantly harm any environmental or social objectives.



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

☒ Yes

☐ No

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

The methods of assessment by the Management Company of investee companies, for each of the principal adverse impacts linked to sustainability factors, are as follows:

Adverse impact indicator		Metric
Climate and other environment-related indicators		
Greenhouse gas emissions	1. GHG emissions	Scope 1 GHG emissions
		Scope 2 GHG emissions
		Scope 3 GHG emissions
		Total GHG emissions
	2. Carbon footprint	Carbon footprint (Scope 1, 2 and 3 GHG / EVIC emissions)
	3. GHG intensity of investee companies	GHG intensity of investee companies (Scope 1, 2 and 3 GHG / CA emissions)
	4. Exposure to companies active in the fossil fuel sector	Share of investments in companies active in the fossil fuel sector
	5. Share of non-renewable energy consumption and production	Share of non-renewable energy consumption and non-renewable energy production of investee companies from non-renewable energy sources compared to renewable energy sources, expressed as a percentage of total energy sources
	6. Energy consumption intensity per high impact climate sector	Energy consumption in GWh per million EUR of revenue of investee companies, per high impact climate sector
	7. Activities negatively affecting biodiversity-sensitive areas	Share of investments in investee companies with sites/operations located in or near to biodiversity-sensitive areas where activities of
Biodiversity		

		those investee companies negatively affect those areas
Water	8. Emissions to water	Tonnes of emissions to water generated by investee companies per million EUR invested, expressed as a weighted average
Waste	9. Hazardous waste and radioactive waste ratio	Tonnes of hazardous waste and radioactive waste generated by investee companies per million EUR invested, expressed as a weighted average
Indicators for social and employee, respect for human rights, anti-corruption and anti-bribery matters		
Social and employee matters	10. Violations of UN Global Compact principles and Organisation for Economic Cooperation and Development (OECD) Guidelines for Multinational Enterprises	Share of investments in investee companies that have been involved in violations of the UNGC principles or OECD Guidelines for Multinational Enterprises
	11. Lack of processes and compliance mechanisms to monitor compliance with UN Global Compact principles and OECD Guidelines for Multinational Enterprises	Share of investments in investee companies without policies to monitor compliance with the UNGC principles or OECD Guidelines for Multinational Enterprises or grievance/complaints handling mechanisms to address violations of the UNGC principles or OECD Guidelines for Multinational Enterprises
	12. Unadjusted gender pay gap	Average unadjusted gender pay gap of investee companies
	13. Board gender diversity	Average ratio of female to male board members in investee companies, expressed as a percentage of all board members
	14. Exposure to controversial weapons	Share of investments in investee companies involved in the manufacture or selling of controversial weapons
Climate and other environment-related indicators		
Water, waste and material emissions	9. Investments in companies producing chemicals	Share of investments in investee companies the activities of which fall under Division 20.2 of Annex I to Regulation (EC) No 1893/2006
Additional indicators for social and employee, respect for human rights, anti-corruption and anti-bribery matters		
Anti-corruption and anti-bribery	16. Cases of insufficient action taken to address breaches of standards of anti-corruption and anti-bribery	Share of investments in investee companies with identified insufficiencies in actions taken to address breaches in procedures and standards of anti-corruption and anti-bribery

For more information, please refer to the “*Statement on the Principal Adverse Impacts of Investment Decisions on Sustainability Factors*”, which can be found on the Management Company’s website [in French] at <https://www.ofi-invest-am.com/finance-durable>



What investment strategy does this financial product follow?

The investment strategy of this Fund aims to construct a portfolio of equities of issuers listed on OECD markets, with an active approach to the energy transition, in accordance with the ESG rating methodology and what is known as the “Energy and Environmental Transition” matrix, compiled and applied by the Management Company.

For more information on the investment strategy, please refer to the section on investment strategy in the prospectus.

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

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

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

The binding elements of the investment strategy used to select the investments to attain each of the environmental and social characteristics promoted by the Fund are as follows:

Management adopts an ESG “rating improvement” approach, which consists of obtaining an average ESG rating for the holding which is higher than the average ESG rating for the comparison SRI universe, including those securities comprising the STOXX Europe ex UK Total Market Index (BKXF), after eliminating 30% of the index weighting. These eliminated securities correspond to the exclusion of private issuers featuring on the management company’s sector-based and norm-based exclusion lists for the purposes of the SRI Label, as well as securities with the lowest ESG scores.

The proportion of stocks undergoing an ESG analysis in the portfolio must be higher than 90% of the Sub-Fund’s net assets (excluding cash, UCIs and derivatives).

In assessing issuers’ ESG practices, the Fund considers the following pillars and themes:

- Environment: climate change, natural resources, project financing, toxic waste and green products;
- Social: employees, customers, suppliers and civil society, with reference to universal values (including human rights, international labour standards, environmental impact and anti-corruption measures, in particular), human capital, supply chain, products and services;
- Governance: governance structure, market behaviour.

The ESG analysis team defines a sector-based reference for key issues (ESG issues listed above), by selecting the most important issues for each sector of activity. Based on this benchmark, an ESG rating is calculated out of 10 for each issuer, which includes, first, the E and S key issue ratings and, second, ratings for G key issues, as well as potential bonuses/penalties.

Among the indicators used to produce this ESG rating, the following can be mentioned:

- Scope 1 carbon emissions in tonnes of CO₂, water consumption in cubic metres, and nitrogen oxide emissions in tonnes for the environmental pillar;
- the information security policies in place and the frequency of system audits, the number of fatal accidents, and the percentage of the total workforce covered by collective agreements for the social pillar;
- the total number of directors, the percentage of independent members of the board of directors, the total remuneration as a % of fixed salary for the governance pillar.

Issuers’ ESG ratings are calculated quarterly, while underlying data are updated at least every 18 months. Ratings can also be adjusted by analysis of controversies or as a result of engagement initiatives. This analysis is carried out using a dedicated proprietary tool for automating the quantitative processing of ESG data (mainly provided by ESG rating agencies, but also by specialised agencies), combined with an analysis by the ESG analysis team.

The weighting of ESG pillars for each sector, as well as the justification in case of weighting below 20%, are detailed in the document available at the following address: <https://www.ofi-invest-am.com/en/policies-and-documents>

However, we could face certain methodological limitations such as:

- a problem associated with non-disclosure or incomplete disclosure by certain companies of information that is used as input for the rating model;
- a problem associated with the quantity and quality of ESG data to be processed.

Details of the issuers’ ESG rating methodology are provided in the document entitled Responsible Investment Policy. This document is available online at <https://www.ofi-invest-am.com/pdf/principes-et-politiques/responsible-investment-policy.pdf>

In line with Ofi Invest Asset Management’s desire to reduce risks associated with the adverse impacts of climate change, and as per the requirements of the SRI label and the Fund’s sustainable investment policy, the credibility of climate transition plans is systematically assessed for issuers from sectors subject to enhanced vigilance, as set out in Delegated Regulation (EU) 2022/1288 of the SFDR.

These assessments are based on a proprietary methodology built around three pillars:

- i. greenhouse gas emission reduction targets;
- ii. exposure to climate risks and incentives implemented;
- iii. long-term transition prospects, accompanied by a qualitative analysis of sectoral feasibility.

Accordingly, the Fund shall ensure that at least 15% of issuers from sectors subject to enhanced vigilance have a credible transition plan. Furthermore, if fewer than 35% of the issuers in question present a credible transition plan, a limited commitment period of three years may be implemented. At the end of this period, if the issuer has not published a credible transition plan, it will be divested and removed from the scope of the Fund's investment.

Moreover, Ofi Invest Asset Management has identified risk areas for its investments in relation to certain business sectors and international benchmarks. Therefore, the Management Company has introduced exclusionary policies to minimise these risks and manage its reputational risk.

The Fund implements the exclusion policies summarised in the "Investment Policy – Sector-Based and Norm-Based Exclusions" document. In line with and as a part of the implementation of the ESMA Guidelines, the Fund applies the PAB exclusions summarised in our "Investment Policy – Sector-Based and Norm-Based Exclusions" document. This document is available online at https://www.ofi-invest-am.com/pdf/principes-et-politiques/politique-exclusions-sectorielles-et-normatives_ofi-invest-am.pdf.

These exclusion policies are also available in full online at <https://www.ofi-invest-am.com/fr/politiques-et-documents>.

Analysis via the Energy and Environmental Transition matrix

The Fund pursues a strategy to promote the private issuers that are the most active in terms of the Energy Transition.

The universe of sectors of activity with low greenhouse gas emissions will be established by excluding companies with the lowest scores (at least 20%) on environmental issues (such as climate change, natural resources, project financing, toxic discharges and green products).

The universe of sectors with carbon-intensive activity will be analysed based on two main criteria: the Carbon Intensity of the company's activities and how great a role the company is playing in the Energy Transition.

The carbon intensity of the company's activities:

The scope of the companies studied in the Energy and Environmental Transition analysis will cover sectors with the most intensive greenhouse gas (GHG) emissions activity which are most likely to act to significantly reduce them. The analysis will focus on the following sectors:

- Automobile
- Chemicals
- "Intense" industrial activities (ICB 3 sectors: Aerospace and Defence, General Industrials, Industrial Engineering and Industrial Transportation)
- Base materials
- Building materials
- Oil and gas
- Utilities
- "Intense" travel and leisure activities (ICB 3 sectors: Airlines, Hotels and Travel and Tourism)

The company's level of involvement in the energy transition:

For each intensive sector, a matrix is implemented that places the carbon footprint measurement on one axis and the Energy and Environmental Transition analysis on the other axis. Issuers are then classified into terciles based on their rating on each axis.

Using a scale from 1 to 3, the issuers' ratings on the carbon footprint measurement axis are obtained through:

- A "Financed emissions" score, which is higher for less intensive issuers
- A penalty based on Urgewald's Global Coal Exit List (GCEL)
- The rating may be capped based on a qualitative analysis of scope 3

Using a scale from 1 to 3, the issuers' ratings on the Energy and Environmental Transition Analysis axis are obtained through:

- An "Energy Transition" score, measuring how well the environmental theme is managed
- A bonus based on the percentage of turnover generated from "green" products
- The rating may be adjusted for specific operators of public transport (such as railways and buses), port infrastructure and electric transport networks that play a key role in the transition, but have been otherwise incorrectly identified

A selection matrix is obtained for each carbon-intensive sector, by placing the level of carbon intensity of the business activities on the vertical axis and the progress in the energy transition on the horizontal axis. Based on these two criteria, issuers in carbon-intensive sectors are classified in the following categories:

- “high risk”
- “risky”
- “neutral”
- “opportunities”
- “significant opportunities”

Companies in these carbon-intensive sectors that are either “High Risk” or “Risk” are excluded from the Fund’s investment universe. In addition, a minimum of 15% of the portfolio will be companies presenting “considerable opportunities”. In fact, these companies are the best positioned to contribute to the energy and environment transition.

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

The Fund does not commit to reducing the investment universe prior to the application of the investment strategy.

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

Several methods are implemented to assess good governance practices of the investee companies:

1. Analysis of governance practices within the ESG analysis (pillar G). For each Issuer, the ESG analysis incorporates an analysis of corporate governance, with the following themes and issues:
 - Its governance structure: Respect for minority shareholder rights – The composition and operation of boards or committees, Remuneration of executives, Accounts, audits and taxation
 - And its market behaviour: Business practices.
2. Weekly monitoring of ESG controversies: the ESG analysis also takes into account the presence of controversies on the above-mentioned themes and their management by issuers.
3. The Management Company’s exclusion policy related to the UN Global Compact, including its Principle 10: “Businesses should work against corruption in all its forms, including extortion and bribery”.¹ Companies which are dealing with serious and/or systemic controversies on this principle on a recurrent or frequent basis, and which have not implemented appropriate remedial measures, are excluded from the investment universe.
2. The voting and shareholder² engagement policy: This policy is based on the most rigorous governance standards (such as G20/OECD Principles of Corporate Governance and AFEP-MEDEF Code). Firstly, in connection with the voting policy, the Management Company may have recourse to several actions in the context of general meetings (dialogue, written questions, filing of resolutions, protest votes, etc.). In addition, the engagement policy is reflected in dialogue with some companies, not only in order to have additional information on their CSR strategy, but also to encourage them to improve their practices, particularly in terms of governance.

¹ <https://pactemondial.org/decouvrir/dix-principes-pacte-mondial-nations-unies/#lutte-contre-la-corruption>

² [This policy applies according to the asset class of the UCIs and therefore, primarily to UCIs exposed to equities.](#)

² This policy applies according to the asset class of the UCIs and therefore, mainly to UCIs exposed to equities.



What is the asset allocation planned for this financial product?

At least 80% of the Fund's net assets are made up of investments contributing to the promotion of environmental and social characteristics, including Article 8 and Article 9 UCIs under the SFDR (#1 Aligned with E/S characteristics).

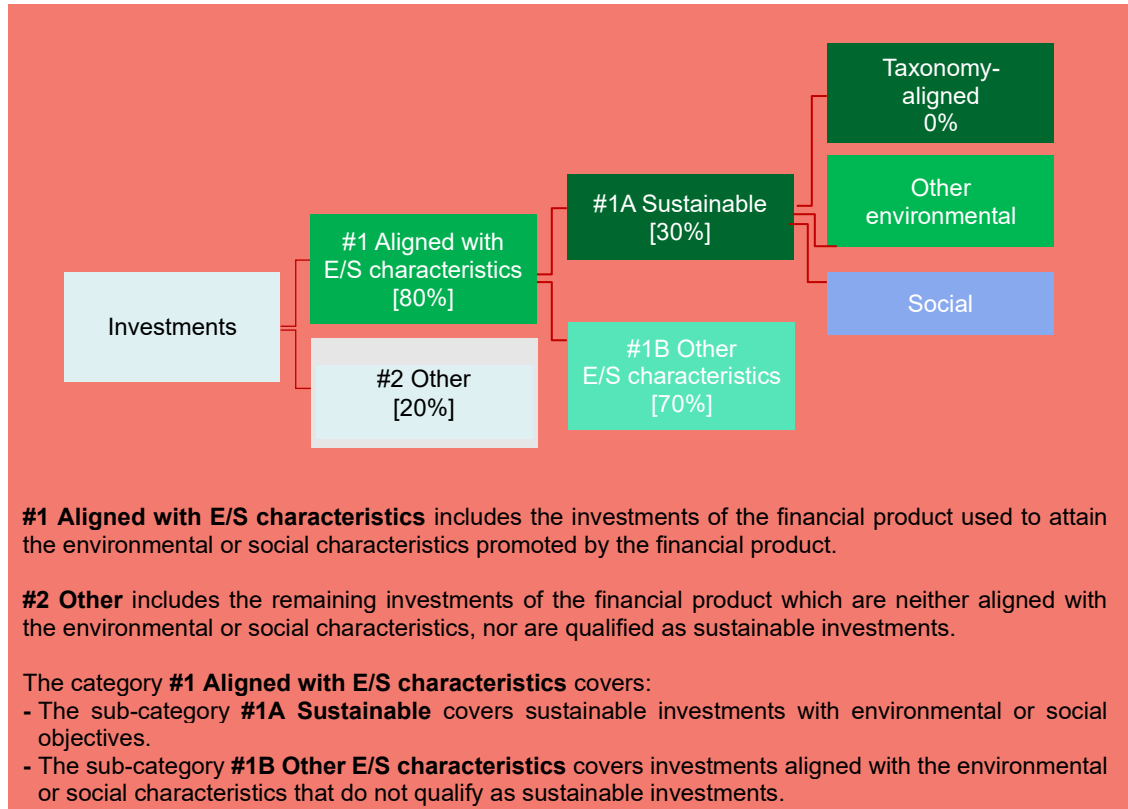
The #2 Others component may not exceed a maximum of 20% of the net assets of the Fund, made up of:

- Portfolio securities without an ESG score;
- Liquidity instruments;
- Derivatives;
- Article 6 UCIs under the SFDR

Asset allocation describes the share of investments in specific assets.

Taxonomy-aligned activities are expressed as a share of:

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



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

The use of derivatives will not aim to attain E/S characteristics. However, their use will not have the effect of significantly or permanently impinging on the environmental and/or social characteristics promoted by the Fund.



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

The Fund does not currently make any minimum commitments to align its activities with the Taxonomy Regulation. Accordingly, the minimum investment percentage aligned with the EU Taxonomy to which the Fund commits is 0%.

● **Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy³?**

☐ **Yes**

- ☐ In fossil gas
- ☐ In nuclear energy

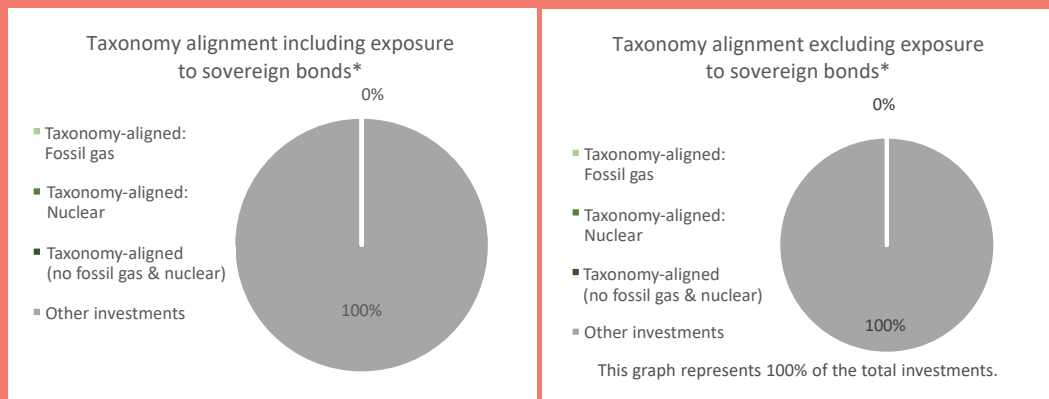
☒ **No**

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

Enabling activities directly enable other activities to make a substantial contribution to an environmental objective.

Transitional activities are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the taxonomy-alignment of sovereign bonds*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment not only in relation to the investments of the financial product other than sovereign bonds.



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

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

Not applicable

³ Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limiting climate change ("climate change mitigation") and do not significantly harm any EU Taxonomy objective – see explanatory note in the left hand margin. The full criteria for fossil gas and nuclear energy economic activities that comply with the EU Taxonomy are laid down in Commission Delegated Regulation (EU) 2022/1214.



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

As stated in the “Does this financial product have a sustainable investment objective?” section, this product aims to place at least 30% of its net assets in sustainable investments. However, the product makes no commitment on the weighting of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy.



What is the minimum share of socially sustainable investments?

As stated in the “Does this financial product have a sustainable investment objective?” section, this product aims to place at least 30% of its net assets in sustainable investments. However, the product does not make any commitments on the weight of socially sustainable investments.



What investments are included under “#2 Other”, what is their purpose and are there any minimum environmental or social safeguards?

These investments, which are made only in specific situations and represent a maximum of 20% of the Fund’s investments, will consist of:

- Portfolio securities without an ESG score;
- Liquidity instruments;
- Derivatives;
- Article 6 UCIs under the SFDR.

The use of derivatives will not aim to attain E/S characteristics. However, their use will not have the effect of significantly or permanently impinging on the environmental and/or social characteristics promoted by the Fund.



Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?

The SRI comparison universe is consistent with the Fund’s benchmark index.

The comparison SRI index is the STOXX Europe ex UK Total Market Index (BKXF).

- **How is the reference benchmark continuously aligned with each of the environmental or social characteristics promoted by the financial product?**
Not applicable.
- **How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?**
Not applicable.
- **How does the designated index differ from a relevant broad market index?**
Not applicable.
- **Where can the methodology used for the calculation of the designated index be found?**
Not applicable.

Reference benchmarks are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.



Where can I find more product specific information online?

<https://www.ofi-am.fr/en/>

UCITS covered by
Directive 2009/65/EC

Ofi Invest ESG Equity Climate Focus Regulation

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OFI INVEST ASSET MANAGEMENT

Registered office: 127-129, quai du Président Roosevelt, 92130 Issy-les-Moulineaux, France

A Limited Company with an Executive Board (Société Anonyme à Conseil d'Administration) with capital of €71,957,490 – Nanterre Trade and Companies Register B 384 940 342

A management company accredited by the Autorité des Marchés Financiers (French Financial Markets Authority) under number GP 92-12



ofi invest
Asset Management

I. ASSETS AND UNITS

Article 1 – Jointly-owned units

The rights of co-owners are denominated in units, each unit corresponding to the same fraction of the assets of the Fund. Every unitholder has a right of joint ownership on the assets of the Fund proportional to the number of units owned.

The Fund's term is 99 years from 14 March 1997 except in the case of early dissolution or extension as provided for in this Regulation.

Fractional shares:

☒ Yes ☐ No

Number of fractions:

☐ Tenths ☐ hundredths ☐ thousandths ☒ ten thousandths

Unit classes:

The characteristics of the various unit classes and their access conditions are set out in the Fund prospectus.

The various unit classes may:

- Benefit from different income distribution procedures (distribution or accumulation);
- Be denominated in different currencies;
- Bear different management fees;
- Bear different subscription and redemption fees;
- Have a different nominal value;
- Be combined with systematic risk hedging, partial or full, defined in the prospectus. This hedging is assured through financial instruments to minimise the impact of hedging transactions on other hedging categories and on other unit classes of the UCITS;
- Be reserved for one or more marketing networks.

The provisions of the regulations governing the issue and redemption of units are applicable to the fractions of units with a value which will always be proportional to that of the unit they represent. All other provisions of the regulations relating to units apply to the fractions of units without it being necessary to specify this, except where stipulated otherwise.

Lastly, the Executive Board of the Management Company may, on its decisions alone, proceed with division of the units by the creation of new units which are allocated to unitholders in exchange for old units.

Article 2 – Minimum amount of assets

No redemption of units is possible if the Mutual Fund's assets fall below 300,000 euros; when the assets remain below this amount for thirty days, the Management Company takes the necessary measures to proceed with the liquidation of the UCITS concerned or carries out one of the transactions mentioned in Article 411-16 of the General Regulation of the AMF (transfer of the UCITS).

Article 3 – Issue and redemption of units

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

Redemptions and subscriptions are carried out under the conditions and according to the procedures defined in the prospectus.

The units of Mutual Funds may form the subject of admission for listing, according to the regulations in force.

Subscriptions must be paid-up in full on the day of calculation of the net asset value. They can be paid in cash and/or by contribution of financial instruments. The Management Company is entitled to refuse the securities proposed and, to this end, has a period of seven days from their deposit in which to make its decision known. In the case of acceptance, the securities contributed are valued according to the rules fixed in Article 4 and subscription is carried out based on the first net asset value following acceptance of the securities concerned.

Redemptions are carried out exclusively in cash, except in the case of liquidation of the Fund when the unitholders have notified their consent to be reimbursed in stocks. They are paid by the account holder-issuer within five days at the most following the day of valuation of the unit.

However, if, in exceptional circumstances, redemption requires the prior realisation of assets included in the Fund, this deadline may be extended, but may not exceed 30 days.

Except in the event of inheritance or gift-sharing, the sale or transfer of units between unitholders, or from unitholders to a third party, is comparable to a redemption followed by a subscription; in the case of a third party, the amount of the sale or transfer must, where applicable, be supplemented by the beneficiary to reach the minimum subscription required by the prospectus.

Under Article L. 214-8-7 of the French Monetary and Financial Code and Article 411-20-1 of the General Regulation of the AMF, the redemption by the Fund of its units, like with the issue of new units, may be suspended, temporarily, by the Management Company, when exceptional circumstances so required and if the interest of the unitholders demands this.

In accordance with the provisions of the French Monetary and Financial Code, the Fund adopts the following two liquidity management tools:

- a redemption cap mechanism (gates);
- a net asset value adjustment mechanism (swing pricing).

The terms and conditions for activating these tools are set out in the prospectus.

When the assets of the Mutual Fund are less than the amount fixed by the regulations, no redemption of units can be carried out.

Under Article L. 214-8-7 of the French Monetary and Financial Code and Article 411-20-1 of the General Regulation of the AMF, the redemption by the Fund of its units, like the issue of new units, may be suspended, temporarily, by the Management Company, when exceptional circumstances require this and if the interest of the unitholders demands this. The redemption capping mechanism may be activated by the Management Company when a predefined threshold (redemptions net of subscriptions/last known net asset value) in the Fund's prospectus is reached. Should liquidity conditions permit, the Management Company may decide not to activate the redemption capping mechanism, and therefore to honour redemptions above this threshold. The maximum period that the redemption capping mechanism can be applied depends on how often the Fund's net asset value is calculated and is established in the prospectus. Redemption orders that have not been executed at a net asset value will be automatically deferred to the next net asset value and will not have priority over new redemption orders placed for execution on the next net asset value.

The UCITS may cease issuing units in application of the third paragraph of Article L. 214-8-7 of the French Monetary and Financial Code, temporarily or permanently, partially or totally, in objective situations resulting in the closure of subscriptions, such as a maximum number of units having been issued, a maximum amount of securities having been attained or the expiry of a pre-determined subscription period. If this tool is activated, information will be provided by any means available to existing unitholders concerning its activation, as well as the threshold and objective situation that led to the decision to partially or totally close issues. For partial closures, this provision of information by any means shall explicitly specify the terms under which existing unitholders may continue to subscribe during the period of such partial closing. Unitholders are also informed by any means of the decision of the UCITS or of the management company either to terminate the full or partial closing of subscriptions (when the activation threshold is reached) or not to terminate it (in the event of a change in the threshold or a change in the objective situation that led to application of this tool). A change in the objective situation invoked or in the activation threshold of the tool must always be made in the interest of unitholders. The information provided by any means shall specify the exact reasons for such changes.

Article 4 – Calculation of the net asset value

The net asset value of the unit is calculated by taking into account the valuation rules featuring in the prospectus.

II. OPERATION OF THE FUND

Article 5 – The Management Company

Management of the Fund is handled by the Management Company in accordance with the direction defined for the Fund. In all circumstances, the Management Company acts in the exclusive interest of unitholders and alone may exercise the voting rights attached to the securities included in the Fund.

Article 5 a – Operating rules

The instruments and deposits eligible for the assets of the UCITS along with the investment rules are described in the detailed notes in the full prospectus.

Article 6 – The Depositary

The Depositary performs the functions incumbent upon it in accordance with the laws and regulations in force and those which are contractually entrusted to it by the Management Company. In particular, it must ensure the regularity of the decisions of the portfolio Management Company. Where applicable, it must take all precautionary measures it deems useful. In the case of any dispute with the Management Company, it informs the French Financial Markets Authority (Autorité des Marchés Financiers).

Article 7 – The statutory auditor

An auditor is appointed for six financial years, after approval by the French Financial Markets Authority [Autorité des marchés financiers], by the Management Company's governance body.

It certifies the regularity and truthfulness of the accounts.

Its mandate may be renewed.

The statutory auditor is required to report, as promptly as possible, to the French Financial Markets Authority, any fact or decision concerning the UCITS of which it becomes aware in exercise of its mission, which may:

- 1/ Constitute an infringement of the legislative or regulatory provisions applicable to that UCITS and likely to have significant effects on the financial situation, profits or assets;
- 2/ Prejudice the conditions or continuity of its operation;
- 3/ Result in the issue of reserves or a refusal to certify the accounts.

Valuations of assets and determination of foreign exchange parities in transactions of transformation, merger or demerger are carried out under the supervision of the statutory auditor.

It assesses any contribution in kind, under its own responsibility.

It checks the composition of the assets and of the other elements before publication.

The statutory auditor's fees are fixed by mutual agreement between the auditor and the Management Company's Executive Board in the light of a work programme specifying the work deemed necessary.

It certifies the situations used as the basis of distribution of advances.

Article 8 – The accounts and the management report

At the end of each financial year, the Management Company prepares the summary documents and draws up a report on the management of the Fund during the past financial year.

The Management Company draws up, at least six-monthly and under the depositary's supervision, the inventory of the assets of the mutual fund.

The Management Company keeps these documents available to unitholders for four months after the end of the financial year and informs them of the amount of income to which they are entitled: these documents are either posted to unitholders on their express request, or made available to them at the Management Company.

III. PROCEDURE FOR ALLOCATION OF DISTRIBUTABLE AMOUNTS

Article 9 – Procedure for allocation of distributable amounts

The net income of a UCITS is equal to the amount of interest, arrears, bonuses and prizes, dividends, directors' fees and all other income relating to the securities making up the portfolio, plus the income from amounts temporarily available and minus the amount of management fees and the cost of borrowing.

The amounts that can be distributed by an UCITS are made up of:

1. Net income plus carryforward plus or less the balance of the income adjustment account and less advances paid on net income for the financial year;
2. Realised capital gains, net of fees, less realised capital losses, net of fees, recorded during the financial year, plus net capital gains of the same kind recorded in previous financial years that have not been distributed or accumulated, less or plus the balance of the adjustment account for realised capital gains and less advances paid on realised net capital gains or losses for the financial year.

The amounts mentioned in points 1 and 2 may be distributed, in full or in part, irrespective of each other.

The Management Company decides on the allocation of profits.

Distributable sums are paid out within a maximum of five months following the end of the financial year.

The Mutual Fund has opted for the following option for each unit class:

Distributable amounts relating to the net income:

- ☒ Pure accumulation: distributable amounts relating to the net income are accumulated in full, except for those which must be distributed under law:
- ☐ Pure distribution: distributable amounts relating to the net income are distributed in full, rounded to the nearest whole number. The Management Company may decide on the payment of exceptional advances;
- ☐ The Management Company decides, each year, on the allocation of the net income. The Management Company may decide on the payment of exceptional advances.

Distributable amounts relating to realised capital gains:

- ☐ Pure accumulation: distributable amounts relating to realised capital gains are accumulated in full;
- ☐ Pure distribution: distributable amounts relating to realised capital gains are distributed in full, rounded to the nearest whole number. The Management Company may decide on the payment of exceptional advances;
- ☒ The Management Company decides, each year, on allocation of the realised capital gains. The Management Company may decide on the payment of exceptional advances.

IV. MERGER – DEMERGER – WINDING-UP – LIQUIDATION

Article 10 – Merger – Demerger

The Management Company may either contribute, in full or in part, the assets included in the Fund to another UCITS or split the Fund into two or more other mutual funds.

These merger or demerger transactions may not be carried out until after the unitholders have been informed. They give rise to the issue of a new certificate specifying the number of units held by each unitholder.

Article 11 – Winding-up – Extension

If the Fund's assets remain less than the amount set in Article 2 above for thirty days, the Management Company informs the French Financial Markets Authority [Autorité des marchés financiers] and winds up the Fund, barring any merger with another mutual fund.

The Management Company may wind up the Fund early; it informs the unitholders of its decision and from that date, requests for subscription or redemption are no longer accepted.

The Management Company also winds up the Fund should there be a request to redeem all of the units, the Depositary be relieved of its responsibilities when no other depositary has been appointed, or the Fund's term expire, if this has not been extended.

The Management Company informs the Autorité des Marchés Financiers by letter of the date and winding-up procedure selected. It then sends the auditor's report to the French Financial Markets Authority [Autorité des marchés financiers].

Extension of a fund may be decided by the Management Company in agreement with the Depositary. Its decision must be taken at least 3 months before expiry of the term envisaged for the Fund and brought to the attention of the unitholders and of the French Financial Markets Authority (Autorité des Marchés Financiers – AMF).

Article 12 – Liquidation

In the event of winding-up, the Management Company assumes the functions of liquidator; failing this, the liquidator is appointed in court at the request of any interested person. To this end, they are invested with the most extensive powers to realise the assets, pay any creditors and distribute the available balance among the unitholders, in cash or in securities.

The statutory auditor and the Depositary continue to carry out their duties until completion of the liquidation operations.

V. DISPUTES

Article 13 – Jurisdiction – Address for service

All disputes relating to the Fund which may arise during the fund's period of operation, or upon its liquidation, either between the unitholders or between the unitholders and the Management Company or the Depositary, are subject to the jurisdiction of the competent courts.

