



LA FINANCIERE DE L'ECHIQUEUR

ECHIQUEUR MAJOR SRI GROWTH EUROPE

PROSPECTUS ON 2019 JANUARY 2nd

I. General characteristics:

I-1 Form of the fund

► **Name:**

ECHIQUEUR MAJOR SRI GROWTH EUROPE

► **Legal form and member state in which the fund was created:**

Mutual fund (FCP) under French law.

► **Date of creation and planned duration of fund:**

The fund was created on 11.03.05 for a term of 99 years.

► **Overview of management offering:**

**Fund governed by
European Directive
2009/65/EC**

Units	Characteristics				
	ISIN Code	Distributable sums allocation	Denomination currency	Investors concerned	Minimal subscription amount
A Unit	FR0010321828	Net income: Accumulation Realized net gains: Accumulation	Euro	All investors	None
G Unit	FR0010581728	Net income: Accumulation Realized net gains: Accumulation	Euro	dedicated to marketing by financial intermediaries (1)	None
I Unit	FR0011188275	Net income: Accumulation Realized net gains: Accumulation	Euro	Intended essentially for institutional investors	Initial subscription: minimum 1,000,000 (2)
J unit	FR0013392404	Net income: Accumulation Realized net gains: Accumulation	Euro	Intended essentially for institutional investors	Initial subscription: minimum 1,000,000 (2)

- (1) Subscription of this unit class is limited to investors subscribing through intermediaries providing an independent advisory service or discretionary investment management (including the management company within the limits of the offer Echiquier Club Sélection) or distributors who :
- Are subject to national law forbidding any inducements to distributors (i.e the United Kingdom and the Netherlands)
- Or
- Provide investment services and activities as defined by the MiFID II directive:
 - And for which they are exclusively remunerated by their clients

(2) With the exception of the management company, which may acquire a single unit on its own or on behalf of.

► **Address where you can obtain the latest annual and interim reports:**

The latest annual and interim documents are available from the website at www.lfde.com or may be sent out within eight weekdays of written request from the unitholder to:

LA FINANCIERE DE L'ECHIQUIER
53, avenue d'Iéna
75116 Paris

Further information can be obtained if necessary from the management company by telephone on +33 (0)1 47 23 90 90.

I-2 Parties involved

► **Management company:**

The management company was authorised on 17/01/1991 by the French Financial Markets Authority (AMF) under number GP 91004 (general licence).

LA FINANCIERE DE L'ECHIQUIER
53, avenue d'Iéna
75116 Paris

► **Depository and custodian:**

Identity of the depository of the UCITS:

The appointed depository is BNP Paribas Securities Services SCA, a wholly-owned subsidiary of BNP Paribas SA, located at 9, rue du Débarcadère 93500 PANTIN (the "Depository").

BNP Paribas Securities Services SCA is a licensed bank incorporated in France as a Société en Commandite par Actions (partnership limited by shares) under No.552 108 011, authorised by the Autorité de Contrôle Prudentiel et de Résolution (ACPR) and supervised by the Autorité des Marchés Financiers (AMF), with its registered address at 3 rue d'Antin, 75002 Paris.

Description of its duties and of conflicts of interest that may arise:

The Depository exercises three types of responsibilities, namely the oversight of the Management Company (as defined in Art 22.3 of the UCITS V directive), the monitoring of the cash flows of the UCITS (as set out in Art 22.4) and the safekeeping of the UCITS assets (per Art 22.5).

The overriding objective of the Depository is to protect the interests of the holders / investors of the UCITS, which always prevail over any commercial interests.

Conflicts of interest may arise if and when the Management Company or the UCITS maintains other business relationships with BNP Paribas Securities Services SCA in parallel with an appointment of BNP Paribas Securities Services SCA acting as Depository. For example, BNP Paribas Securities Services SCA could as well as acting as Depository also be providing the UCITS or the Management Company with fund administration services, including net asset value calculation.

In order to address situations of conflicts of interest, the Depository has implemented and maintains a management of conflicts of interest policy, aiming at:

- Identifying and analysing potential situations of conflicts of interest;
- Recording, managing and monitoring the conflict of interest situations either in:
 - Relying on the permanent measures in place to address conflicts of interest such as maintaining separate legal entities, segregation of duties, separation of reporting lines, insider lists for staff members;
 - Implementing a case-by-case management to (i) take the appropriate preventive measures such as drawing up a new watch list, implementing a new Chinese wall, making sure that operations are carried out at arm's length and/or informing the concerned client, or (ii) refuse to carry out the activity giving rise to the conflict of interest.

Description of any safekeeping functions delegated by the Depository, the list of delegates and sub-delegates and any conflicts of interest that may arise from such a delegation:

The depository of the UCITS, BNP Paribas Securities Services SCA, is responsible for safekeeping of the assets (as defined in Art 22.5 of 2009/65/CE Directive modified by 2014/91UE Directive named the "UCITS V directive").

In order to provide custody services in a large number of countries allowing UCITS to meet their investment objectives, in addition to its large proprietary network, BNP Paribas Securities Services SCA has appointed entities as delegates for sub-custody functions in countries where it has no direct local presence. These entities are listed in Appendix

<http://securities.bnpparibas.com/solutions/asset-fund-services/depositary-bank-and-trustee-serv.html>

The process of appointing such delegates and their continuing oversight follows the highest quality standards, including the management of any potential conflict of interest that should arise from such an appointment.

► **Auditor:**

MAZARS
Represented by Gilles DUNAND-ROUX
Exaltis
61, rue Henri Regnault
92075 La Défense Cedex

► **Promoter:**

LA FINANCIERE DE L'ECHIQUIER
53, avenue d'Iéna
75116 Paris

The list of promoters is not exhaustive as the fund is admitted for trading on Euroclear. This means that some promoters may not be mandated by or known to the management company.

► **Delegated activities:**

Only the administrative and accounting management has been delegated:

SOCIETE GENERALE SECURITIES SERVICES Net Asset Value
Public limited company under French law
Immeuble Colline Sud – 10, passage de l'Arche
92034 Paris La Défense Cedex

► **Advisers:**

None.

► **Clearing house for subscription and redemption orders by delegation of the Management Company:**

BNP Paribas Securities Services is in charge of receiving subscription and redemption orders.

II. Operating and management procedures:

II-1 General characteristics

► **Characteristics of units or shares:**

- **A Units ISIN code:** FR0010321828
- **G Units ISIN code:** FR0010581728
- **I Units ISIN Code:** FR0011188275
- **J Units ISIN Code:** FR0013392404

Type of right attached to the unit class: Each unitholder has a co-ownership right in the fund's assets in proportion to the number of units held.

Liability accounting: Liability accounting is performed by the custodian, BNP PARIBAS SECURITIES SERVICES. Units are administered under Euroclear France.

Voting rights: As the fund is an undertaking for collective investment in transferable securities, no voting rights are attached to the units held. Decisions concerning the fund are taken by the management company in the interest of the unitholders.

Type of units: Bearer units.

Decimalisation of units: Subscriptions and redemptions are admissible in thousandths of units.

► **Period-end date:**

Last trading day on the Paris stock market in December each year.

► **Information on the tax regime:**

Tax treatment: the fund is eligible for PEA (equity savings scheme).

This prospectus is not exhaustive of all possible tax consequences for each investor of subscribing, redeeming, holding and selling fund units. These consequences will vary in line with prevailing laws and practices in the country of residence, domicile or incorporation of the unitholder(s) as well as on the basis of his/her/its personal circumstances.

Depending on your tax regime, your country of residence, or the jurisdiction from which you invest in this fund, any capital gains and income from holding fund units may be subject to taxation. You should consult a tax adviser as to the possible consequences of buying, holding, selling or redeeming fund units under the laws of your country of tax residence, ordinary residence or of your domicile.

Neither the Management Company nor the promoters accept any responsibility whatsoever for the tax consequences that may arise for investors as a result of a decision to buy, hold, sell or redeem fund units.

The fund offers three capitalisation units; all unitholders are advised to consult a tax adviser regarding the regulations applicable in the unitholder's country of residence, having regard to the rules pertaining to his/her/its particular circumstances (individual, legal entity subject to corporation tax, other situations...). The rules applicable to French resident unitholders can be found in the French General Tax Code.

In general, fund unitholders should consult their tax adviser or their usual account manager to determine the tax rules applicable to their particular circumstances.

Pursuant to U.S. tax regulations, commonly referred to as FATCA (Foreign Account Tax Compliance Act), Unitholders might have to provide the Management Company or its agent with some information, including without limitation, identification information such as personal identify and places of residence (tax residence and domicile) in respect of each undertaking for collective investment, to ensure that the "US Person" are identified within the meaning of FATCA.

This information may be provided to the United States tax authorities by the French tax authorities.

Failure by any Unitholder to comply with this requirement could result on a 30% withholding tax levied on US sourced cash flows. Notwithstanding any diligences carried out by the Management Company in respect of FATCA, Unitholders are encouraged to ensure that the broker they used to invest into this AIF qualifies as Participating FFI.

II-2 Specific clauses

► Investment objective:

Echiquier Major SRI Growth Europe is a dynamic fund seeking long-term performance through exposure on European equity markets and investment in companies leading growth in their sectors. This objective is coupled with a non-financial approach that takes account of environmental, social and governance criteria (ESG). The non-financial objective seeks to help businesses move forward on ESG issues by engaging in regular dialogue with them and sharing precise improvement roadmaps to be followed up over time.

► Benchmark index:

The MSCI EUROPE Index is a benchmark for the management of Echiquier Major SRI Growth Europe. This index represents the share markets of Europe's most developed countries. It is calculated in EUR, with dividends reinvested.

► Investment strategy:

1. Strategies used

The fund manager focuses on equities on European markets. The fund is mainly exposed to European large caps. Up to 40% of the fund's net assets may be exposed to European small and mid caps.

The management of ECHIQUIER MAJOR SRI GROWTH EUROPE is based on a rigorous selection of securities known as stock-picking, with the stocks chosen on the basis of an in-depth analysis of the companies in the portfolio.

This management method relies on a fundamental analysis of each stock, based on an internally developed rating according to several criteria, including :

- the quality of management of the company;
- the quality of its financial structure;
- the visibility of future profits of the company;
- the prospects for growth in its sector;
- Environmental and social indicators
- the speculative aspect of the stock.

The calculated values are used to set the purchase price and selling price targets.

The chosen stocks are thus subject to a very selective process based on quantitative and qualitative analysis. The methodology involving setting a purchase price and a selling price allows the fund manager to position assets in stocks that show future market growth potential.

Echiquier Major SRI Growth Europe systematically incorporates environmental, social and governance criteria in its financial management. This has an impact on the selection of equities in the portfolio. In due consideration of the investment criterion for this fund (selection of leading European countries showing growth), ESG analysis helps identify companies run by top-quality management, capable of attracting and motivating the best teams and keeping ahead of social and environmental regulations to implement their leadership in the long term. ESG analysis gives us a much better insight into businesses, thereby minimising the risks of investment. Echiquier Major SRI Growth Europe strives to select issuers with the best non-financial ratings in their investment universe (the "best-in-universe" approach), or those demonstrating continuous improvement of their ESG practices over time (the "best efforts" approach). We seek to ascertain whether the company is showing a genuine attitude towards progress by setting ambitious targets.

The following are examples of the indicators selected for each criterion (E, S and G):

- *Environmental indicators*: environmental policy and actions, results of the action plans established by the company, suppliers' exposure to environmental risks, products' positive or negative environmental impact.
- *Social indicators*: attractiveness of the employer brand, employee loyalty incentives, measures to tackle discrimination, employee protection, suppliers' exposure to social risks, relations with civil society.
- *Governance indicators*: competence of the management team, checks and balances, respect for the rights of minority shareholders, business ethics.

All these ESG criteria are taken into consideration in order to determine an ESG score out of 10 for each issuer. This is composed as follows:

- *Governance*: The Governance score represents around 60% of the overall ESG score. This reflects the importance attached to this subject by La Financière de l'Echiquier from its very beginnings.
- *Environmental and Social*: Environmental and social criteria are reflected in a Responsibility score. The calculation of the latter depends on the type of company in question:
 - For industrial companies: social and environmental criteria are equally weighted in the Responsibility score.
 - For services companies: the Social score accounts for two thirds of the Responsibility score, whereas the Environmental score accounts for one third.

The ESG rating process takes place before financial criteria are taken into account.

The fund's non-financial objective is to help companies progress on ESG issues by engaging in a dialogue with them and suggesting specific areas for improvement over time.

Depending on the fund manager's convictions, portfolio construction can lead to a concentrated portfolio (less than 50 stocks).

ECHQUIER MAJOR SRI GROWTH EUROPE uses derivatives solely to cover market risk and exchange rate risk.

2. Assets (excluding derivatives)

A/Equities:

ECHQUIER MAJOR SRI GROWTH EUROPE has exposure of at least 60% to European equities and no more than 25% to non-European equities.

At least 60% of the fund is exposed to large-cap stocks from all business sectors.

In addition, up to 40% of the fund's assets may be exposed to European small and mid caps.

However, in order for the fund to be eligible for the PEA (equity savings scheme), 75% of fund assets are invested in European equities.

B/Debt securities and money market instruments:

Up to 25% of the fund may be invested in:

- negotiable debt securities. The longest maturity of debt instruments used in the fund's cash management is 5 years. Short-term securities used as such benefit from a short-term Standard & Poor's investment grade rating, or an equivalent rating by another ratings agency. Up to 10% of the fund's assets may be invested in "speculative" or unrated negotiable debt securities.
- in bonds. Within this framework, special attention is paid to the credit quality of corporate issuers. Eligible securities are "investment grade", i.e., have a Standard & Poor's minimum BBB- rating, or equivalent or considered as such by the management team. The longest maturity of bonds is 10 years. Up to 10% of the fund's assets may be invested in "speculative" or unrated bonds, and are subject to monitoring by the internal research team at LA FINANCIERE DE L'ECHQUIER. Management sets no limits in the breakdown between sovereign and private issuers.

When the securities are acquired or during monitoring the credit risk assessment is based on internal research and analysis of La Financière de l'Echiquier and on the ratings provided by the rating agencies.

The aforementioned ratings are those used by the fund manager at the time of initial investment. Should the rating deteriorate during the investment period, the fund manager will analyse each situation on a case-by-case basis and decide on whether or not to retain the holding in question. The investment limits set according to the risk assessment of credit rating agencies can be slightly modified depending on the management team analysis.

3. Investment in units or shares of other Undertakings for Collective Investment

Up to 10% of the fund assets may be invested in units or shares of French and/or European UCITS or AIFs (retail investment fund FIVG). These will be funds of any AMF classification. The fund may invest in UCITS managed by the management society or by a linked society.

4. Derivative instruments

The fund can deal in futures traded on European regulated, unregulated or over-the-counter markets. In doing so, the fund will take positions only to hedge the portfolio against market risk and, potentially, currency risk.

The following instruments are used:

- index futures;
- options on securities and indices;
- currency options and futures.

These transactions are limited to 100% of the fund's assets. Financial instruments are entered into with intermediaries selected by the management company that have no say on the composition or management of the Fund's portfolio.

5. Securities with embedded derivatives

The manager can invest in securities with embedded derivatives (warrants, subscription certificates, convertible bonds, etc.) traded on regulated or OTC markets. No rating constraints apply to convertible bonds.

Under this framework, the manager can take positions with a view to covering and/or exposing the portfolio to business sectors, geographical regions, bonds, equities (all capitalisations), currencies, securities and assimilated marketable securities or indices with the aim of achieving the management objective.

The use of securities with embedded derivatives, rather than other derivative instruments mentioned above, is justified notably by the manager's aim to optimise hedging or, if necessary, to stimulate the portfolio by reducing the cost associated with the use of these financial instruments in order to achieve the management objective.

In all cases, investments with embedded derivatives must not exceed 10% of net assets.

The risk associated with the type of investment is limited to the amount invested for the purchase.

6. Deposits: None

7. Cash borrowing

The fund may borrow cash. Without aiming to be a structural cash borrower, the fund may find itself in debit due to transaction-related cash flows (ongoing investments and divestments, subscriptions/redemptions, etc.) up to a limit of 10%.

8. Temporary purchases or sales of securities

None

► Risk profile:

Your investment will be made primarily in financial instruments selected by the management company. These instruments are subject to market changes and risks.

Capital risk: Yes

The loss of capital arises when a unit is sold at a lower price than its purchase value. Unitholders are informed that the capital initially invested may not be returned. The fund has no capital guarantee or protection.

Equity risk: Yes

ECHIQUIER MAJOR SRI GROWTH EUROPE has exposure of at least 60% to equities. If the equities or indices to which the portfolio is exposed decline, the fund's NAV could also decline.

On small- and medium-cap markets, the volume of securities listed on the stock exchange is relatively less, and therefore market downturns are more significant and rapid than on large-cap markets. The net asset value of the fund can therefore fall more rapidly and more sharply.

Risk arising from discretionary management: Yes

The discretionary management style applied to the fund relies on stock selection. There is a risk that at any given point in time ECHIQUIER MAJOR SRI GROWTH EUROPE will not be invested in the best-performing stocks. The fund's performance can therefore fall below the investment objective. The net asset value of the fund can also show negative performance.

Interest rate risk: Yes

ECHIQUIER MAJOR SRI GROWTH EUROPE has exposure of no more than 25% to fixed-income products. The net asset value of the fund can fall if interest rates rise.

Credit risk: Yes

Up to 25% of the fund is exposed to money market instruments or bonds. The credit risk corresponds to the risk of a private issuer's credit quality falling or the issuer defaulting. The value of the debt securities or bonds in which the fund is invested can fall, causing a drop in the fund's net asset value.

Currency risk: Yes

This concerns the risk of a decline in investment currencies relative to the portfolio's benchmark currency, the euro. If a currency falls relative to the euro, the fund's net asset value could fall.

► Investors concerned and typical investor profile:

Investors concerned:

- A units: All investors.
- G units: dedicated to marketing by financial intermediaries other than the management company
- I units: intended essentially for institutional investors.
- J units : intended essentially for institutional investors

Typical investor profile:

The fund is aimed at individuals or institutional investors who are aware of the inherent risk in holding units in such a fund, that is to say, the equity market risk defined above.

ECHIQUIER MAJOR SRI GROWTH EUROPE can be used as an investment medium for unit-linked individual variable-capital life-insurance contracts.

ECHIQUIER MAJOR SRI GROWTH EUROPE may be used to back investments in UCITS managed by LA FINANCIERE DE L'ECHIQUIER.

The fund may invest in UCITS managed by LA FINANCIERE DE L'ECHIQUIER.

The amount that may reasonably be invested in ECHIQUIER MAJOR SRI GROWTH EUROPE depends on the unitholder's individual circumstances. Prospective investors are advised to take into consideration their personal and professional assets and wealth, their cash needs at present and over the next 5 years, as well as the degree to which they are willing to accept equity-market risks. They are also strongly advised to diversify their investments sufficiently so as not to expose them solely to the risks of this fund.

Recommended investment period: more than 5 years

► Methods for determining and appropriating distributable sums:

Net income allocation: accumulation. The asset management company has chosen the accumulation. The net income is fully capitalized on an annual basis.

Net gain realized allocation: accumulation. The asset management company has chosen the accumulation. Net gains realized are fully capitalized on an annual basis.

► Characteristics of units: (denomination currency, division etc.)

A, G, I and J units are denominated in EUR and decimalised in thousandths.

The initial value of one single A unit is fixed at 100 euros.

The nominal value of the G unit is identical to the value of the A unit calculated the day of creation of the new share. The initial value of the I and J unit is fixed at 1000 euros.

► Subscription and redemption conditions:

Subscriptions and redemptions are admissible in thousandths of units.

The launch value of an A unit is set at EUR 100.

The nominal value of a G unit is identical to the value of an A unit calculated on the creation date of the new unit.

The launch value of an I and an J unit is set at EUR 1,000.

The minimum initial subscription for I and J units is EUR 1,000,000, with the exception of the management company, which may acquire a single unit. Subsequent subscriptions may be made in thousandths of units.

Subscription and redemption applications are centralised each trading day before 12 noon with the custodian:

BNP PARIBAS SECURITIES SERVICES

Les Grands Moulins de Pantin

9, Rue du Débarcadère

93500 Pantin

They are executed on the basis of the next net asset value calculated as the closing price on the day that the requests are cleared. Subscription and redemption applications received after 12 noon are executed on the basis of the net asset value following that mentioned above.

In some countries different subscription terms may apply other than the single one-time option. For Italy, the subscription terms are indicated in the "subscription notice".

Net asset value is calculated on every Paris stock exchange trading day.

In application of article L. 214-8-7 of the French Monetary and Financial Code, the redemption by the fund of its units, as well as the issue of new units, may be temporarily suspended by the management company where required by exceptional circumstances and in the interests of the unitholders.

The net asset value is reported on the management company's website (www.lfde.com).

► Fees and Commissions:

Fees charged to the investor, deducted upon subscription and redemption	Basis	Rate
Subscription fee not retained by the fund	Net asset value × number of units	Maximum 3%
Subscription fee retained by the fund	None	None
Redemption fee not retained by the fund	Net asset value × number of units	None
Redemption fee retained by the fund	None	None

Fees charged to the fund		Basis	Rate	
1	Financial management fees	Net assets	A units	Maximum 2,392% incl. taxes
			G units	Maximum 1,35% incl. taxes
	Administrative fees external to the asset management company		I units	Maximum 1 % incl. taxes
	J units		Maximum 0,75% incl. taxes	
2	Maximum indirect fees (management fees and commissions)	Net assets	(*)	
3	Transaction commissions	Deducted on each transaction	Maximum 0,40% incl. taxes for equities	
4	Outperformance commission	Net assets	A, G and I units	None
			J units	15% on the difference positive between the fund performance (net of management fees) and the benchmark performance

(*) The fund may invest up to 10% in fund units or shares whose maximum management fees are 2.392%. For further information please contact the management society.

Fund management contributions due according to article L. 621-5-3 d), 3°,II of the Financial and Monetary Code are charged to the fund.

When the Fund outperforms the benchmark, the variable share will represent a maximum of 15%, including taxes, of this difference. Variable management fees are paid annually at the close of financial year.

The reference period for the calculation of the outperformance commission is the financial year.

The performance is calculated through a comparison of the change in the Fund's assets with the change beyond that of the benchmark and of the assets of a reference fund showing the same variations in subscriptions and redemptions as the actual fund.

If the fund underperforms its benchmark (net of management fees), the accrued variable management fees will be readjusted by applying a provision writeback capped at the sum of existing allocation.

Variable management fees are deducted annually at the close of each financial year, except for redemptions occurring during the financial year, which will entitle the holders to the early payment of their variable share.

The variable management fees are thus definitively accrued to the management company at the close of each financial year of the Fund and on each redemption for the proportion corresponding to the redeemed units.

These fees (fixed + variable) accrue each time the net asset value is established and will be charged directly to the Fund's income statement.

The method for calculating variable fees (outperformance commission) is available from the management company on request.

III. Commercial Information:

Requests for information and documents relating to the fund may be addressed directly to the management company:

LA FINANCIERE DE L'ECHIQUIER
53, avenue d'Iéna
75116 Paris
www.lfde.com

The net asset value of the fund is available from the management company itself upon request or on the company's website. Fund unitholders may obtain additional information from the company's website (www.lfde.com) relating to consideration given in La Financière de l'Echiquier's investment policy to environmental, social and quality of governance criteria. The net asset value is reported on the management company's website (www.lfde.com).

Professional investors subject to prudential requirements (Solvency II) may ask the Management Company for funds' assets portfolios. Communication of such information shall be managed in accordance with regulators provisions. For any further information, please contact the company.

Investment restrictions

The Units have not been, and will not be, registered under the U.S. Securities Act of 1933 or qualified under any applicable U.S. state statutes, and the Units may not be transferred, offered or sold in the United States of America (including its territories and possessions) or to or for the benefit of, directly or indirectly, any U.S. Person (as defined in Regulation S in the U.S. Securities Act of 1933), except pursuant to registration or an applicable exemption.

The fund is not, and will not be, registered under the 1940 Act, and investors will not be entitled to the benefit of registration under the 1940 Act. Any resales or transfers of the Units in the U.S. or to U.S. Persons may constitute a violation of U.S. law and requires the prior written consent of the Company. The Company, however, reserves the right to make a private placement of its Shares to a limited number or category of U.S. Persons. Any resales or transfers of the Shares in the U.S. or to U.S. Persons may constitute a violation of U.S. law and requires the prior written consent of the management company of the FCP.

Applicants for Units will be required to certify in writing that they are not U.S. Persons.

The management company of the fund have the power to impose restrictions on the unitholdings by and consequently to redeem Units held by, or the transfer of Shares / Units to, any U.S. Person. Such power covers any person who appears to be in breach of the laws or requirements of any country or government authority, or by any person or persons in circumstances (whether directly or indirectly affecting such person or persons, and whether taken alone or in conjunction with any other persons, connected or not, or any other circumstances appearing to the management company of the fund to be relevant) which, in the opinion of the management company of the fund might result in the fund suffering any disadvantage which the fund might not otherwise have incurred or suffered.

The Units have not been approved or disapproved by the SEC, any state securities commission or other U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of this offering or the accuracy or adequacy of these offering materials. Any representation to the contrary is unlawful.

Unitsholders are required to notify the fund immediately in the event that they become U.S. Persons. Unitholders who become U.S. Persons will be required to dispose of their Shares / Units at any time to non-U.S. Persons. The fund reserves the right to repurchase any Shares / Units which are or become owned, directly or indirectly, by a U.S. Person or if the holding of the Units by any person is unlawful or detrimental to the interests of the fund.

IV. Investment rules:

Regulatory ratios applicable to the fund: The legal investment rules applicable to the fund are those that govern UCITS-compliant funds investing less than 10% of their assets in other such funds.

The fund has adopted the commitment method for the calculation of its overall risk.

V. Asset valuation and accounting rules:

V-1 - Asset valuation rules

A – Valuation method

- Financial instruments and securities traded on a regulated market are valued at market price.

Notwithstanding this, the instruments below are valued using specific methods:

- European equities and bonds are valued at the closing price, and foreign securities are valued at the last known price.
 - Debt securities and equivalent negotiable instruments which are not involved in significant transactions are valued using an actuarial method. The rate used is that applied for issues of equivalent securities plus or minus, where necessary, a differential representative of the intrinsic characteristics of the issuer.
However, negotiable debt securities with a residual maturity of 3 months or less, in the absence of a particular sensitivity, may be valued using the straight-line method.
 - Negotiable debt securities with a maturity of less than 3 months are valued at the purchase negotiating rate. The amortisation of the premium or the discount is applied on a straight-line basis over the term of the negotiable debt security.
 - Negotiable debt securities with a maturity of more than 3 months are valued at market rate.
 - Units or shares of funds are valued at the last known net asset value.
 - Securities coming under temporary purchase or sale agreements are valued in accordance with the regulations in force, based on the terms of the original agreement.
- Financial instruments not traded on a regulated market are valued by the management company at their probable trading value.
 - Warrants or subscription certificates obtained free of charge during private placements or capital increases are valued as of their admission to a regulated market or the organisation of an over-the-counter market.
 - Contracts:
 - Futures are valued at the settlement price and options are valued on the basis of the vehicle used.
 - The market price for futures is equal to the price in EUR multiplied by the number of contracts.
 - The market price for options is equal to their conversion into the underlying equivalent.
 - Interest rate swaps are valued at market rate, in accordance with the contractual provisions.
 - Off-balance-sheet transactions are valued at market price.
 - Financial instruments for which a price has not been recorded on the valuation date, or for which the price has been adjusted, are valued at their probable trading value by the Board of Directors of the management company. The auditor will be provided with these valuations and their justification when it carries out its audits.

B - Practical methods

- Shares and bonds are valued on the basis of prices taken from the Finalim and Bloomberg databases, depending on their listing market. The research options are completed by Télékurs' "Fin'xs" and Reuters' "Securities 3000":
 - Asia-Oceania: taken at 12 noon for a quotation at the closing price of that day.
 - America: taken at 9 a.m. for a quotation at the closing price of D-1.
taken at 4.45 p.m. for a quotation at the opening price of that day.
 - Europe excluding France: taken at 7.30 p.m. for a quotation at the closing price of that day.
taken at 2.30 p.m. for a quotation at the opening price of that day.
 - France: taken at 9 a.m. for a quotation at the price of D-1.
taken at 12 noon and 4 p.m. for a quotation at the opening price of that day.
taken at 5.40 p.m. for a quotation at the closing price of that day.
 - Contributors: taken at 2 p.m. for a quotation subject to the availability of prices.
- Positions on the futures markets at each net asset value are valued on the basis of the settlement prices of that day.

Positions on the options markets at each net asset value are valued according to the principles used for the underlying.

- Asia-Oceania: taken at 12 noon
- America: taken at 9 a.m. on D+1
- Europe excluding France: taken at 7.30 p.m.
- France: taken at 18 noon

V-2 - Accounting method

- The accounting method used for recording income from financial instruments is the 'coupons received' method.
- The accounting method for recording transaction fees is exclusive of expenses.

VI. Compensations:

The asset management company's compensation policy is fully compliant with a prudent and efficient risk management. It does not encourage taking risks which might be inconsistent with the risk profiles, regulation or constitutive UCITS documents managed by the asset management company.

The asset management company's compensation policy is fully compliant with the economic strategy, objectives, values and interests of the asset management company as well as UCITS managed by the same asset management company. The asset management company's compensation policy is also fully compliant with the economic strategy, objectives, values and interests of UCITS investors. This policy incorporates tailored measures to prevent potential conflicts of interests. The compensation policy has been set up in order to:

- Provide an active support to the asset management company's strategy and objectives
- Provide an active support to the asset management company's competitiveness on its operating markets
- Ensure the development, attractiveness as well as the retaining of highly skilled and motivated employees

The asset management company's employees perceive a compensation that includes a fixed remuneration as well as a variable remuneration. These two compensations are duly balanced and are subjected to a careful annual review based on both individual and collective performance.

The founding principles of the compensations policy are revised on a regular basis with regards to legislation changes. The compensation policy has been duly approved by the asset management company's Board of Directors.

Details regarding the compensation policy are available online on the following website: www.lfde.com. A written copy of the compensation policy is available on demand for free.



LA FINANCIERE DE L'ECHIQUIER

RULES FOR THE ECHIQUIER MAJOR SRI GROWTH EUROPE MUTUAL FUND

HEADING 1 – ASSETS AND UNITS

Article 1 – Co-ownership units

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

The duration of the fund is 99 years from the date of its creation, except in the event of its early dissolution or extension as provided for in these rules.

Unit classes:

The characteristics of the various unit classes and their access conditions are specified in the fund's prospectus. The various share classes may:

- Benefit from different methods of income distribution; (distribution or capitalisation)
- Be denominated in different currencies;
- Have different management fees;
- Have different subscription and redemption fees;
- Have a different nominal value;
- Include systematic total or partial risk hedging, as set out in the prospectus. Said hedging is provided by means of financial instruments, thus minimising the impact of hedging transactions on other unit classes in the fund;

Be restricted to one or more sales networks.

The fund has scope to amalgamate or divide its units.

The fund management company's board of directors may decide to divide the units into tenths, hundredths, thousandths or ten thousandths, known as fractions of units.

The rules governing the issue and redemption of units are applicable to fractions of units whose value will remain proportional to the value of the unit that they represent. All other rules pertaining to units apply to fractions of units without it being necessary to specify this, except where stipulated otherwise.

Lastly, the fund management company's board of directors may decide to divide units by creating new units that are allocated to unitholders in exchange for old units.

Article 2 – Minimum amount of assets

No units may be redeemed if the assets of the fund (or a sub-fund) fall below EUR 300,000. If the assets remain below this threshold for thirty days, then the management company shall make the necessary provisions to wind up the fund in question, or to perform any of the operations referred to in Article 411-16 of the General Regulation of the AMF (fund transfers).

Article 3 – Issue and redemption of units

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

Redemptions and subscriptions are executed according to the terms and conditions defined in the prospectus.

The mutual fund units may be listed on an official stock exchange according to prevailing regulations.

Subscriptions must be fully paid up on net asset value calculation day. They may be paid in cash and/or by transfer of financial instruments. The fund management company has the right to refuse the proposed securities and, to this effect, has a period of seven days from their submission to communicate its decision. In the event of acceptance, the proposed securities are valued according to the rules set out in Article 4 and the subscription is executed on the basis of the first net asset value following said acceptance.

Redemptions are paid solely in cash, except in the event of the fund's liquidation and where unitholders have indicated that they agree to be reimbursed in securities. Redemptions are settled by the issuance account holder within five days of the unit valuation.

In exceptional circumstances, however, if reimbursement requires assets included in the fund to be realised beforehand, this period may be extended to up to 30 days.

Except in the event of inheritance or an *inter vivos* gift, the sale or transfer of units between unitholders, or from unitholders to third parties, is treated as a redemption followed by a subscription; in the case of a third party, the amount of the sale or transfer must, where appropriate, be topped up by the beneficiary so as to attain at least the minimum subscription required by prospectus.

In application of Article L. 214-8-7 of the French Monetary and Financial Code, the redemption by the fund of its units, as well as the issue of new units, may be temporarily suspended by the management company where required by exceptional circumstances and in the interests of the unitholders.

When the mutual fund's net assets are lower than the amount set out in the rules, the redemption of units is not permitted.

Possibility of minimum subscription conditions, as set out in the prospectus.

The fund may cease to issue shares, pursuant to paragraph two of Article L. 214-8-7 of the French Monetary and Financial Code, in objective situations entailing the closure of subscriptions, such as the issue of a maximum number of units or shares, a maximum amount of assets achieved or the expiry of a determined subscription period. Said objective situations are set out in the fund prospectus.

Article 4 – Calculation of net asset value

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

HEADING 2 – FUND OPERATION

Article 5 – The fund management company

The fund is managed by the fund management company in accordance with its defined orientation.

The management company acts solely in the interest of the unit-holders at all times and is solely entitled to exercise the voting rights attaching to the securities held by the fund.

Article 5b – Operating rules

The instruments and deposits eligible for the fund's assets, together with the investment rules, are described in the prospectus.

Article 6 – The depository

The custodian carries out the missions entrusted to it, pursuant to the legal and regulatory provisions in force, as well as those contractually assigned to it. In the event of a dispute with the management company, it shall inform the AMF.

Article 7 – The auditor

Subject to approval by the AMF, the fund management company's board of directors appoints an auditor for six financial years.

The auditor carries out the controls and preparatory work provided for by law. Upon each audit, it certifies the true and fair nature of the accounts and of the accounting material contained in the management report.

The auditor may have its mandate renewed.

The auditor must promptly notify the AMF of any information or decision relating to the undertaking for collective investment in transferable securities of which it became aware in the course of its duties, and which could:

- 1) Constitute a breach of the laws or regulations governing this undertaking, and which may significantly affect its financial position, results or assets and liabilities;
- 2) Adversely affect the operations or its ability to continue as a going concern;
- 3) Give rise to qualifications or a refusal to certify accounts.

The auditor shall supervise the valuation of assets and the calculation of exchange ratios for conversions, mergers or spin-offs.

The auditor shall assess all contributions in kind as part of its responsibilities.

It shall check the asset allocation and other items prior to publication.

The auditor's fees are agreed jointly with the board of directors or management board of the management company on the basis of an audit plan detailing the work deemed necessary.

The auditor shall certify the financial statements used to calculate interim dividends.

The auditor's fees are included in the management charges

Article 8 – The accounts and management report

At the end of each financial year, the fund management company prepares the summary accounting documents and a report on the management of the fund during that financial year.

The inventory is certified by the depository and all of the above documents are audited by the auditor.

The fund management company keeps these documents available to unitholders in the four months following the end of the financial year and informs them of the amount of revenues to which they are entitled. The documents are either sent by mail at the express demand of unitholders or made available at the fund management company's premises.

HEADING 3 – METHODS FOR APPROPRIATING INCOME

Article 9– Procedures for allocating income and distributions

Net income for the financial year is equal to the amount of interests, arrears, dividends, premiums and bonuses, directors' fees and all proceeds relating to securities in the fund's portfolio, plus the proceeds of sums temporarily available and less management fees and borrowing costs.

The sums distributable are equal to:

- The net income for the financial year, plus retained earnings and plus or minus the balance of revenue accrual accounts related to said financial year.
- The realized gains excluding fees minus realized capital losses excluding fees, observed throughout the fiscal year, plus same nature net gains observed throughout past fiscal years which were not subject to an accumulation and minus and plus the balance of gains accrual accounts

The asset management company decides for distributable sums allocation (incomes and realized net gains). Distributable sums are fully capitalized excluding those which are subject to a compulsory distribution in compliance with the law.

HEADING 4 - MERGER - DE-MERGER - DISSOLUTION - LIQUIDATION

Article 10 - Merger - De-merger

The fund management company may either transfer all or some of the assets included in the fund to another fund, or divide the fund into two or more mutual funds.

These merger or de-merger transactions may take place no earlier than one month after the unitholders have been notified. They occasion the delivery of a new certification specifying the number of units held by each unitholder.

Article 11 - Dissolution - Extension

If the fund's assets remain below the amount set out in Article 2 above for a period of 30 days, the fund management company informs the AMF and proceeds with the dissolution of the fund, except in the event of a merger with another mutual fund.

The fund management company may dissolve the fund early. In this case, it informs the unitholders of its decision, and subscription and redemption requests are no longer accepted as of this date.

The fund management company also dissolves the fund in the event of a redemption request concerning all the units, the cessation by the depository of its functions – providing that no other depository has been appointed – or the expiry of the fund's duration, providing said duration has not been extended.

The fund management company informs the AMF by mail of the date and method of dissolution. It then sends the auditor's report to the AMF.

The fund management company may decide to extend the duration of the fund in agreement with the depository. This decision must be taken at least three months before the expiry of the fund's planned duration and communicated to unitholders and the AMF.

Article 12 - Liquidation

In the event of dissolution, the depository or the fund management company is responsible for undertaking liquidation operations ; failing this, the liquidator shall be appointed by the court at the request of any interested party. To this effect, they are invested with the broadest powers for the purposes of realising assets, paying any creditors and allocating the available balance between unitholders in the form of cash or securities.

The auditor and the depository continue to exercise their functions until liquidation operations have been completed.

HEADING 5 - DISPUTES

Article 13 - Jurisdiction – Choice of domicile

All disputes relating to the fund and arising during the duration of the fund's operations or during its liquidation, whether between unitholders or between unitholders and the management company or the depository, are subject to the jurisdiction of the competent courts.