

Madeleine

Open-ended SICAV

PROSPECTUS

July 2021

Madeleine
Open-ended SICAV
R.C.S Luxembourg N° B 181.900

Registered office	12, Rue Eugène Ruppert L-2453 Luxembourg
Board of Directors	
Chairman	Daniel THIERRY Manager, GT Finance International SPRL, Brussels
Directors	Arnaud CAYLA Deputy Chief Executive Officer, CDAM, Paris Gaël DUPONT President and Chief Executive Officer of the Cholet Dupont Group, Chief Executive Officer of CDAM
Management company	CHOLET DUPONT ASSET MANAGEMENT 16, Place de la Madeleine F-75008 Paris
Advisor	For the Madeleine - Europa One sub-fund SURPERFORMANCE SAS 17 avenue d'Albigny - 74000 Annecy - FRANCE
Custodian Bank	BANQUE DEGROOF PETERCAM LUXEMBOURG S.A. 12, Rue Eugène Ruppert L-2453 Luxembourg
Domiciliary Agent, Administrative Agent, Transfer Agent and Registrar	DEGROOF PETERCAM ASSET SERVICES S.A. 12, Rue Eugène Ruppert L-2453 Luxembourg
Statutory Auditor	MAZARS LUXEMBOURG 5 Rue Guillaume. J. Kroll, L-1882 Luxembourg

NOTICE

Madeleine (hereinafter the "SICAV") is listed on the official list of Undertakings for Collective Investment "UCIs" in accordance with the Law of 17 December 2010 on UCIs, as amended (hereinafter the "Law of 2010"). This listing should not, under any circumstances or in any way whatsoever, be considered as a positive appraisal by the Commission de Surveillance du Secteur Financier ("CSSF") as to the quality of the shares offered for sale.

The Board of Directors of the SICAV (hereinafter the "Board of Directors") has taken all possible precautions to ensure that the facts set out in the Prospectus are accurate and precise and that there were no material facts whose omission may render inaccurate any of the statements referred to herein.

The Board of Directors accepts responsibility for the accuracy of the information contained in the Prospectus as at the date of its publication. Accordingly, any information or statement not contained in the Prospectus, in the appendices to the Prospectus, if any, in the key investor information documents (the "KIID") or in the reports that form an integral part of it, should be regarded as unauthorised.

This Prospectus may be updated. Potential subscribers are therefore requested to inquire with the SICAV as to the publication of any more recent Prospectuses.

The SICAV is authorised as an undertaking for collective investment in transferable securities ("UCITS") in Luxembourg. The Prospectus may not be used for the purpose of public offer or solicitation for sale in any other country or in any circumstances in which such an offer or solicitation is not permitted. Potential subscribers who receive a copy of the Prospectus or of the subscription form in a country other than those described above may not consider such documents to be an invitation to purchase or subscribe to the shares unless such an invitation is fully legal in the country concerned and may take place without any registration or other procedure, or unless the person concerned obtains all the governmental or other authorisations that may be required in order to comply with the local legislation, and fulfils any other applicable formality. It is necessary to verify before any subscription in which country or countries the SICAV is registered, and more specifically which sub-funds, categories or classes of shares are authorised for sale, as well as any legal constraints and exchange restrictions relating to the subscription, purchase, possession or sale of shares of the SICAV.

No action under the US Investment Company Act of 1940 ("Investment Company Act"), its amendments or any other law relating to transferable securities has been undertaken to register the SICAV or its securities with the US Securities and Exchange Commission. Accordingly, this Prospectus may not be introduced, transmitted or distributed in the United States of America or its territories or possessions, and delivered to a "US Person" as defined in Regulation S of the Securities Act of 1933 ("Regulation S of the US Securities Act of 1933", as amended), except in the framework of transactions exempt from registration under the Securities Act of 1933. Failure to comply with these restrictions may constitute a violation of US securities laws.

The shares of the SICAV may not be offered or sold to "US Persons" or to persons who may not be legally entitled to do so or to whom solicitation for sale is illegal (hereinafter "unauthorised persons").

The Board of Directors will require the immediate redemption of shares purchased or held by unauthorised persons, including investors who become unauthorised persons after the securities have been acquired.

Investors are required to notify the SICAV and/or the Transfer Agent and Registrar (i) if they become unauthorised persons, or (ii) if they hold shares in the SICAV in violation of legal/regulatory provisions, of

the Prospectus or the Articles of Association of the SICAV, or (iii) of any circumstances which may entail adverse tax or legal/regulatory consequences for the SICAV or the shareholders or which may otherwise be adverse to the interests of the SICAV or the other shareholders.

The SICAV draws investors' attention to the fact that an investor can only fully exercise his rights directly against the SICAV, in particular the right to participate in General Meetings of Shareholders, if he is listed in the SICAV's register of shareholders. In cases where an investor invests in the SICAV through an intermediary investing in the SICAV in its name but on behalf of the investor, certain rights attached to the status of shareholder may not necessarily be exercisable by the investor directly vis-à-vis the SICAV. Investors are recommended to obtain information on their rights.

Investments in the SICAV involve risks, including those related to the equity and bond markets, currency exchange rates and volatility in interest rates. There is no guarantee that the investment objectives of the SICAV will be achieved. The value of the capital and income from investments of the SICAV is subject to fluctuation and investors may not get back the amount originally invested. In addition, past performance is not indicative of future results.

Before investing in the SICAV or in case of doubt about the risks associated with an investment in the SICAV or the suitability of a sub-fund about the risk of the investor with regard to his personal situation, investors are invited to consult their own financial, legal and tax advisors in order to determine whether an investment in the SICAV is appropriate for them and to request their assistance in order to be fully informed with regard to any legal or fiscal consequences and any repercussions concerning exchange restrictions or controls that may result from the subscription, holding, redemption, conversion or transfer of shares under the laws in force in their country of residence, domicile or place of establishment.

Any reference in this Prospectus to:

- "Euro" or "EUR" refers to the currency of the member countries of the European Union participating in the single currency.
- "CHF" refers to the currency with legal tender in Switzerland.
- "USD" refers to the currency with legal tender in the United States of America.
- "Bank Business Day" refers to each whole weekday when banks are open in Luxembourg (except Saturday and statutory public and banking holidays).

Copies of the Prospectus are available under the conditions described above, at the head office of the SICAV.

Use of personal data

The SICAV and the Management Company (the "Processors") process information relating to different categories of identifiable or identified natural persons (including, without limitation, existing or prospective investors, their beneficiaries and other individuals related to existing or prospective investors), hereinafter referred to as "Persons Concerned". This information has been, is or will be provided for, obtained by or collected by, or on behalf of, the Processors directly from Persons Concerned or from other sources (including existing or prospective investors, intermediaries such as distributors, asset managers and financial advisors, as well as through publicly available information), and is hereinafter defined as the "Data".

Detailed information concerning the processing of Data by the Processors is available in the Cholet Dupont Client Data Protection Policy (the "Policy"). Investors and persons who contact or deal, directly or indirectly, with the Processors or their service providers are invited to read the Policy.

The Policy is available and accessible online (<https://www.cholet-dupont-am.fr/mentions-legales>, "Personal Data" section).

The Policy specifies in particular:

- the legal basis of the processing of Data and the categories of Data processed, if any, as well as the origin of the Data and the existence of automated processing, if any;
- that the Data will be provided to several categories of recipients; that some of these recipients (the "Sub-Processors") process the Data on behalf of the Processors; that the categories of Sub-Processors include most of the service providers of the Processors and that the Sub-Processors will act as processors on behalf of the Processors, but that they may themselves process the Data as Processors on their own behalf;
- that the Data will be processed by the Processors and Sub-Processors on the basis of the purposes established by law (the "Purpose(s) of Processing"), which include (i) the general administration, management and safeguarding of the present and future investments and interests of the Fund, (ii) to enable the Processors and Sub-Processors to perform their services for the Fund, and (iii) to enable the Processors and Sub-Processors to comply with their legal and regulatory and/or tax obligations (including FATCA/CRS obligations);
- that the Data may be, and when necessary will be, transferred outside the European Economic Area, including countries that do not guarantee a similar level of protection, in connection with the processing of the Data;
- that all communications (including telephone conversations) (i) may be recorded by the Processors and Sub-Processors and (ii) will be kept for a period of 10 years from the date of recording;

- that the Data will not be kept for a period longer than that applicable and adapted to each Processing Reason, in accordance with the applicable laws and regulations, it being understood that each of these Processing Reasons has a minimum legal retention period;
- that the non-disclosure of certain Data may make it impossible to deal with the SICAV, to invest or hold an investment or to carry out any of the necessary due diligence on behalf of the SICAV; and
- that Persons Concerned have a certain number of prerogatives in the context of the processing of Data concerning them, and in particular the right to request access to such Data, the right to request the rectification of such Data, the right to request the deletion of such Data, the right to request a limitation of the total or partial processing of such Data, the right to lodge a complaint with the competent administrative authority ("Commission Nationale pour la Protection des Données" in Luxembourg), or the right to withdraw consent after having given it.

Questions or requests concerning the Policy and the processing of data by the Processors should be sent to dpo@cholet-dupont.fr or by post to CHOLET DUPONT – Data Protection Officer 16, place de la Madeleine 75008 PARIS or to Degroof Petercam Asset Services S.A., 12, rue Eugène Ruppert - L - 2453 Luxembourg

By subscribing to shares in the SICAV, each investor agrees to the processing of his personal data.

The shares in the SICAV are only subscribed on the basis of the information contained in the KIIDs and the Prospectus. The KIID is a pre-contractual document that contains key information for investors. It contains appropriate information about the basic profile of each class of shares in the SICAV.

If you plan to subscribe to shares, you should first carefully read the KIID, the Prospectus and its annexes, if applicable, which contain specific information about the investment policy of the SICAV. You should also read the latest annual and half yearly reports published by the SICAV, copies of which are available on the website <http://funds.degroofpetercam.lu/>, from local agents or entities retailing the shares in the SICAV. On request, free copies of the document can be obtained from the SICAV's head office.

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I. GENERAL DESCRIPTION

Madeleine is a Société d'Investissement à Capital Variable ("SICAV ") umbrella fund incorporated under Luxembourg law in Luxembourg on 25 November 2013 in the form of a Société Anonyme (public limited company) for an indefinite period.

The SICAV is subject, in particular, to Part I of the Law of 2010 and the Law of 10 August 1915 on commercial companies, as amended.

The minimum capital of the SICAV is EUR 1,250,000 (one million two hundred and fifty thousand euros), which must be reached within six months from the date of approval of the SICAV. The capital of the SICAV will at all times be equal to the sum of the net asset value of all sub-funds of the SICAV and is represented by fully paid-up shares with no par value.

Changes in capital occur automatically and without the measures prescribed for increases/decreases of capital by limited liability companies with respect to publicity and registration in the Register of Commerce and Companies of Luxembourg.

The Articles of Association of the SICAV (hereinafter the "Articles of Association") were published in the "Recueil Electronique des Sociétés et Associations" (hereinafter the "RESA") on 5 December 2013 and were filed with the Luxembourg Court Registry. They were amended at Extraordinary General Meetings on 9 March 2016 and 26 April 2018. They can be consulted electronically on the Luxembourg Business Register website (www.lbr.lu, RESA portal). Copies of the Articles of Association are also available on request and free of charge at the registered office of the SICAV and can be consulted on the www.fundsquare.net website.

The SICAV has been registered in the Registre de Commerce et des Sociétés (Commercial Register) in Luxembourg with the number B181.900.

The SICAV may consist of different sub-funds, each representing a pool of specific assets and liabilities, and each corresponding to a separate investment policy and reference currency specific to it.

Within each sub-fund, the shares may be different classes of shares and within these classes, the shares may be of different categories.

The SICAV is therefore designed to be an umbrella fund UCI which enables investors to choose between one sub-fund or another whose investment policy best corresponds to their objectives and their profile.

On the date of the Prospectus, the following sub-funds are available to investors:

- Madeleine – Mid Caps Flexible
- Madeleine – Mid Caps Euro
- Madeleine – Opportunities
- Madeleine – Europa One

The Board of Directors may decide to create new sub-funds. Therefore, the Prospectus will be amended accordingly and will contain detailed information on these new sub-funds, including the investment policy and terms of sale.

In each sub-fund, the Board of Directors may decide at any time to issue different classes of shares ("share classes" or "classes"), the assets of which will be jointly invested in accordance with the specific investment policy of the sub-fund in question, but will be subject to a specific fee structure or will have other distinctive characteristics for each class.

In the **Madeleine – Mid Caps Flexible** sub-fund, shares are available in various share classes which differ depending on the type of investors and/or the minimum investment, and/or the accounting currency, and/or the applicable management and sales fee, and/or the hedging policy, where applicable (see Chapter IV "The Shares" and Chapter VIII "Costs and Expenses"):

- **"EUR (cap)"** class: capitalisation shares, denominated in EUR and intended for all types of investors,
- **"EUR (dis)"** class: distribution shares, denominated in EUR and intended for all types of investors.

In the **Madeleine – Mid Caps Euro** sub-fund, shares are available in various share classes which differ depending on the type of investors and/or the minimum investment, and/or the accounting currency, and/or the applicable management and sales fee, and/or the hedging policy, where applicable (see Chapter IV "The Shares" and Chapter VIII "Costs and Expenses"):

- **"EUR-A"** class: capitalisation shares, denominated in EUR and intended for all types of investors,
- **"EUR-I"** class: capitalisation shares, denominated in EUR and intended for institutional investors.

In the **Madeleine – Opportunities** sub-fund, shares are available in various share classes which differ depending on the type of investors and/or the minimum investment, and/or the accounting currency, and/or the applicable management and sales fee, and/or the hedging policy, where applicable (see Chapter IV "The Shares" and Chapter VIII "Costs and Expenses"):

- **"D"** class: distribution shares, denominated in EUR and intended for all types of investors,
- **"C"** class: capitalisation shares, denominated in EUR and intended for all types of investors.

In the **Madeleine – Europa One** sub-fund, shares are available in various share classes which differ depending on the type of investors and/or the minimum investment, and/or the accounting currency, and/or the applicable management and sales fee, and/or the hedging policy, where applicable (see Chapter IV "The Shares" and Chapter VIII "Costs and Expenses"):

- **"R"** class: capitalisation shares, denominated in EUR and intended for all types of investors,
- **"I"** class: capitalisation shares, denominated in EUR and intended for all types of investors,
- **"N"** class: capitalisation shares, denominated in EUR and intended for all types of investors.

The complete definition of these share classes is included in Chapter IV "The Shares", section 2. "Characteristics of the Shares", point (a) "Classes and categories of shares".

In each sub-fund and/or share class, the Board of Directors may also decide at any time to issue two categories of shares ("share categories" or "categories") which will differ according to their distribution policy:

- The category "distribution shares", corresponding to the distribution shares that will entitle the holder to a dividend

- The category "capitalisation shares", corresponding to the capitalisation shares that will not entitle the holder to a dividend.

The amount of the SICAV's share capital at any time will be equal to the value of the net assets of all the combined sub-funds. The capital of the SICAV will be expressed in euro.

Each shareholder may request the redemption of shares by the SICAV, subject to the terms and conditions set out below under Chapter IV "The Shares", section 4. "Redemption of shares"

The SICAV is a sole and single legal entity vis-à-vis third parties. The assets of a given sub-fund only cover the debts, liabilities and commitments of that sub-fund. With regard to relations between shareholders, each sub-fund is treated as a separate entity.

II. MANAGEMENT AND ADMINISTRATION

1. Board of Directors

The Board of Directors has full powers to act in all circumstances, in the name of the SICAV, subject to the powers expressly granted by Luxembourg law to the General Meeting of Shareholders.

The Board of Directors is responsible for the administration and management of the assets of each sub-fund of the SICAV. It may perform all acts of management and administration on behalf of the SICAV, including the purchase, sale, subscription or exchange of all securities and exercise all rights directly or indirectly attached to the assets of the SICAV.

2. Management company

The Board of Directors has appointed, under its responsibility and control, **CHOLET DUPONT ASSET MANAGEMENT** as the management company of the SICAV (hereinafter the "Management Company").

CHOLET DUPONT ASSET MANAGEMENT is a French limited liability company established for an unlimited period and approved by the French Autorité des Marchés Financiers (AMF) on 9 February 1998. Its registered office is at 16, Place de la Madeleine à F-75008 Paris. Its main activity is portfolio management.

3. Investment advisor

For the Madeleine - Europa One sub-fund, the Management Company has appointed Surperformance SAS as investment advisor (the "Advisor"). The Advisor provides the Management Company with recommendations, opinions and advice regarding the choice of investments and the selection of securities to be included in the portfolio of the sub-fund.

4. Custodian Bank and Paying Agent

Banque Degroof Petercam Luxembourg S.A. was appointed as the SICAV's Custodian (hereinafter the "Custodian") within the meaning of Article 33 of the Law of 2010.

Banque Degroof Petercam Luxembourg S.A. is a Luxembourg registered public limited liability company. It was incorporated in Luxembourg on 29 January 1987 for an unlimited period, under the name Banque Degroof Luxembourg S.A.. It is headquartered at L-2453 Luxembourg, 12, Rue Eugène Ruppert, and has performed banking activities since its incorporation.

The Custodian performs its duties pursuant to a custodian agreement concluded for an indefinite period between Banque Degroof Petercam Luxembourg S.A. and the SICAV.

Under the terms of that agreement, Banque Degroof Petercam Luxembourg S.A. also acts as a paying agent for the financial service relating to the SICAV's shares.

The Custodian shall fulfil the obligations and duties set out under the laws of Luxembourg and, in particular, the missions stipulated in articles 33 to 37 of the Law of 2010.

The Custodian should act honestly, fairly, professionally, independently and in the interest of the SICAV and of the shareholders of the SICAV only.

The Custodian shall not carry out activities with regard to the SICAV or the management company acting on behalf of the SICAV that may create conflicts of interest between the SICAV, the shareholders, the management company and itself. An interest is a source of incentive of any nature whatsoever and a conflict of interest is a situation in which the Custodian's interests, when carrying out its activities, are not in line with those of the SICAV, the shareholders and/or the management company.

The Custodian may provide a number of banking services for the SICAV, either directly or indirectly, in addition to its custodian services, in the strict meaning of the term.

The provision of additional services, and capital links between the Custodian and some of the SICAV's partners, may lead to conflicts of interest between the SICAV and the Custodian.

Situations that may potentially lead to conflicts of interest for the Custodian in the exercise of its activities include the following:

- if the Custodian is likely to make a financial gain or avoid a financial loss at the expense of the SICAV;
- if the Custodian's interest in exercising its activities is not in line with the interest of the SICAV;
- if the Custodian, motivated by financial or other reasons, puts a client's interests before those of the SICAV;
- If the Custodian receives or will receive a benefit for exercising its activities, in addition to its normal fees, from a counterparty other than the SICAV;
- the Custodian is directly or indirectly linked to Banque Degroof Petercam S.A.;
- If the Custodian also acts as the Central Administration of the SICAV;
- If the Custodian employs delegates and sub-delegates to perform its duties;
- If the Custodian provides a number of banking services for the SICAV in addition to its custodian services.

The Custodian may exercise this type of activity provided that it has separated, according to function and hierarchy, its Custodian duties and its other tasks that could give rise to a potential conflict of interests and if the potential conflicts of interest have been duly detected, managed, monitored and notified to the SICAV's shareholders.

The Custodian has implemented procedures and measures on conflicts of interest to mitigate, identify, prevent and ease potential conflicts of interest, to ensure, in particular, that in the event of a conflict of interest, the Custodian's interest is not unjustly favoured.

To that end: no employee of Banque Degroof Petercam Luxembourg S.A. performing or participating in safekeeping, surveillance and/or monitoring of cash flow duties may be a member of the Board of Directors of the SICAV;

The Custodian publishes the list of agents and sub-agents it uses on the following website: <https://www.degroofpetercam.lu/fr/protection-de-linvestisseur>.

The Custodian's selection and management of sub-delegates complies with the Law of 2010. The Custodian shall manage any conflicts of interest that may arise with its sub-delegates. The Custodian represents that there are currently no conflicts of interest with its sub-managers.

If a potential conflict of interest arises with the Custodian, despite the measures put in place to mitigate,

identify, prevent and ease them, the Custodian must comply with its legal and contractual obligations to the SICAV at all times. If a conflict of interest is likely to have a significant adverse effect on the SICAV or the shareholders of the SICAV and cannot be resolved, the Custodian shall duly inform the SICAV, which will take appropriate action.

The shareholders can obtain up-to-date information about the Custodian on request.

5. Domiciliary Agent, Administrative Agent, Transfer Agent and Registrar

The Management Company has delegated the execution of the central administration duties for the SICAV to Degroof Petercam Asset Services S.A. (hereinafter the "Central Administration").

To this end, a UCI services agreement has been concluded between the Management Company and Degroof Petercam Asset Services S.A. for an indefinite period.

Under that agreement, Degroof Petercam Asset Services S.A. fulfilled the duties of Domiciliary Agent, Administrative Agent and Transfer Agent and Registrar for the SICAV. As such, it assumes the administrative functions required by Luxembourg Law, such as keeping the accounts and company books, including the shareholders' register. It shall also take charge of the periodical calculation of the net asset value per share in each sub-fund and in each class/category, if applicable.

6. Distributors and/or Nominees

The Management Company may, at any time, decide to appoint distributors and/or Nominees to assist it with the distribution and placement of the shares of the SICAV.

The appointed Distributors exercise the activity of marketing, placement and sale of the SICAV's shares with regard to subscription to the SICAV's shares.

They are therefore authorised to receive subscription, redemption and conversion orders from investors on the SICAV's behalf, and offer shares at a subscription price based on the respective net asset values for those shares. The Distributors send the subscription, redemption and/or conversion orders received to the Transfer Agent. The Distributors are also authorised to receive and make payments relating to the subscription and redemption orders received.

The Nominees may, directly or through one of their subsidiaries or affiliates, offer Nominee services to their customers who have invested or will invest in the SICAV, pursuant to the distribution agreements concluded between the Management Company and each of the Distributors and Nominees mentioned above.

The Nominees, and not the customers who have invested in the SICAV, will be registered in the register of shareholders maintained by the agent. A customer who has invested in the SICAV through one or more Nominees will be entitled to request registration of the transfer of the legal title to the shares in the customer's own name at any time, which will be registered in the register of shareholders upon receipt of instructions to that effect from the Nominees.

Investors nevertheless retain the option of investing directly in the SICAV, without the intermediary of a Distributor or Nominee.

7. Monitoring of the SICAV's operations

The audit of the SICAV's accounts and the annual reports is entrusted to **Mazars Luxembourg** in its capacity as auditor of the SICAV.

III. INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS

1. General provisions

a. Objectives of the SICAV

The SICAV seeks, as a primary objective, the preservation of capital in real terms and the medium-term growth of the assets of each sub-fund.

The SICAV's objective is to offer shareholders the opportunity to take part in the professional, active management of diversified portfolios of eligible financial assets. The portfolio of each sub-fund is managed in accordance with the investment policy for each sub-fund as defined in section 2. "Investment Objectives and Policies, Risk Profile And Investor Profile of the different sub-funds".

b. Investment Policy of the SICAV

The SICAV mainly expects to fulfil this objective through the active management of the eligible financial asset portfolios. In accordance with the conditions and limits contained in sections 3-5 above, and in accordance with the investment policy for each sub-fund as defined below, the eligible financial assets may consist, in particular, of securities, money market instruments, shares or units in UCITS and/or UCI, bank deposits and/or derivatives without, however, excluding other eligible assets.

Each sub-fund may (a) invest in derivatives (excluding any over-the-counter derivative financial instruments) with a view to realising the investment objectives and for the purposes of hedging and effective portfolio management, and (b) use techniques and instruments related to the securities and money market instruments with a view to effective portfolio management, under the terms and conditions laid down by law, regulations and administrative practice, in accordance with the restrictions mentioned in sections 2-5 below.

Each sub-fund of the SICAV must ensure that its overall risk relating to derivatives does not exceed the total net value of its portfolio.

Overall exposure is a measurement designed to limit the leverage generated for each sub-fund by using derivatives. The method used to calculate overall exposure for each sub-fund of the SICAV is the 'commitment method'. The commitment method entails converting positions on derivatives into equivalent positions on underlying assets and then aggregating the market value of these equivalent positions.

The maximum level of leverage in financial derivative instruments using the commitment approach will be 100%.

The investment policy of each sub-fund of the SICAV will be differentiated depending on the type and proportion of eligible financial assets and/or in terms of the geographical, industrial or sector diversification.

c. Risk Profile of the SICAV

The risks specific to each sub-fund and their management objective are described more fully in the investment policy for each sub-fund.

The assets of each sub-fund are subject to fluctuations on the financial markets and the risks inherent in any investment in financial assets.

Therefore, there can be no guarantee that the SICAV's objectives will be met and that the investors will recover the amount of their initial investment.

The conditions and limits set out in sections 3-5 below are therefore aimed at ensuring the diversification of portfolios to control and reduce these risks without, however, excluding them.

➤ Risks relating to investing in shares/units of UCIs

Investments made by the SICAV in units of UCIs expose the SICAV to risks arising from the financial instruments that these UCIs hold in their portfolios. Some risks are, however, specific to the holding by the SICAV of UCI shares/units. Some UCIs may have recourse to leverage effects either by using derivative instruments or by borrowing. The use of leverage effects increases the price volatility of these UCIs and therefore the risk of the loss of capital. Investments made in shares/units of UCIs may also present a liquidity risk which is higher than that associated with investing directly in a portfolio of transferable securities. On the other hand, investing in shares/units of UCIs allows the SICAV to gain flexible and efficient access to various professional management styles and to diversify its investments.

If a sub-fund invests primarily through UCIs it must ensure that its UCI portfolio has the appropriate liquidity characteristics to allow it to meet its own redemption obligations. The method for selecting target UCIs will take into account the frequency of redemption in such UCIs and the portfolio of such a sub-fund will be composed mainly of UCIs open to redemptions at a frequency identical to that of the sub-fund concerned.

It should be noted that the activity of a UCI or a sub-fund that invests in other UCIs may result in the duplication of certain costs. Any expenses incurred by a sub-fund of the SICAV may, as a result of the investment in UCIs, be duplicated.

➤ Risks related to investments in equities and other equivalent securities

Risks associated with equity investments and other equity-equivalent securities include, but are not limited to, fluctuations in prices, prolonged price declines as a function of general economic and political circumstances or the circumstances of each issuer, or even the loss of the capital invested in the financial asset in the event of issuer default (market risk).

➤ Risks associated with warrants

It should be noted that certain warrants, as well as options, although likely to generate greater gains than equities through their leverage, are characterised by significantly higher price volatility relative to the price of the underlying asset or the underlying financial index. It is also possible that these instruments may lose all of their value.

➤ Risks relating to convertible bonds

Investing in convertible bonds has a sensitivity to the fluctuations in the prices of the underlying equities ("equity component" of the convertible bond) while offering some form of protection of some of the capital ("bond floor" of the convertible bond). The higher the equity component, the weaker the capital protection will be. As a consequence a convertible bond that has experienced a significant rise in its market value as a result of the rise in price of the underlying equity will have a risk profile which is closer to that of a share. On the other hand, a convertible bond that has experienced a fall in its market value to its bond floor as a

result of the fall in price of the underlying share will have from this level a risk profile close to that of a conventional bond.

Convertible bonds, like other types of bonds, are subject to the risk that the issuer may not be able to meet its obligations in terms of the payment of interest and/or redemption of the capital on maturity (credit risk). The perception by the market of the increase in the probability of occurrence of this risk for a given issuer results in a sometimes considerable fall in the market value of the bond and therefore the protection offered by the bond content of the convertible bond. Bonds are also exposed to the risk of a fall in market value following a rise in the reference interest rates (interest rate risk).

➤ Exchange risk

Investments made in currencies other than the reference currency of the sub-fund/share class in question present a currency risk: at constant prices, the market value of an investment denominated in a currency other than that of a given sub-fund/share class, expressed in the currency of the sub-fund/share class concerned, may fall following an unfavourable change in the exchange rate between the two currencies.

➤ Liquidity risk

If the market conditions are unusual, or if a market is particularly narrow, the sub-fund may experience difficulties in valuing and/or selling some of its assets, in particular in order to meet large-scale redemption requests.

From time to time, the counterparties with whom the SICAV carries out transactions may stop entering into contracts or listing prices in certain instruments. In such a case, the SICAV may not be able to enter into a requested transaction on currencies or in a compensation operation on an open position, which may have a negative impact on its performance.

➤ Risks relating to investing in small companies

Sub-funds investing in smaller companies may be subject to greater fluctuations in value than other sub-funds due to the fact that the share prices of smaller companies are potentially more volatile.

Smaller companies may find themselves unable to generate new funds to support their growth and development, they may lack management vision or they may develop products for new, uncertain markets.

➤ Risks relating to investing in participation notes

An investment in participation notes ("P-Notes") entails an OTC transaction with a third party. Therefore, these sub-funds are exposed not only to changes in the value of the underlying share, but also to the risk of default by the counterparty which may result, in the event of a default, in the loss of the full realisable value of the share.

➤ Risks of emerging, less developed markets

Investments in the emerging markets and in securities of smaller companies may have less liquidity and greater volatility than investments in the "classic" markets and the securities of major corporations.

Certain sub-funds are exposed to risks related to investments in emerging and less developed markets whose legal, judicial and regulatory frameworks are not yet mature. Therefore, the legal grey zone will prevail in many aspects, the both the local parties and their foreign counterparts. Certain markets may

carry larger risks for investors. Investors are therefore invited to ensure that they properly understand the risks involved, and that this type of investment fits well with their portfolio, before taking any investment decision. Only experienced professional investors with a full understanding of the specific nature of the emerging and less developed markets should take this risk, as they are best placed to evaluate and analyse the inherent risk of such an investment, and they have the necessary financial resources to support the considerable risk of loss associated with them.

Countries whose markets are considered emerging or less developed include (non-exhaustive list): (i) countries with an emerging stock market, in a developing economy, as defined by the International Finance Corporation, (ii) countries with low or weak income, as defined by the World Bank, and (iii) the countries on the list of developing nations published by the World Bank. A list of emerging, less-developed markets may be permanently modified: it generally includes all countries or regions outside of the United States of America, Canada, Japan, Australia, New Zealand, Israel, Hong Kong, Singapore and the countries of Western Europe. The following information illustrates the risks that, to varying degrees, are involved in investments in emerging and less-developed markets. Investors should note that this information is under no circumstances recommendation as to the adequacy of the investments.

(A) Political and economic risks

Economic and political instability may lead to legal, fiscal and regulatory changes or the cancellation of legal, fiscal or regulatory reform. Assets may be confiscated without adequate indemnity.

The administrative risks may result in restrictions being imposed on the free circulation of capital.

A country's external debt may lead it to suddenly impose controls on exchanges or to levy new taxes.

High rates of interest and inflation may complicate the setting up of a working capital fund.

The local managers may lack experience in business enterprise, in a free competition market.

A country may rely heavily on its exports of raw materials and natural resources and may therefore be vulnerable to a general downturn in prices.

(B) Legal environment

It is not uncommon for the interpretation and application of laws and decrees to be contradictory and unclear, particularly with regard to taxation.

A law may be adopted retroactively or may take the form of internal regulations that are not generally in the public domain.

Judicial independence and political neutrality cannot be guaranteed.

It may be the case that certain authorities or court do not apply the law at the time of ruling on the interpretation of contractual terms. There is nothing to guarantee that investors will be fully or partially indemnified in the case of a loss.

Recourse to the legal system may prove to be long and arduous.

(C) Accounting practices

Certain accounting, audit and financial reporting systems may not conform to international standards.

Even if the reports are drawn up in accordance with international standards they may not always contain accurate information.

The obligations imposed on companies with regard to financial reporting may also be limited.

(D) Risks run by shareholders

Current legislation may not be sufficiently detailed to effectively protect the rights of minority shareholders.

In general, company managers are not bound by any fiduciary obligation towards shareholders.

The penalties incurred for violating rights granted to shareholders may be limited.

(E) Market and regulatory risks

In some countries, securities markets do not have the same liquidity and the same efficiency as more developed markets, and they are also behind in terms of regulatory controls and surveillance.

A lack of liquidity may complicate the sale of assets. The lack of credible information about the price of a specific instrument held by a sub-fund may make it difficult to obtain a reliable valuation of its market value.

The shareholders' register may not be accurately kept and the ownership of the shares or related rights may not be (or may cease to be) fully protected.

The registration of securities may be delayed, and during such delays it may be difficult to prove the beneficial ownership.

The existing provisions for the conservation of assets may be less sophisticated than in other more developed markets, and therefore may be a greater risk for the sub-funds.

The settlement procedures may be less detailed and may take place in book-entry form or paperless form.

(F) Fluctuations in prices and performance

The factors influencing the value of securities may not be easily determined on certain markets.

Investments in transferable securities on certain markets have a high level of risk and may lose all or part of their value.

(G) Exchange risk

The proper execution of conversion into foreign currency or transfer in certain markets, of the proceeds of sale is not guaranteed.

Investors may be exposed to exchange risk if they invest in share classes that are not hedged for the reference currency of those investors.

The exchange rate may also fluctuate between the date on which operation is completed and the date on which the currencies necessary for settlement are purchased.

(H) Taxation

Investors should note that on certain markets the proceeds of the sale of securities or the collection of dividends and other income may be subject to taxes, duties, deductions, fees and other costs or commission imposed by the authorities in that market, including withholding taxes. The legislation and fiscal practices are not clearly defined in certain countries in which the SICAV invests or may invest in the future (particularly in Russia, China and other emerging markets). The interpretation of the law or the understanding of practices may change, or the law may be amended with retroactive effect. Consequently the SICAV may be subject, in these countries, to additional taxes which were not expected on the date of this Prospectus or on the date on which the investments were made, valued or sold.

Investors should note that in Brazil, there is a Presidential Decree, amended as necessary, which fixes the tax on financial operations (TOF) - this applies to incoming and outgoing exchange flows. Application of the TOF reduces the liquidation value.

(I) Execution and counterparty risk

In certain markets, it may be that there is no certain method for delivery versus payment, which would minimise the counterparty risk. The purchase of the securities may need to be settled before they are received, or sold securities may need to be delivered before the proceeds are received.

(J) Nominee service

The legislative framework in certain markets is just beginning to open up to the concepts of legal/formal ownership and beneficial ownership, and rights attached to securities. Consequently the courts in these countries may consider that a nominee or custodian registered as the keeper of the securities has full title to them, and that their beneficial owner has no right at all.

➤ Risk of Russian and Eastern European markets

The transferable securities of issuers in Russia, in Eastern European countries and in the new independent states such as Ukraine and the former USSR countries carry significant risks. There are special considerations which do not generally apply to investments in securities from issuers in EU member states and in the USA. These are added to the normal risks of such investments and include political, economic, legal, monetary, inflationary and fiscal risks. For example, there is a risk of loss due to the absence of adequate systems for the transferring, setting prices, justifying and keeping or registering of securities.

In particular, the Russian market carries a series of risks related to the settlement and custody of securities. These risks result from the fact that there are no physical securities; therefore their ownership is only recorded in the issuer's register of shareholders. Each issuer is responsible for designating its own bookkeeper. There is a large geographical distribution of several hundred registration agents across Russia. The Russian Federal Commission for Securities and Capital Markets (the "Commission") has defined the responsibility for bookkeeping activities, including with regard to the proof of transfer and ownership procedures. However, the problems in having the Commission's regulations respected means that there is a potential risk of loss or error, and no guarantee can be given that the registration agents will act in accordance with the applicable laws and regulations. The widely accepted industry practices are still being introduced. At the time of registration, the keeper of the register produces an excerpt from the register of shareholders, from that specific time. The ownership of the shares is disclosed in the records,

but it is not proven by a copy of the extract from the shareholders' register. The excerpt only proves that the registration has taken place. However, the excerpt cannot be traded and has no intrinsic value. In addition, the keeper of the register will not generally accept an excerpt as proof of ownership of the shares, and he is under no obligation to inform the Custodian or the local agents in Russia, if or when the shareholders' register is amended. Russian transferable securities are not physically deposited with the Custodian or local agents in Russia. Similar risks apply to the Ukrainian market.

Therefore neither the Custodian nor its local agents in Russia or Ukraine can be considered to exercise a function of custody or physical depositing, in the traditional sense. Registration agents are neither agents of the Custodian or of its local agents in Russia or Ukraine, nor are they responsible for them. The Custodian's responsibility only extends to its personal negligence and deliberate fault, and to any loss caused by negligence or the deliberate misconduct of its local agents in Russia or Ukraine and does not cover any losses from the liquidation, bankruptcy, negligence or deliberate misconduct of any registrar. In the event of such losses, the SICAV must take proceedings directly against the issuer and/or the appointed registration agent.

However, securities traded on the Moscow Exchange in Russia may be treated as an investment in securities negotiated on a regulated market. Investments on the Moscow Exchange bring together a large number of Russian issuers and enable almost full coverage of all Russian shares. Use of the Moscow Exchange benefits from the liquidity of the Russian market without having to use the local currency, as the Moscow Exchange allows trading with all issuers directly in USD.

➤ Chinese market risk

An investment in the securities markets in China carries the investment risks of the emerging markets in general, and the specific risks of the Chinese market.

Companies in China are required to comply with the Chinese standards and accounting practices, which to a certain extent follow international accounting standards. However, there may be significant differences between the financial reports prepared by accountants in accordance with the Chinese standards and those prepared in accordance with the international ones.

The securities markets of Shanghai and Shenzhen are both undergoing development and modification. This may result in volatile trading, difficulties with settlement and registration of transactions and difficulties in interpreting and applying these regulations.

In the context of the prevailing fiscal policy in China, there are certain fiscal incentives for foreign investment. However, no assurances can be given that these incentives will not be abolished in the future.

Investments in China will be subject to any significant changes in the political, social or economic actions in the People's Republic of China. This sensitivity may have adverse effects on the growth of capital and therefore on the performance of these investments.

Controls on monetary conversion and future movements in the exchange rate, by the Chinese government, may adversely affect the operations and financial results of companies invested in China.

In periods of political instability, during monetary crises (especially credit crises), and during economic crises, the financial markets are generally characterised by a significant decline in market values, increased volatility and a deterioration in liquidity conditions. This increased volatility and deterioration in liquidity

conditions will generally affect, in particular, the emerging markets, financial assets issued by smaller companies and smaller bond issues. During these exceptional events, the SICAV may have to dispose of assets at a price that does not reflect their intrinsic value (liquidity risk) and investors may incur risks of high losses.

Investors who would like to know about the past performance of the active sub-funds are asked to read the section of the KIID that relates to the sub-fund in question, and gives the figures for the last three financial years. Investors should note that this data is in no way intended to be an indication of the future performance of the various sub-funds of the SICAV.

The investment objectives and policies determined by the Board of Directors, along with the risk profile and the profile of the typical investor are as follows, for each sub fund.

Information relating to Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability reporting in the financial services sector

Regulation (EU) 2019/2088 of 27 November 2019 on sustainability disclosures in the financial services sector (the "Regulation") sets out harmonised rules for the Fund on transparency with regard to the integration of sustainability risks and the consideration of negative sustainability impacts in their processes and the provision of sustainability information.

On the basis of the Fund's investment objectives, the Management Company has decided that sustainability risks are not relevant for the purposes of the assessment required under Article 6(1) of the Regulation, and in accordance with Article 7(2) of the Regulation the Management Company confirms that it does not consider the negative impact of investment decisions on sustainability factors because the Fund's proprietary analysis tool has not identified any material risks relating to environmental, social or governance factors in relation to the Fund's investment policy at this time.

In accordance with Article 7 of Regulation (EU) 2020/852 on the establishment of a framework to promote sustainable investment, the Management Company confirms that, although the investments underlying the Fund do not take into account the EU criteria for environmentally sustainable economic activities and the Fund does not have a set objective to simultaneously promote environmental, social or governance factors, its universe is defined using a strict analysis of governance factors and forward-looking macro-social and life growth factors, so that its investments are made deliberately avoiding environmental, social or governance risks on a macro and micro basis.

2. Investment objectives and policies, risk profile and investor profile of the different sub-funds

a. Madeleine – Mid Caps Flexible

(1) Investment policy

The Mid Caps Flexible sub-fund is a feeder sub-fund (hereinafter the "Sub-fund") of the Mid Caps Euro sub-fund (the "Master Sub-fund") of the SICAV.

The objective of the Sub-fund is to provide as high a return as possible, by investing at all times at least 90% of its assets in the Master Sub-fund of the SICAV.

The objective of the Master Sub-fund is to increase the value of your investment by investing in the shares of small and medium-sized companies. The Master Sub-fund invests at least 75% of its assets in equities

issued by companies having their registered office in a country of the European Union and as such is eligible to participate in the French Equity Savings Plan (Plan d'Epargne en Actions Français - PEA).

The Sub-fund, while investing at least 90% of its assets in the Master Sub-fund at all times, may manage its exposure to the Master Sub-fund from 0 to 100%. The Sub-fund may invest up to 10% of its net assets in financial derivative instruments for hedging purposes only, in order to manage the risks to which it is exposed through its investment in the Master Sub-fund.

The Sub-fund invests exclusively and continuously, within the meaning of French law and regulations, in shares of the Master Sub-fund and as such is eligible for inclusion in the French Equity Savings Plan (PEA).

The performance of the Sub-fund will only be similar to that of the Master Sub-fund to the extent that the Sub-fund does not hedge its exposure to the Master Sub-fund. If the Sub-fund uses part or all of up to 10% of its net assets to hedge all or part of its exposure to the Master Sub-fund, the performance of the Sub-fund will deviate from that of the Master Sub-fund, depending on market conditions.

(2) Risk profile

The **Madeleine – Mid Caps Flexible** sub-fund is subject to fluctuations in the equity market.

(3) Investor profile

The **Madeleine – Mid Caps Flexible** sub-fund is directed at all types of investors who are seeking to benefit from growth of the equity market. The sub-fund is intended for investors who may be exposed to certain risks.

(4) Reference currencies

The net asset value of the "EUR (cap)" class of the **Madeleine – Mid Caps Flexible** sub-fund is expressed in EUR.

The net asset value of the "EUR (dis)" class of the **Madeleine – Mid Caps Flexible** sub-fund is expressed in EUR.

The net assets of the **Madeleine – Mid Caps Flexible** sub-fund are consolidated in EUR.

b. Madeleine – Mid Caps Euro

(1) Investment policy

The sub-fund is actively managed and the composition of its portfolio may differ from its benchmark. The objective of the **Madeleine – Mid Caps Euro** sub-fund is to increase the value of your investment by investing in the shares of small and medium-sized companies.

The sub-fund invests primarily in equities (including preferred shares) and convertible bonds (financial products that can be converted into shares) issued by small and medium-sized European companies (considered to be companies that usually have a market capitalisation of between EUR 100 million and EUR 15 billion). The manager selects companies that it considers to offer the best business opportunities in

their respective industry sectors.

The sub-fund invests at least 75% of its assets in equities issued by companies having their registered office in a country of the European Union and as such is eligible to participate in the French Equity Savings Plan (Plan d'Epargne en Actions Français - PEA).

The sub-fund may use financial contracts (derivatives) to achieve this objective, manage risk, reduce costs or improve performance.

In addition, the sub-fund may invest up to 10% of its assets in units or shares of other UCITS and/or mutual funds, including exchange-traded funds (ETFs), in order to be eligible for coordinated UCITS within the meaning of Directive 2009/65/EC.

Benchmark index

Benchmark index: EuroStoxx Small Net Total Return Index (hereinafter the "Index" or the "Benchmark")

Use of the index: To calculate the performance fee (see section VIII, 1, b. "Management, performance and advisory fees").

Deviation of the composition of the portfolio from the index: The sub-fund is actively managed, which means that the Management Company does not aim to replicate the performance of a benchmark. The selection and weighting of the assets in the sub-fund's portfolio may differ significantly from the composition of the benchmark.

Provider of the index: Stoxx Ltd

The provider of the index is an entity registered with ESMA in accordance with the provisions of Article 36 of Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and contracts or to measure the performance of investment funds and amending Directives 2008/48/EC and 2014/17/EU and Regulation (EU) No 596/2014.

The Management Company, in accordance with the provisions of Article 28.2 of the above-mentioned Regulations, has established and maintains a robust written procedure defining the measures to be taken in the event that the reference index changes or ceases to be provided. A copy of this procedure may be obtained free of charge from the registered office of the Management Company.

(2) Risk profile

The **Madeleine – Mid Caps Euro** sub-fund is subject to fluctuations in the equity market.

Investors should note that the **Madeleine – Mid Caps Euro** sub-fund is exposed to a number of risks, as detailed in point c) Risk profile of the SICAV, including:

- Liquidity risk
- Risk relating to investing in small companies

With a view to optimising the return on its portfolio, the sub-fund is authorised to make use of techniques and derivative instruments on the conditions described in section 3 below. Investors' attention is drawn to the fact that the use of derivatives for purposes of investment (trading) involves a leverage effect. This makes the Sub-fund's returns more volatile.

(3) **Investor profile**

The **Madeleine – Mid Caps Euro** sub-fund is directed at all types of investors who are seeking to benefit from growth of the equity market. The sub-fund is intended for investors who may be exposed to certain risks.

(4) **Reference currencies**

The net asset value of the "EUR-A" class of the **Madeleine – Mid Caps Euro** sub-fund is expressed in EUR.

The net asset value of the "EUR-I" class of the **Madeleine – Mid Caps Euro** sub-fund is expressed in EUR.

The net assets of the **Madeleine – Mid Caps Euro** sub-fund are consolidated in EUR.

c. **Madeleine – Opportunities**

(1) **Objective of the sub-fund**

The objective of the sub-fund is to provide, in view of market opportunities, investors with long-term capital appreciation on their investment through active portfolio management by means of exposure to mainly European securities.

(2) **Investment policy**

The sub-fund is actively managed and no benchmark is used. The sub-fund invests in equities (and/or other shares giving access to the capital) of companies throughout the world and mainly in Europe.

Investments are made in variable proportions (with no limitation beyond the applicable legal and/or regulatory limitations).

The Sub-fund may, subject to a limit of 50% of its net assets, invest in UCIs (UCITS, eligible ETFs and/or other UCIs) either for the purpose of pursuing its investment policy, or to place its cash resources (money market, bond or alternative UCIs).

The sub-fund may, within the limits defined by law, invest in derivatives (forward exchange contracts), both for the purpose of achieving the investment objectives and for the purpose of hedging risks.

The sub-fund will not invest in China, India or Russia.

(3) **Risk profile**

Investors should refer to section (c) "Risk Profile of the SICAV" of this Prospectus for the potential risks associated with an investment in this sub-fund.

(4) Investor profile

The **Madeleine – Opportunities** sub-fund is directed at all types of investors who are seeking to benefit from growth of the equity market. The sub-fund is intended for investors who may be exposed to certain risks.

(5) Reference currencies

The net asset value of the “D” class of the **Madeleine – Opportunities** sub-fund is expressed in EUR.

The net asset value of the “C” class of the **Madeleine – Opportunities** sub-fund is expressed in EUR.

The net assets of the **Madeleine – Opportunities** sub-fund are consolidated in EUR.

d. Madeleine – Europa One

(1) Objective of the sub-fund

The objective of the sub-fund is to achieve long-term capital growth by investing primarily in the European equity markets.

There is no guarantee that the objective of the sub-fund can be achieved.

(2) Investment policy

The sub-fund is actively managed and no benchmark is used. To achieve the investment objective, the sub-fund must invest at least 75% of its net assets in equities of companies having their registered office in a country of the European Economic Area. Up to 25% of the sub-fund's net asset value may be invested in shares of international companies having their registered office outside the European Economic Area.

The investment research process is based on a fundamentally bottom-up stock selection process and focuses on securities considered to have growth potential. Securities are selected on a discretionary basis, within a systematic selection process that uses "big data" (the ability to process, store and analyse large volumes of data) and evaluates each security taking into account past figures and forecasts. The criteria include, among others, growth defined as revenue development, profitability, finances, valuation, price/earnings ratio, predictability, earnings estimates based on past publications, potential, analyst recommendations, performance, earnings per share and sales growth.

In order to be eligible for UCITS within the meaning of Directive 2009/65/EC, the sub-fund may invest up to 10% of its net assets in UCIs (UCITS and/or other UCIs including exchange-traded funds (ETFs)) either to pursue its principal investment policy or to invest its liquid assets.

For portfolio diversification purposes, the sub-fund may invest at most 20% of its net assets in exchange-traded commodities (“ETC”) for precious metals in accordance with Article 41 (1) (a) - (d) of the Law of December 17, 2010 on undertakings for collective investment and Article 2 of the Grand-Ducal Regulation of 8 February 2008 and point 17 of the CESR/07-044b guidelines and in so far as these products do not contain embedded derivatives and do not give rise to a physical delivery of the underlying metal. The sub-fund may also invest, also within the 20% limit described in this paragraph, in derivative financial

instruments on commodity indices, provided that they comply with the rules of Article 44 of the Law of December 17, 2010.

In accordance with the investment policy and restrictions, the sub-fund may hold cash and use equity and currency related derivative financial instruments. Derivative financial instruments may be used for hedging purposes or for efficient portfolio management in order to optimise the performance of the sub-fund.

The performance of the sub-fund is described in the annual reports as well as in the Key Investor Information Document. It should be noted in this respect that historical performance data are no guarantee of future performance. As a result, the future performance of the sub-fund may be more or less favourable than its past performance.

The sub-fund will invest at least 75% of its total assets in categories of securities that meet the eligibility criteria for a French Equity Savings Plan (PEA) under the French Monetary and Financial Code. Therefore, the fund is an eligible investment for the PEA. In the event that, as a result of changes, the sub-fund no longer constitutes an eligible investment for the PEA, investors resident in France will be notified in advance in writing. In addition, the percentage of the sub-fund's assets invested in PEA-eligible securities must be disclosed in the sub-fund's annual report.

(3) **Risk profile**

The **Madeleine – Europa One** sub-fund is subject to fluctuations in the equity market.

Investors should note that the **Madeleine – Europa One** sub-fund is exposed to a number of risks, as detailed in section III, point 1. c) *Risk profile of the SICAV, "Investment Objectives, Policies and Restrictions"* including in particular

- Market risk
- Credit risk
- Interest rate risk
- Risk related to investments in equities and other equivalent securities
- Execution and counterparty risk
- Exchange risk

(4) **Investor profile**

The **Madeleine – Europa One** sub-fund is directed at all types of investors who are seeking to benefit from growth of the equity market. The sub-fund is intended for investors who may be exposed to certain risks as described in (3) above.

(5) **Reference currencies**

The net asset value of the "R" class of the **Madeleine – Europa One** sub-fund is expressed in EUR.

The net asset value of the "I" class of the **Madeleine – Europa One** sub-fund is expressed in EUR.

The net asset value of the "N" class of the **Madeleine – Europa One** sub-fund is expressed in EUR.

The net assets of the **Madeleine – Europa One** sub-fund are consolidated in EUR.

3. **Eligible financial assets**

The investments of the various of funds in the SICAV must comprise exclusively:

Securities and money market instruments

- a) convertible securities and money market instruments listed or traded on a regulated market as accredited by the Member State of origin and included on the list of regulated markets published in the Official Gazette of the European Union ("EU") or on its website (hereinafter "Regulated Market");
- b) securities and money market instruments traded on another market located in a Member State of the European Union, which is regulated, operates on a regular basis, is recognised and open to the public;
- c) transferable securities and money market instruments admitted to official listing on a stock exchange in a non-Member State of the European Union or traded on another market in a non-Member State of the European Union which is regulated, operates regularly, is recognised and open to the public;
- d) newly-issued transferable securities and money market instruments provided that (i) the terms of the issue include an undertaking that application will be made for admission to official listing on a stock exchange or another regulated market, which operates regularly, is recognised and open to the public; and (ii) admission is obtained no later than one year from the date of issue;
- e) money market instruments other than those traded on a regulated market insofar as the issue or issuer of these instruments are themselves subject to regulations protecting investors and savings and providing these instruments are:
 - issued or guaranteed by a central, regional or local government authority, by a central bank of a Member State, by the European Central Bank, by the European Union or by the European Investment Bank, by another country or, in the case of a federal state, by one of the members of the federation, or by an international public body of which one or more Member States are members; or
 - issued by a company whose shares are traded on the regulated markets referred to under points a), b) and c) above; or
 - issued or guaranteed by an institution subject to prudential supervision in line with the criteria defined by Community law, or by an institution subject to and complying with prudential rules considered by the CSSF to be at least as strict as those stipulated in Community legislation; or
 - issued by other bodies belonging to the categories approved by the Commission de Surveillance du Secteur Financier (CSSF), insofar as investments in these instruments are subject to investor protection rules which are equivalent to those laid down under the first, second or third points, and that the issuer is a company with capital and reserves amounting to at least ten million euros (EUR 10,000,000) and which presents and publishes its annual accounts pursuant to the Fourth Directive 78/660/EEC, or a body which, within a group of companies including one or more listed companies, is dedicated to the financing of the group, or a body dedicated to financing securitisation vehicles benefiting from a line of bank finance.

However, on a temporary basis and where justified by exceptional market conditions, each sub-fund may invest up to 100% of its net assets in liquid funds, term deposits, rate contracts or monetary instruments such as bonds, money market instruments traded on a regulated market with a residual maturity of no more

than 12 months, cash UCITS or UCIs. The sub-fund will however make sure to avoid any over-concentration of assets in a single other cash UCITS or UCI and in general will comply with the investment limitations and rules on risk distribution as described in section 3. There is no restriction as to the currency of issue of these securities. However, term deposits and cash may not exceed 49% of the sub-fund's net assets; term deposits and cash held with any one counterparty, including the Custodian Bank may not exceed 20% of the sub-fund's net assets.

Any sub-fund of the SICAV may also invest up to 10% of its net assets in transferable securities and money market instruments other than those referred to in points a) to e) above.

Units in Collective Investment Undertakings

- f) units of UCITS authorised under Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to UCITS ("Directive 2009/65/EC") and/or units in undertakings for collective investment in transferable securities ("UCITS") and/or other collective investment undertakings ("UCI") as defined in Article 1(2), points a and b of Directive 2009/65/EC, whether or not they are situated in an EU Member State, provided that:
- such other UCIs are authorised under a law which provides that they are subject to supervision considered by the CSSF (Commission de Surveillance du Secteur Financier, Luxembourg's financial sector supervisory authority) to be equivalent to that laid down in Community law and that cooperation between authorities is sufficiently assured;
 - the level of protection for unit holders in such other UCIs is equivalent to that provided for unit holders of UCITS and, in particular, that the rules on asset segregation, borrowings, lending and short selling of transferable securities and money market instruments are equivalent to the requirements of Directive 2009/65/EC;
 - the business of such other UCIs is reported in half yearly and annual reports enabling an assessment to be made of the assets, liabilities, revenues and operations over the reporting period;
 - the proportion of the assets of the UCITS or other UCIs to be acquired which, in accordance with their formation documents, may be invested globally in units of other UCITS or other UCIs does not exceed 10%;

Deposits with a credit institution

- g) deposits with a credit institution repayable on demand or which can be withdrawn and maturing in no more than twelve months, provided that the credit institution has its registered office in a Member State of the European Union or, if its registered office is in a non-Member State, that it is subject to prudential rules considered by the CSSF to be equivalent to those laid down in Community law.

Financial derivative instruments

- h) financial derivatives, including equivalent instruments giving rise to a settlement in cash, which are traded on a regulated market of the type referred to in points a), b) and c) above, provided that:

- the underlying consists of instruments covered by points a) to g) above, of financial indices, interest rates, foreign exchange rates or foreign currencies in which the SICAV may invest according to its investment objectives; and
- under no circumstances may these operations cause the SICAV to deviate from its investment objectives.

The SICAV may in particular intervene in transactions relating to options, forward contracts on financial instruments and options on such contracts.

The SICAV may, in a secondary capacity, hold liquid assets.

Cross investments

A sub-fund of the SICAV ("Investor Sub-fund") may subscribe to, acquire and/or hold securities issued or to be issued by one or more other sub-funds of the SICAV (each referred to as a "Target Sub-fund"), without the SICAV being subject to the requirements stipulated by the Law of 1915, in terms of the subscription, acquisition and/or holding by a company of its own shares, providing however that:

- the Target Sub-fund does not in turn invest in the Investor Sub-fund which is invested in this Target Sub-fund; and
- the total proportion of assets that the Target Sub-funds to be acquired may invest in the units of other Target Sub-funds of the same UCI in accordance with their investment policy does not exceed 10%; and
- any voting rights attached to the securities held are suspended for as long as they are held by the Investor Sub-fund, without prejudice to an appropriate treatment in the accounts and the periodic reports; and
- in any case, for as long as these securities are held by the Investor Sub-fund, their value is not taken into account in the calculation of the SICAV's net assets for verification of the minimum threshold of net assets imposed by the Law of 2010.

4. Investment restrictions

Securities and money market instruments

1. The SICAV may not invest its net assets in transferable securities and money market instruments from the same issuer in proportions that exceed the limits stipulated below, on the understanding that (i) these limits must be respected within each sub-fund, and that (ii) the issuing companies grouped for accounts consolidation purposes are treated as a single entity when calculating the limitations described in points a) to e) below.

- a) A sub-fund may invest no more than 10% of its net assets in transferable securities or money market instruments issued by the same issuer.

The total value of the transferable securities and money market instruments held by the sub-fund with issuers in each of which it invests more than 5 % of its net assets may not exceed 40 % of the total value of its net assets. This limit does not apply to deposits with financial institutions which are subject to prudential supervision or to OTC derivative transactions with such institutions.

- b) The same sub-fund may invest a cumulative figure of up to 20 % of its net assets in transferable securities or money market instruments issued by a single group.
- c) The limit of 10 % mentioned in point a) above may be increased to 35 % as a maximum, if the transferable securities and money market instruments are issued or guaranteed by an EU Member State, by its regional authorities, by a non-EU state or by international public bodies of which one or more EU member states are members.
- d) The 10 % limit mentioned in point a) above may be increased up to a maximum of 25 % certain bonds if they are issued by a credit institution headquartered in an EU member state and are subject, by law, to special public supervision designed to protect bondholders. In particular, the amounts resulting from the issue of these bonds must be invested, by law, in assets that provide sufficient coverage throughout the validity of the bonds, for the resulting obligations and which are allocated in priority to the repayment of capital and the payment of interest accruing, in the event of a default by the issuer. To the extent that a sub-fund invests more than 5 % of its net assets in the bonds mentioned above, issued by the same issuer, the total value of those investments may not exceed 80 % of the value of the net assets.
- e) The securities and money market instruments mentioned in points c) and d) above are not taken into consideration for application of the 40% limit mentioned in point a) above.
- f) **By way of exception, any sub-fund may, according to the risk distribution principle, invest up to 100% of its net assets in different issues of transferable securities and money market instruments issued or guaranteed by an EU Member State, by its regional authorities, by an OECD member state, Singapore, Brazil, Russia or by international public bodies of which one or more EU member states are members.**

If a sub-fund takes advantage of this option, it must hold securities from at least six different issues, and the securities from a single issue may not exceed 30 % of the total value of the net assets.

- g) Without prejudice to the limitations imposed in point 7 below, the 10 % limit mentioned in point a) above will be increased to a maximum of 20 % for investments in bonds and/or equities issued by the same entity, if the sub-fund's investment policy is aimed at reproducing the composition of a specific share or bond index recognised by the CSSF, on the following basis:
 - the composition of the index is sufficiently diversified;
 - the index represents an adequate benchmark for the market to which it refers;
 - it is published in an appropriate manner.

The 20% limit will be increased to 35% if and when this proves to be justified by exceptional market conditions, in particular on regulated markets where certain securities or certain money market instruments are largely dominant. Investment up to this limit is permitted for only one issuer.

Deposits with a credit institution

2. The SICAV may not invest more than 20 % of the net assets of each sub-fund in bank deposits with the same entity. Companies grouped for the purposes of account consolidation shall be treated as a single entity for the purposes of calculating this limitation.

Financial derivative instruments

3. a) The counterparty risk in an OTC derivative instrument transaction may not exceed 10% of the sub-fund's net assets if the counterparty is one of the credit institutions referred to in section 3 point g) above, or 5% of its net assets in other cases.
- b) Investments in derivatives may be made, provided that globally the risks to which the underlying assets are exposed do not exceed the investment limits stipulated in points 1. a) to e), 2., 3. a) above and 5. and 6. below. If the SICAV invests in derivative financial instruments which are based on an index, these investments will not be combined with the limits set forth in points 1. a) to e), 2., 3. a) above and 5. and 6. below.
- c) If a transferable security or money market instrument is a derivative, it must be taken into account when applying the provisions of points 3. d) and 6. below, and the appreciation of the risks of transactions on derivatives, if the global risk of the financial derivatives does not exceed the total net value of the assets.
- d) Each sub-fund must ensure that its overall risk relating to derivatives does not exceed the total net value of its portfolio. The risk is calculated taking account of the current value of the underlying assets, counterparty risk, foreseeable market trends and the time available to liquidate the positions.

Units in Collective Investment Undertakings

Subject to other more restrictive specific provisions relating to a given sub-fund and described in section 2 above, where applicable:

4. a) The SICAV may not invest more than 20% of the net assets of each sub-fund in the units of the same UCITS or other open UCI, as defined in section 3 point f) above.
- b) Total investments in the units of other UCIs may not exceed a total of 30 % of the SICAV's net assets.

If a sub-fund acquires units of UCITS and/or other UCIs, the assets of these UCITS or other UCIs are not combined for the purposes of the limits set forth in point 7. a) to e) below.

- c) When the SICAV invests in units or shares of other UCITS and/or other CIS which are managed directly or on a delegated basis by the same Management Company or by any other company to which the Management Company is linked by common management or control or by a significant direct or indirect equity interest, the Management Company or other company may not invoice subscription or redemption fees for the SICAV's investment in units or shares of other UCITS and/or CIS.

The maximum management fee that may be charged to both the SICAV and the UCITS and/or other UCIs in which the SICAV intends to invest will be that indicated in the particular investment policy of the relevant sub-fund.

To the extent that the UCITS or UCI is a legal entity with multiple sub-funds, all the assets in a sub-fund correspond exclusively to the rights of the investors in that sub-fund and those of the creditors whose debt arose from the formation, operations or liquidation of this sub-fund, each sub-fund is considered as a separate issue, for the purposes of applying the above risk distribution rules.

Combined limits

5. Notwithstanding the individual limits set in points 1.a.), 2. and 3.a) above, a sub-fund may not combine:
- investments in transferable securities or money market instruments issued by a single entity,
 - deposits with a single entity, and/or
 - risks stemming from OTC derivative instrument transactions with a single entity.
- that are greater than 20 % of its net assets.
6. The limits stipulated in points 1. a), 1. c), 1. d), 2., 3. a) and 5. may not be cumulative and therefore the investments in the transferable securities and money market instruments of a single issuer, made in accordance with points 1. a), 1. c), 1. d), 2., 3. a) and 5. may never exceed 35 % of the net assets of the sub-fund in question.

Limitations on control

7. a) The SICAV may not acquire shares carrying voting rights which would enable it to exercise a significant influence over the management of an issuer.
- b) The SICAV may not acquire more than 10 % of non-voting shares of the same issuer.
- c) The SICAV may not acquire more than 10 % of bonds from the same issuer.
- d) The SICAV may not acquire more than 10 % of money market instruments from a single issuer.
- e) The SICAV may not acquire more than 25 % of units in the same UCITS and/or other UCI.

The limits stipulated under points 7. c) to e) above may not be respected at the time of acquisition if, at that time, the gross amount of the bonds or money market instruments, or the net amount of the securities issued, cannot be calculated.

The limits laid down in points 7. a) to e) do not apply to:

- transferable securities and money market instruments issued or guaranteed by a European Union Member State or its regional public authorities;
- transferable securities and money market instruments issued or guaranteed by a non-Member State of the European Union;
- transferable securities and money market instruments issued by public international bodies of which one or more European Member States are members;

- the shares held in the capital of a non-EU country, provided that (i) the company essentially invested assets in securities from issuers who are nationals of that country where, (ii) under the laws of that country, such investment is the only possibility the SICAV has to invest in securities from issuers of that country, and (iii) that company, in its investment policy, respects the rules of risk diversification, counterparty and limitation of controls as set out in points 1. a), 1. c), 1. d), 2., 3. a), 4. a) et b), 5., 6. and 7. a) - e) above;
- the shares held in the capital of subsidiaries that perform management, consulting or retail operations solely for the exclusive profit of the SICAV in the country where the subsidiary is located, with regard to the redemption of shares at the request of the shareholders.

Loans

8. Each sub-fund may loan up to 10 % of its net assets provided that the loans are temporary. Each sub-fund may also acquire currencies by means of a back-to-back loan.

Commitments related to options contracts, purchases and sales of futures contracts are not considered as loans for the purposes of calculating this investment limit.

The SICAV must also ensure that the investments of each sub-fund comply with the following rules:

9. The SICAV may not grant loans or act as guarantor behalf of a third party. This restriction does not prevent the acquisition of transferable securities, money market instruments or other financial instruments which are not fully paid-up.
10. The SICAV may not short-sell transferable securities, money market instruments or other financial instruments referred to in section 3 points e), f) and h) above.
11. The SICAV may not acquire immovable property except where the purchase is essential for the direct exercise of its business.
12. The SICAV may not acquire commodities, precious metals or certificates representing them.
13. The SICAV may not use its assets to guarantee securities.
14. The SICAV may not issue warrants or other instruments giving the right to buy shares in the SICAV.

Notwithstanding the foregoing provisions:

15. The above limits may not always be respected at the time of the exercise of subscription rights to the transferable securities or money market instruments of which the sub-fund's assets are made up.

While ensuring compliance with the principle of risk diversification, the SICAV may deviate from the limits set forth above for a period of six months following the date of its being approved.

16. Where the maximum percentages indicated above are exceeded for reasons beyond the SICAV's control, or following the exercise of rights tied to the portfolio securities, the SICAV shall, in its sales operations, prioritise the regularisation of the situation, and take into account the shareholders' interests.

The SICAV may, at any time, introduce other investment restrictions provided that they are essential in order to comply with the laws and regulations in force in certain countries in which the SICAV's shares may be offered and sold.

Master-Feeder Structures

Each sub-fund can act as a feeder sub-fund (the "Feeder") of another UCITS or sub-fund thereof (the "Master") that is not itself a UCITS/feeder sub-fund and does not hold shares/units of a UCITS/feeder sub-fund. In this case the Feeder shall invest at least 85% of its assets in shares/units of the Master.

The Feeder may not invest more than 15% of its assets in one or more of the following:

- a) cash on an ancillary basis in accordance with Article 41 (2), second subparagraph of the Law of 2010;
- b) derivative financial instruments, which can be used only for the purpose of hedging, in accordance with Article 41(1) (g) and 42, paragraphs (2) and (3) of the Law of 2010;
- c) the moveable assets and real estate essential for the direct exercise of the activity of the SICAV.

Where a sub-fund qualified as a Feeder invests in shares/units of a Master, the Master may not charge a subscription or redemption fee to the Feeder sub-fund for the acquisition or disposal of the shares/units of the Master.

If a sub-fund qualifies as a Feeder, a description of all fees and all reimbursements of costs owed by the Feeder because of its investment in shares/units of the Master, and the total expenses of the Feeder and the Master will be indicated in the Prospectus. The annual report of the SICAV will mention the total cost of the Feeder and the Master.

If a sub-fund is qualified as a Master of another UCITS, this sub-fund will not charge subscription or redemption fees to the Feeder.

5. Financial techniques and instruments

Subject to the specific provisions contained in the investment policy for each sub-fund (Chapter III. section 2. "Investment objectives and policies, risk profile and investor profile of the different sub-funds", the SICAV may utilise techniques and instruments relating to the transferable securities and money market instruments such as securities lending, repurchase transactions and repurchase agreements and reverse repurchase agreements, with a view to the effective management of the portfolio under the terms and conditions dictated by the Law of 2010, regulations and good practice, in accordance with Circular CSSF 14/592 concerning the guidelines of the European Financial Markets Authority (AEMF/ESMA) on exchange traded funds (ETF) and other issues related to UCITS (ESMA/2014/937) as described below.

The net exposures (i.e. the SICAV's exposures less the sureties received by the SICAV) towards a counterparty as a result of securities lending, repurchase transactions and repurchase/reverse repurchase agreements must be taken into account up to the limit of 20%, of Article 43(2) of the Law of 2010 in accordance with point of section 27 of the ESMA 10-788 guidelines. The SICAV is permitted to consider a security that complies with the requirements set out under (c) below to reduce the counterparty risk in transactions involving securities lending, repurchase transactions and repurchase agreements and reverse repurchase agreements.

UNLESS OTHERWISE SPECIFICALLY MENTIONED IN ITS INVESTMENT POLICY, NO SUB-FUND OF THE SICAV WILL USE ANY "SECURITIES FINANCING TRANSACTION" AND/OR INVEST IN "TOTAL RETURN SWAPS" AS THESE TERMS ARE DEFINED IN REGULATION (EU) 2015/2365 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF 25 NOVEMBER 2015 ON THE TRANSPARENCY OF SECURITIES FINANCING TRANSACTIONS AND REUSE. IF A SUB-FUND USES THESE TRANSACTIONS, THE PROSPECTUS WILL BE UPDATED.

a. Securities lending and borrowing

All sub-funds may engage in securities lending transactions subject to the following conditions and limits:

- All sub-funds may lend the securities which they hold, through a standardised recognised securities lending settlement institution which is subject to prudential supervision, considered by the CSSF to be equivalent to that provided for under community legislation and which specialises in this type of transaction.
- The borrower of securities must also be subject to prudential supervision considered as equivalent to that laid down in Community legislation. If the aforementioned financial institution is acting for its own account it is to be considered as the counterparty to the securities lending agreement.
- As sub-funds are subject to share repurchases, each sub-fund concerned must be in a position to obtain at any time the cancellation of the agreement and the return of the securities loaned. If such is not the case, each sub-fund must ensure that the scale of its securities lending transactions is maintained at a level such that it is able to meet its share repurchase obligations at all times.
- Prior to or at the same time as transferring the loaned securities, each sub-fund must first receive collateral in accordance with the requirements contained in section C below. At the end of the loan contract, the collateral will be returned at the same time as or after the return of the loaned securities.
- Each sub-fund may borrow securities only in the following specific cases linked to the settlement of sales of securities: (i) when the securities are in the process of being registered; (ii) when the securities have been lent and have not been returned on time; and (iii) to avoid a delay in settlement when the custodian bank is not in a position to deliver the securities sold.

b. Repurchase agreements and reverse repurchase agreements

All sub-funds may engage in repurchase transactions which consist in agreements for the purchase and sale of securities, the terms of which grant the seller the right to repurchase from the purchaser the securities sold at a price and at a term stipulated by the two parties at the time the agreement is entered into.

All sub-funds may engage in repurchase and reverse repurchase transactions which consist in agreements for the purchase and sale of securities, the terms of which grant the seller the right to repurchase from the purchaser the securities sold at a price and at a term stipulated by the two parties at the time the agreement is entered into.

Each sub-fund may intervene either as buyer or as seller in the repurchase transactions and the reverse repurchase agreements.

Sub-funds may deal only with counterparties who are subject to prudential supervision considered by the CSSF to be equivalent to that laid down by EU legislation.

The securities in a reverse repurchase contract or a repurchase agreement may only take the form of:

- (a) Short-term bank certificates or money market instruments as mentioned in chapter III, section 3, points a) to e), or
- (b) bonds issued and/or guaranteed by an OECD member state or by their regional public authorities or by supranational Community, regional or global institutions and bodies, or
- (c) bonds issued by non-governmental issuers offering adequate liquidity, or
- (d) shares or units issued by monetary UCIs that calculate a daily net asset value and rated triple A, or with any other equivalent rating, or
- (e) shares listed or traded on a regulated market of an EU member state or on the exchange of an OECD Member State and listed on a major index.

Throughout the life of an agreement in respect of a sale with option to repurchase transaction, a reverse repurchase transaction or a repurchase transaction, each sub-fund concerned may not sell or pledge/give as collateral the securities covered by the agreement in question before the repurchase of the securities by the counterparty has been exercised or the repurchase deadline has expired unless the sub-fund has other means of covering its position.

As the sub-funds are open to redemption, each sub-fund must ensure that the scale of its securities lending transactions is maintained at a level such that it is able to meet its share repurchase obligations at all times.

The securities of each sub-fund received in connection with a repurchase contract or reverse repurchase contract must be among the assets eligible for the investment policy as defined in Chapter III. sections 2 and 3. In order to meet the obligations contained in Chapter III section 4 "Investment restrictions", each sub-fund shall take into account any positions held directly or indirectly via the repurchase and reverse repurchase transactions.

c. Collateral management

In the context of sell/buy-back and repurchase/reverse repurchase transactions, each sub-fund must receive sufficient collateral, for which the value is at least equal to the total counterparty risk.

In accordance with the ESMA guidelines intended for the supervisory authorities and the UCITS management companies (ESMA/2014/937), the collateral must be sufficiently diversified in terms of country, market and issuer. The diversification criterion will be considered to have been met with regard to the concentration of issuers if the SICAV receives a basket of assets from the counterparty with an exposure to a given issue of no more than 20% of its net asset value, in the context of efficient portfolio management and OTC derivative instrument transactions. If the SICAV has exposure towards different counterparties, the various collateral baskets must be aggregated, to calculate the 20% exposure limit for a single issuer. However, according to Circular CSSF 14/592, and the ESMA/2014/937 guidelines, the SICAV may be fully guaranteed by different transferable securities or money market instruments issued or guaranteed by a Member State, by its regional public authorities, by a non-member state or by a public international body of which one or more member states are party, provided that the transferable securities received from at least six different issues, or the transferable securities from a single issue do not represent more than 30% of the SICAV's net asset value.

The collateral must be frozen in the SICAV's favour and should take the form of:

- (a) cash, other acceptable forms of liquid funds and money market instruments as mentioned in chapter III, section 3, points a) to e), or

- (b) bonds issued and/or guaranteed by an OECD member state or by their regional public authorities or by supranational Community, regional or global institutions and bodies, or
- (c) bonds issued or guaranteed by first-class non-governmental issuers offering adequate liquidity, or
- (d) shares listed or traded on a regulated market of an EU member state or on the exchange of an OECD Member State and listed on a major index, or
- (e) shares or units issued by monetary UCIs that calculate a daily net asset value and rated triple A, or with any other equivalent rating, or
- (f) shares or units issued by a UCITS that mainly invests in the bonds and/or equities mentioned in (c) and (e) above.

The SICAV may reinvest the collateral received in the form of cash, in the following assets:

- (a) short-term bank assets, or
- (b) money market instruments as mentioned in chapter III, section 3, points a) to e), or
- (c) short-term bonds issued and/or guaranteed by an EU member state, Switzerland, Canada, Japan or the United States or by their regional public authorities or by supranational Community, regional or global institutions and bodies, or
- (d) bonds issued or guaranteed by first-class non-governmental issuers offering adequate liquidity, or
- (e) reverse repurchase transactions as described above, or
- (f) shares or units issued by monetary UCIs that calculate a daily net asset value and rated triple A, or with any other equivalent rating.

d. Discount (“haircut”) policy/Crisis simulation policy

- (a) If the SICAV resorts to one of the efficient portfolio management techniques mentioned above, it will apply a discount policy for each asset class received by the SICAV/the sub-fund by way of collateral or financial guarantee. The discount policy takes into account the profile of each asset class including the credit rating/issuer rating, price volatility of the collateral and the results of crisis simulations carried out in accordance with the current procedure. The discount is a percentage deducted from the market value of the securities given as collateral/by way of financial guarantee. The aim is to reduce the risk of loss in the case of a default by the counterparty.
- (b) If the SICAV (or one or more sub-funds) receives collateral/financial guarantee for at least 30% of its net assets, a crisis simulation policy will be applied in order to ensure that the crisis simulations are validly carried out, under normal and extraordinary liquidity conditions, to enable the SICAV (or its sub-funds) to evaluate the liquidity risk related to the collateral/financial guarantee.
- (c) The following discounts will be applied by the SICAV (the SICAV reserves the right to review this policy at any time, in which case the prospectus will be amended accordingly):

Asset class	Minimum accepted rating	Margin	Maximum per issuer
1/ Cash, other acceptable forms of liquid assets and money market/instruments		100% -110%	20%
2/ Bonds issued and/or guaranteed by an OECD member state or by their regional public authorities or by supranational Community, regional or global institutions and bodies	AA-	100% -110%	20%
3/ Bonds issued or guaranteed by	AA-	100% -110%	20%

first-class non-governmental issuers offering adequate liquidity			
4/ Shares listed or traded on a Regulated Market of an EU member state or on the exchange of an OECD Member State and listed on a major index		100% -110%	20%
5/ Shares or units issued by monetary UCIs that calculate a daily net asset value and rated triple A, or with any other equivalent rating.	UCITS - AAA	100% -110%	20%
6/ Shares or units issued by UCITS investing mainly in the bonds and/or shares referred to under points 3 and 4 above		100% -110%	20%

IV. THE SHARES

1. General considerations

The capital of the SICAV is represented by the assets of the various sub-funds of the SICAV. Subscriptions are invested in the assets of the respective sub-fund.

All shares of the SICAV must be fully paid up. Their issue is not limited in number. Nevertheless, the Board of Directors may restrict the frequency with which the shares will be issued in a sub-fund and/or share class; the Board of Directors may, in particular, decide that the shares of a sub-fund and/or share class will only be issued during one or more specific periods or up to a specified amount of net assets.

The shares of each sub-fund must have no indication of nominal value, and do not benefit from any preferential subscription rights during the issue of new shares. The rights attached to shares are those set out in the Luxembourg Law of 1915 on commercial companies, as amended, unless exempted by the Law of 2010. Each full share confers the right to one vote at General Meetings of Shareholders, regardless of its net asset value.

The SICAV is a sole and single legal entity. However, the assets of a given sub-fund only cover the debts, liabilities and commitments of that sub-fund. With regard to relations between shareholders, each sub-fund is treated as a separate entity.

2. Characteristics of the shares

a. Classes and categories of shares

For each sub-fund, the Board of Directors may decide at any time to issue different share classes, which can also be subdivided into different share categories (capitalisation shares or distribution shares).

At the date of the Prospectus, the Board of Directors has decided to issue the following share classes for each sub-fund, which are distinguished in particular by the type of investors and/or the minimum investment amount and/or the accounting currency and/or the applicable management and sales fee, and/or a hedging policy and/or a subsequent subscription deadline, where applicable.

For the **Madeleine – Mid Caps Flexible** sub-fund:

- "EUR (cap)" class: capitalisation shares, denominated in EUR and intended for all types of investors
- "EUR (dis)" class: distribution shares, denominated in EUR and intended for all types of investors

For the **Madeleine – Mid Caps Euro** sub-fund:

- "EUR-A" class: capitalisation shares, denominated in EUR and intended for all types of investors.
- "EUR-I" class: capitalisation shares, denominated in EUR and intended for institutional investors.

For the **Madeleine – Opportunities** sub-fund:

- “D” class: distribution shares, denominated in EUR and intended for all types of investors
- “C” class: capitalisation shares, denominated in EUR and intended for all types of investors

For the **Madeleine – Europa One** sub-fund

- “R” class: capitalisation shares, denominated in EUR and intended for all types of investors,
- “I” class: capitalisation shares, denominated in EUR and intended for all types of investors,
- “N” class: capitalisation shares, denominated in EUR and intended for all types of investors.

In principle, distribution shares give their owners the right to receive dividends in cash, taken from the quota of net assets of the sub-fund or class attributable to the distribution shares in that sub-fund or that class (in this regard, see Chapter VI "Distributions").

Capitalisation shares do not confer the right to receive dividends. Following each annual or interim cash distribution of dividends on the distribution shares, the quota of net assets in the sub-fund or class attributed to all the distribution shares will be reduced by an amount equal to the amount of dividends distributed, and this will therefore reduce the percentage of net assets in the sub-fund or class attributable to all the distribution shares; while the quota of net assets in the sub-fund or class attributable to all the capitalisation shares will remain the same, thus leading to an increase in the percentage of net assets of the sub-fund or class attributable to all the capitalisation shares.

The breakdown of the value of net assets in a sub-fund or class, between all the distribution shares on the one hand and all the capitalisation shares on the other, is carried out in accordance with Article 13 of the Articles of Association.

The net value of a share thus depends on the value of the net assets in the sub-fund or class for which that share was issued and, within the same sub-fund or the same share class, its net value may vary depending on whether it is a distribution share or an accumulation share.

The Board of Directors will create a separate pool of net assets for each sub-fund. With regard to relations between shareholders, this pool will be attributed only to the shares issued for the sub-fund concerned, taking into account, if applicable, the breakdown of that pool between the classes and the distribution shares and accumulation shares in that sub-fund.

The Board of Directors may subdivide the existing shares of each class and/or category of shares into a number of shares it determines itself, the total net asset value of these shares being equivalent to the net asset value of the existing subdivided shares at the time of subdivision.

b. Registered and paperless shares

Regardless of the sub-fund or category to which they relate, all shares may be issued in registered or paperless form, at the shareholder's option.

Registered shares are registered in the register of shares of the SICAV. A confirmation of registration will be provided to the shareholder. No registered certificate will be issued to the shareholders unless they so request.

Transfer documents for transfers of registered shares are available at the registered office of the SICAV or from the Transfer Agent and Registrar.

Paperless shares are represented by an entry in a securities account in the name of their owner or holder, with an approved account holder or settlement body.

The entry in the securities account will apply in the absence of specific instructions.

Registered shares may be converted into paperless shares and vice versa at the request and expense of the shareholder.

c. Fractional Shares

Fractions of shares may be issued, up to 3 decimal places. Fractions of shares do not have the right to vote at General Meetings. Conversely, fractions of shares have the right to dividends or other distributions that may be paid out.

d. ISIN codes

Sub-fund	Class	ISIN code
Madeleine – Mid Caps Flexible	EUR (cap)	LU0993115095
	EUR (dis)	LU0993115178
Madeleine – Mid Caps Euro	EUR-A	LU1044932975
	EUR-I	LU1800556570
Madeleine – Opportunities	D	LU0961750436
	C	LU0961755823
Madeleine – Europa One	R	LU1220932716
	I	LU1749995541
	N	LU1833289561

3. Issue of shares and subscription price

The Board of Directors is authorised to issue shares of each sub-fund and class at any time and without limitation.

a. Current subscriptions

The shares of all the sub-funds are issued at a price equal to the value of the net assets per share of the plus an entry fee of 3% maximum in favour of the approved intermediaries for all sub-funds, with the exception of the Mid Caps Euro sub-fund, for which the entry fee is a maximum of 1% in favour of the approved intermediaries, and the Europa One sub-fund for which there is no entry fee.

Subscription applications received by the Transfer Agent and Registrar within the limits described below will be processed, if accepted, at the net asset value per share of the respective sub-fund and class determined on that Valuation Day. Subscription requests received after this cut-off time will be processed on the following Valuation Day.

Madeleine – Mid Caps Flexible	no later than 3:00 p.m.(Luxembourg time) 1 Working Day prior to a Valuation Day
Madeleine – Mid Caps Euro	no later than 12:00 p.m.(Luxembourg time)

MADELEINE

	the Valuation Day
Madeleine – Opportunities	No later than 4:00 p.m.(Luxembourg time) the Valuation Day
Madeleine – Europa One	No later than 5:00 p.m.(Luxembourg time) 1 Working Day prior to a Valuation Day

Applications for subscription in the sub-funds will be for an amount to be invested or a number of shares.

b. Minimum initial investment

The minimum initial investment required for any new investor is:

Sub-fund	Class	Minimum initial amount
Madeleine – Mid Caps Flexible	EUR (cap)	EUR 100
	EUR (dis)	EUR 100
Madeleine – Mid Caps Euro	EUR-A	N/A
	EUR-I	N/A
Madeleine – Opportunities	D	N/A
	C	N/A
<u>Madeleine – Europa One</u>	R	N/A
	I	EUR 200,000
	N	N/A

c. Payment of subscriptions

The subscription amount of each share is payable within the periods described below:

Madeleine – Mid Caps Flexible Madeleine – Mid Caps Euro Madeleine – Opportunities Madeleine – Europa One	within 3 Working Days following the applicable Valuation Day
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The subscription amount of the shares shall be applied in the currency in which the net asset value per share is calculated in the respective sub-fund/share class.

The Board of Directors reserves the right to delay subscription applications if it is uncertain that the corresponding payment will reach the Custodian Bank within the payment deadlines.

If a payment is received in connection with a subscription application after the expiry of the deadline provided for, the Board of Directors or its agent may process the request by either (i) applying a charge which reflects the interest owed at the customary market rate, or (ii) cancelling the allocation of the shares and, if necessary, accompanying it with a request for compensation for any loss resulting from the non-payment before the expiry of the deadline.

The SICAV may also accept subscriptions in the form of a transfer of an existing portfolio provided that the securities and assets in that portfolio compatible with the investment policy and investment restrictions applicable to the sub-fund concerned. For all securities and assets accepted in settlement of a subscription, a report shall be drawn up by the auditor of the SICAV in accordance with the provisions of Article 26-1 of the Law of 1915 on commercial companies, as amended. Unless otherwise decided by the Board of Directors, the investor concerned will be liable for the costs of this report.

d. Suspension and refusal of subscriptions

The Board of Directors of the SICAV may at any time suspend or interrupt the issue of the shares of a sub-fund of the SICAV. It may in particular do so under the circumstances described in chapter V "Net asset value of shares", section 2. Suspension of the Calculation of the Net Asset Value, the issue price, redemption and conversion of shares. In addition, it may at its discretion and without justification:

- (a) refuse all or part a share subscription application,
- (b) redeem at any time shares held by persons who are not authorised to buy or hold shares in the SICAV.

When the Board of Directors decides to resume the issue of the shares of a sub-fund after suspending the issue for any period of time, all pending subscriptions will be executed on the basis of the same net asset value corresponding to the Valuation Day of the resumption of calculation.

e. Combating late trading and market timing

The Transfer Agent and Registrar of the SICAV will put in place adequate procedures to ensure that the request for subscription, redemption and conversion are received prior to the deadline for acceptance of orders, for the applicable Valuation Day.

The SICAV will not authorise the practices associated with late trading or market timing as defined in CSSF circular 04/146 or the practices associated with "active trading" or "excessive trading" (hereinafter "active trading") defined as the subscription/redemption/conversion of shares in a single sub-fund within a short period of time and, if applicable, a significant amount, with the aim of seeking short-term profit. Both the active trading and market timing practices are unfavourable to other shareholders as they affect the performance of the sub-fund and disrupt the management of assets.

The Board of Directors may reject any subscription or conversion orders that are suspected of late trading or market timing. The Board of Directors may take all necessary measures to protect the other shareholders of the SICAV when such practices are suspected, in particular by applying an additional redemption fee of up to 2% in favour of the sub-fund; under this scenario, the shareholder will be notified beforehand to enable him to withdraw his redemption request.

f. Combating money laundering and terrorism financing

In connection with the fight against money laundering and terrorism financing, the SICAV will apply national and international measures which obligate subscribers to prove their identity to the SICAV. This is why, in order for a subscription to be deemed valid and acceptable by the SICAV, the subscriber must attach to the subscription form,

- if an *individual*, a copy of an identity document (passport or ID card), or,
- for a *legal entity*, a copy of the corporate documents (coordinated Articles of Association, published financial statements, excerpts from the commercial register, list of authorised signatories, a list of shareholders who hold, directly or indirectly, 25% or more of the capital or the voting rights, a list of directors), an ID document (passport or identity card) of the financial beneficiaries and the persons authorised to give instructions to the Transfer Agent and Registrar.

The documents must be duly certified by a public authority (that the Notary Public, police commissioner, consulate, or ambassador) in the country of residence.

This obligation is absolute, unless:

- the subscription form was delivered to the SICAV by one of its distributors (i) in a European Union member state, in the European economic area or in a third-party country with equivalent obligations to those in the amended law of 12 November 2004 on the fight against money laundering and terrorism financing, or (ii) by a branch or subsidiary of one of its distributors located in another country, if the parent company of that subsidiary or office is located in one of these countries and if the laws in that country and the internal rules of the parent company can guarantee the application of rules on the prevention of money laundering and terrorism financing, for that branch or subsidiary.

- the subscription form is sent directly to the SICAV and the subscription is paid either by:
 - o a bank transfer originated by a financial institution resident in one of these countries, or
 - o a cheque drawn on the personal account of the subscriber, in a bank resident in one of these countries, or a banker's draft issued by bank resident in one of these countries.

However, the Board of Directors must obtain a copy of the above ID documents, upon first request, from its Distributors or directly from the investor.

Before accepting a subscription, the SICAV may carry out additional enquiries in accordance with the national and international measures currently in force with regard to money laundering and the financing of terrorism.

4. Redemption of shares

By virtue of the Articles of Association and subject to the following provisions, any shareholder may at any time request that the SICAV redeem his shares. Shares redeemed by the SICAV will be cancelled.

Shareholders wishing to have the SICAV redeem all or part of their shares must make an irrevocable written request to the SICAV or the Transfer Agent and Registrar. The application must contain the following information: the identity and full address of the person requesting the redemption, with the fax number, number of shares to be redeemed, the sub-fund in question, the class (if applicable), details of whether the shares are registered or entered in an account, distribution or accumulation shares, if applicable, the name in which the shares are registered, the name and bank details of the person who will receive the payment.

The redemption request must be accompanied by the documents necessary to carry out the transfer, before the redemption price can be paid.

All shares presented for redemption to the Transfer Agent and Registrar within the limits described below will be processed, if accepted, at the net asset value per share of the respective sub-fund and class determined on that Valuation Day, plus an exit fee of a maximum of 1% in favour of the approved intermediaries for the Mid Caps Euro sub-fund. Redemption requests received after this cut-off time will be processed on the following Valuation Day.

Madeleine – Mid Caps Flexible	no later than 3:00 p.m. (Luxembourg time) 1 Working Day prior to a Valuation Day
Madeleine – Mid Caps Euro	no later than 12:00 p.m. (Luxembourg time) the Valuation Day

Madeleine – Opportunities	No later than 4:00 p.m. (Luxembourg time) the Valuation Day
Madeleine – Europa One	no later than 5:00 p.m. (Luxembourg time) 1 Working Day prior to a Valuation Day

The redemption price of the shares will normally be paid within the periods described below, provided that all documents attesting the redemption have been received by the SICAV.

Madeleine – Mid Caps Flexible Madeleine – Mid Caps Euro Madeleine – Opportunities Madeleine – Europa One	within 3 Working Days following the applicable Valuation Day
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Payment will be made in the currency in which the net asset value of the relevant sub-fund/share class is calculated or in another currency in accordance with the instructions set out in the redemption request, in which case conversion costs will be borne by the shareholder.

The redemption price of the SICAV's shares may be higher or lower than the purchase price paid by the shareholder at the time of subscription, depending on whether the net asset value has appreciated or depreciated.

There will be no redemption of shares for a sub-fund during any period in which the calculation of the net asset value of the shares in that sub-fund has been temporarily suspended by the SICAV by virtue of its powers under Article 14 of the Articles of Association. In the case of large requests for redemption representing more than 10% of the net assets in a given sub-fund, the SICAV may redeem the shares but only at the redemption price it has determined after it was able to sell the necessary assets, as quickly as possible, taking into account the interests of all the sub-fund's shareholders, and when it has access to the proceeds of those sales. In such a case, a single price will be calculated for all the redemption, subscription and conversion applications submitted at the same time for that sub-fund.

5. Conversion of shares

In accordance with the Articles of Association and subject to the following provisions, each shareholder may request the conversion of all or part of their shares into shares of another sub-fund or another class/category (and with such other sub-fund, either of the same class/category or of another class/category) at a price based on the respective net asset values of the shares of the different sub-funds and classes/categories concerned.

Any shareholder requesting such conversion may make a written request to the Transfer Agent and Registrar stating the amount to be converted and the form of the shares to be converted and specifying whether the shares of the new sub-fund/the new class/category are to be registered or registered in an account. The procedure and prior notice regarding the redemption of shares also applies to conversion.

The number of shares to be allocated in the new sub-fund or the new class/category is determined using the following formula:

$$A = \frac{B \times C \times D}{E}$$

- A:** represents the number of shares to be allocated in the new sub-fund or the new class/category,
- B:** represents the amount to be converted in the initial sub-fund or class/category,
- C:** represents the net asset value, on the applicable valuation day, of the shares to be converted in the initial sub-fund or class/category,
- D:** is the exchange rate coefficient on the applicable valuation day between the currencies of the two sub-funds or classes/categories concerned. If the two sub-funds or classes/categories are held in the same currency, the coefficient is equal to 1,
- E:** represents the net asset value, on the applicable valuation day, of the shares to be allocated in the new sub-fund or the new class/category,

After the conversion, the Transfer Agent and Registrar will inform the shareholders of the number of new shares obtained upon conversion, as well as their price.

There will be no conversion of shares for a sub-fund during any period in which the calculation of the net value of the shares in question has been temporarily suspended by the SICAV by virtue of its powers under Article 14 of the Articles of Association. In the case of large requests for conversion to another sub-fund representing more than 10% of the net assets in a given sub-fund, the SICAV may redeem the shares but only at the redemption price it has determined after it was able to sell the necessary assets, as quickly as possible, taking into account the interests of all the sub-fund's shareholders, and when it has access to the proceeds of those sales. In such a case, a single price will be calculated for all the redemption, subscription and conversion applications submitted at the same time for that sub-fund.

V. NET ASSET VALUE OF THE SHARES

1. Definition and calculation of the net asset value

The net asset value per share of each sub-fund and for each share class/category, if applicable, of the SICAV is calculated in Luxembourg by the Central Administration under the responsibility of the Board of Directors of the SICAV.

The net asset value is determined each Valuation Day as described below for each sub-fund and/or share class and/or share/category on the basis of the prices known on that Valuation Day. Such prices are published by the stock exchanges concerned and by reference to the value of the assets held on behalf of the respective sub-fund in accordance with Article 13 of the SICAV's Articles of Association.

Madeleine – Mid Caps Flexible Madeleine – Mid Caps Euro Madeleine – Opportunities Madeleine – Europa One	Each Working Day (hereinafter the "Valuation Day") has a corresponding net asset value.
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The value of the shares of each sub-fund and class and category of shares is obtained by dividing the net asset value of the assets of the sub-fund, class and category, if any, by the number of shares outstanding of such sub-funds, classes and categories, if any.

The Board of Directors will create a separate pool of net assets for each sub-fund. With regard to shareholder relations between themselves and with third parties, this pool will be attributed only to the shares issued for the sub-fund concerned, taking into account, if applicable, the breakdown of that pool between the categories and/or classes of shares in accordance with the provisions of the Articles of Association.

For the purpose of establishing these different pools of net assets:

1. If two or more classes/categories of shares relate to a specific sub-fund, the assets allocated to such classes and/or categories will be invested together according to the investment policy of the relevant sub-fund, subject to the specific requirements associated with those classes and/or categories of shares;
2. The proceeds resulting from the issue of shares of a class and/or category of shares of a given sub-fund will be allocated in the books of the SICAV to the relevant class and/or category of that sub-fund, it being understood that if several classes and/or categories of shares are issued for that sub-fund, the corresponding amount will increase the proportion of the net assets of that sub-fund attributable to the class and/or category of shares to be issued;
3. The assets, liabilities, income and expenses relating to such sub-fund/class and/or category will be allocated to such sub-fund/class and/or category;
4. if an asset derives from another asset, the latter will be allocated in the accounts of the SICAV to the same sub-fund as the asset from which it derives, and each time an asset is revalued, any increase or decrease in value will be allocated to the corresponding sub-fund;

5. if the SICAV has a liability that is attributable to an asset of a specific sub-fund or a transaction undertaken in connection with the assets of a particular sub-fund, that liability will be allocated to that sub-fund;
6. if one of the SICAV's assets or liabilities cannot be allocated to a particular sub-fund, it will be allocated to all sub-funds in proportion to the net asset value of the classes and/or categories of shares concerned or in such other manner as the Board of Directors shall determine in good faith;
7. following the payment of dividends to distribution shares of a given class and/or category, the net asset value of this class and/or category attributable to these distribution shares will be reduced by the amount of such dividends.

The assets of each sub-fund of the SICAV will be valued according to the following principles:

1. the UCI shares/units will be valued based on their final available official net asset value on the Valuation Day or unofficial net asset value if this is more recent (based on a likely net asset value estimated prudently and in good faith by the Board of Directors or based on other sources such as information provided by the manager of said UCI).
2. the value of cash in hand or on deposit, the sight notes and bills and accounts receivable, prepaid expenses, dividends and interest that are mature but not yet received, are represented by the face value of these assets unless it appears that such value is unlikely to be received; in such a case, the value will be determined by deducting such amount that the SICAV deems adequate, in order to reflect the real value of these assets;
3. valuations of transferable securities (i) listed or traded on a regulated market as defined by the Law of 2010 or (ii) traded on another market in an EU member state which is regulated, and is operated in a way which is lawful, recognized and open to the public or (iii) officially listed on a stock exchange in a state which is not part of the EU or traded on another market in a state which is not part of the EU which is regulated and operates in a way which is lawful, recognized and open to the public (all three of which may be described as 'Regulated Markets'), are based on the last known closing price on the Valuation Day and if these transferable securities are traded on several markets, on the last known closing price on the main market for these securities on the Valuation Day. If the last known closing price on the specified Valuation Day is not representative, the valuation will be based on the probable realisable value estimated prudently and in good faith;
4. transferable securities not listed or not tradable on a Regulated Market will be valued based on their probable realisable value estimated prudently and in good faith;
5. the liquidation value of futures contracts and option contracts which are not traded on Regulated Markets shall be their net liquidation value defined in accordance with the policies set out by the Board of Directors on a basis which is applied consistently to each type of contract. The liquidation value of futures contracts or option contracts traded on Regulated Markets will be based on the last available settlement price for these contracts on the Regulated Markets on which these futures contracts or option contracts are traded by the SICAV; however, if a futures contract or option contract cannot be liquidated on the day the net assets are valued, the basis used to determine the liquidation value of this contract shall be determined by the Board of Directors in a fair and reasonable manner.

6. interest rate swaps shall be valued at their market value which shall be calculated based on the curve for the applicable rates. Swaps on indexes or financial instruments shall be valued at their market value which shall be calculated based on the relevant index or financial instrument. Swap contracts relating to these indexes or financial instruments shall be valued based on the market value of these swap transactions in accordance with procedures laid down by the Board of Directors.
7. if permissible, liquid assets, money market instruments and all other instruments may be valued at the latest known closing prices on the Valuation Day or on a straight-line basis. In case of straight-line depreciation, portfolio positions will be regularly reviewed under the supervision of the Board to determine whether there is a difference between the valuation using the last known closing prices method and the linear depreciation method. If there is a likelihood of significant dilution or harm to the shareholders, appropriate corrective measures may be taken, including, where necessary, calculation of the net asset value using the last known closing prices;
8. The value of contracts for difference will be calculated based on the market value of the underlying asset and take account of costs inherent to the transaction (i.e. cost of borrowing, remuneration of the collateral or funding cost of the counterparty, as the case may be);
9. values expressed in a currency other than the currency of expression of the sub-fund or class of shares in question are translated at the exchange rate on the Valuation Day. If exchange rates are not available, they are determined prudently and in good faith in accordance with the procedures established by the Board of Directors;
10. All other assets are valued on the basis of the probable realisation value, which should be estimated with prudence and good faith;
11. The Board of Directors may, at its sole discretion, approve the use of a different valuation method if it believes that such valuation better reflects the fair value of an asset held by a SICAV.

Appropriate deductions will be made for the expenses to be borne by the SICAV and the liabilities of the SICAV will be taken into account according to fair and prudent criteria. Adequate provisions will be made to this end.

2. Suspension of calculation of the net asset value and issue, redemption and conversion of shares

The Board of Directors is authorised to temporarily suspend the calculation of the value of the net assets of one or more sub-funds of the SICAV, and the issue, redemption and conversion of shares in such sub-fund(s) in the following cases:

- a) if the net share value of the shares or units in the underlying UCI representing a substantial part of the investments of the sub-fund cannot be determined;
- b) during all or part of any period when one of the leading stock markets or regulated markets on which a substantial proportion of the portfolio of one or more sub-funds is traded or quoted in closed other than for ordinary holidays, or during which dealings on these markets are restricted or suspended;
- c) if the SICAV cannot normally dispose of the investments of one or more sub-funds or value them, or cannot do so without causing serious loss to the interests of the shareholders;

- d) during any breakdown in the means of communication needed to determine the price or value of the assets of one or more sub-funds or if, for any reason, it is not possible to determine the value of the assets of one or more sub-funds;
- e) if the realisation of investments or the transfer of funds involved in such realisations cannot take place at normal price exchange rates, or when the SICAV is unable to repatriate the funds with the aim of making payments on the redemption of shares;
- f) in the case of large requests for redemption and/or conversion representing more than 10% of the net assets in a given sub-fund, the SICAV may redeem the shares but only at the redemption price it has determined after it was able to sell the necessary assets, as quickly as possible, taking into account the interests of all the sub-fund's shareholders, and when it has access to the proceeds of those sales;
- g) when the Board of Directors so decides, subject to compliance with the principle of equal treatment between the shareholders and applicable law and regulations, (i) upon the convocation of an Extraordinary General Meeting of the shareholders of the SICAV to declare the liquidation of the SICAV or a sub-fund, or (ii) where the Board of Directors has the power to do so in accordance with Section XI of the Prospectus, as soon as it has decided to liquidate a sub-fund.

Subscribers and shareholders offering shares for redemption or conversion will be notified of the suspension of the calculation of the net asset value.

Pending subscriptions and requests for redemption or conversion may be withdrawn by written notification provided that such notification is received by the SICAV before the end of the suspension.

Subscriptions, redemptions and/or conversions will be considered on the first Valuation Day following the end of the suspension.

VI. DISTRIBUTIONS

1. Distribution policy

At the Annual General Meeting, the shareholders in the SICAV will determine, upon a proposal by the Board of Directors, the total cash distributions to be made on the distribution shares for the various sub-funds or classes of shares in question, in accordance with the limits imposed by the Law of 2010 and by the Articles of Association. Therefore, the distributed amounts may not reduce the SICAV's capital below the fixed minimum of EUR 1,250,000.

The Board of Directors may decide, in any sub-fund and in each share class, if any, to distribute interim cash dividend on the distribution shares, in accordance with current laws.

2. Payment

Dividends and interim dividends allocated to distribution shares will be paid at the time and place determined by the Board of Directors.

Any declared dividend that has not been claimed by the beneficiary within five years from the date of allocation may not be claimed and shall revert to the sub-fund or the share class in question. No interest will be paid on a dividend declared by the SICAV and kept for the availability of the beneficiary.

VII. TAXATION

1. Tax treatment of the SICAV

The SICAV is subject in Luxembourg to a tax corresponding to 0.05% p.a. of its net assets. This tax falls to 0.01% p.a. of net assets in the case of classes intended for institutional investors. This tax is payable quarterly on the basis of the net assets of the SICAV at the end of the relevant quarter. Subscription tax is not payable on round lots of assets invested in UCIs already subject to this tax. No stamp duty or other tax is payable in Luxembourg at the time of issue of shares in the SICAV.

No taxes are paid in Luxembourg on any gains that are realised or not realised on the SICAV's assets. The income on investments received by the SICAV may be subject to variable levels of withholding tax in the countries concerned. These withholding taxes cannot, on principle, be recovered. The above indications are based on the laws and current practices and are subject to change.

2. Automatic exchange of information

European Directive 2014/107/EU of 9 December 2014 (the "Directive") amending Directive 2011/16/EU regarding the automatic and mandatory exchange of tax information, along with other international agreements such as those made and to be made within the framework of the standard in terms of exchanges of information produced by the OECD (more generally known under the name of "Common Reporting Standards" or "CRS") requires participating jurisdictions to obtain information from their financial institutions and to exchange this information with effect from 1 January 2016.

Pursuant notably to the Directive, investment funds, as financial institutions, are required to collect specific information in order to properly identify their investors.

The Directive also stipulates that investors' personal and financial data¹ are:

- of natural or legal persons required to make declarations² or
- passive non-financial entities (NFE)³ which are controlled by persons who are required to submit declarations⁴,

shall be forwarded by the Financial Institution to the relevant local tax Authorities which in turn shall notify this information to the tax Authorities in the country or countries where the Investor resides.

If the units of the SICAV are held in an account with a financial institution, it is the responsibility of the latter to exchange the information.

Consequently, the SICAV, directly or indirectly (i.e. through an intermediary appointed to this effect):

¹ Including but not limited to: name, address, country of residence, tax identification number, place and date of birth, bank account number, income, value of sales redemption or repayment proceeds, valuation of the "account" at the end of the calendar year or at the end thereof.

² Natural or legal persons not residing in the country of incorporation of the SICAV but residing in a participating country. The list of countries participating in the automatic exchange of information can be found on the <http://www.oecd.org/tax/automatic-exchange/website>.

³ Non-financial entity, that is an Entity which is not a financial institution pursuant to the Directive.

⁴ Physical or natural persons not residing in the country of incorporation of the Fund but residing in a participating country. The list of countries participating in the automatic exchange of information can be found on the <http://www.oecd.org/tax/automatic-exchange/website>.

- may have cause, at any time, to request and obtain from each investor an update of the documents and information already supplied as well as any other document or additional information for whatever purposes;
- is required pursuant to the Directive to notify all or some of the information supplied by the investor in connection with the investment in the SICAV to the respective local taxation authorities.

Investors are advised of the potential risk of inaccurate and/or incorrect exchange of information in the event that the information they provide is no longer accurate or complete. In the event of a change affecting the notified information, the investor undertakes to inform the SICAV (or any intermediary appointed to this effect), as soon as possible and to provide, where applicable, new certification within 30 days with effect from the event that rendered this information inaccurate or incomplete.

The mechanisms and scope of application of these arrangements for exchanging information may change in future. It is recommended that all investors should consult their own tax advisers to ascertain the possible impact of CRS regulations on an investment in the SICAV.

Pursuant to the Law of 2 August 2002 with regard to privacy and personal data protection, the investor has the right to access and correct data about him or her that has been forwarded to the tax administration. This data will be retained by the SICAV or any intermediary appointed to this effect in accordance with the stipulations of said law.

3. Foreign Account Tax Compliance Act ("FATCA")

The Foreign Account Tax Compliance Act ("FATCA"), consisting of the American HIRE Law, was adopted in the USA in 2010 and came into force on 1 July 2014. It obligates financial institutions established outside of the USA (foreign financial institutions - FFI) to transmit information about the financial accounts held by Specified US Persons or non-US entities of which one or more controlling persons is/are a Specified US Person(s) (These financial accounts are collectively referred to as "Declarable US Accounts") to the Internal Revenue Service, "IRS") each year. A 30% withholding tax is also levied on income originating from the USA paid to a FFI that is not conform to the FATCA requirements ("Non-participating FFI").

On 28 March 2014, the Grand Duchy of Luxembourg made an intergovernmental agreement with the USA ("the Luxembourg IGA"). The Funds, considered as FFI, are obliged to conform to the Luxembourg IGA as enacted into national law following ratification, rather than directly complying with the FATCA regulations as issued by the American government.

Under the Luxembourg IGA, the Funds are required to collect specific information to identify their shareholders/unit holders and all intermediaries ("Nominees") acting on their behalf. The data on the Declarable US Accounts held by the Fund, and information about the non-participating FFI will be shared with the Luxembourg tax authorities who will automatically exchange the information with the relevant authorities in the USA.

The SICAV is committed to respecting the provisions of the Luxembourg IGA as enacted into national law following ratification, in order to be deemed compliant with FATCA, and may not be subjected to the withholding tax of 30% on its investments than American or deemed to be such. In order to guarantee such compliance, the Fund and its authorised agents

- a. may require information or additional documentation including American tax forms (Forms W-8/W-9), a GIIN (Global Intermediary Identification Number) if required, or any other documentary evidence

identifying the Shareholder/Unitholder, the intermediary and their status with regard to FATCA regulations.

- b. will inform the Luxembourg tax authorities of information about a Shareholder/Unitholder and his account, if deemed to be a Declarable US Account under the Luxembourg IGA, or whether that account is deemed to be held by a non-participating FFI for FATCA purposes, and
- c. if required by the situation, it may ensure that the US withholding taxes applicable to the payments made to certain Shareholders/Unitholders in accordance with FATCA, are made.

The concepts and terms of FATCA must be interpreted and understood in the light of the definitions of the Luxembourg IGA and the applicable ratifying texts transposing it into national law, and only on an ancillary basis according to the definitions in the Final Regulations issued by the American government (www.irs.gov).

The Fund may, in accordance with FATCA compliance, be required to inform the American tax authorities or Luxembourg tax authorities of personal data related to certain US persons, non-participating FFI and passive non-financial foreign entities (Passive NFFE), of which one or more of the controlling Persons is a US Person.

In the case of any doubt as to their status for FATCA purposes or regarding the implications of the FATCA law or the IGA in their personal circumstances, investors should consult their financial, legal or fiscal advisers before subscribing to shares/units in the Fund.

4. Master-feeder structure

The existing master-feeder structure between the Madeleine – Mid Caps Euro and Madeleine – Mid Caps Flexible sub-funds has no particular tax impact in Luxembourg.

VIII. COSTS AND EXPENSES

1. Principal costs and expenses of the SICAV

a. Launch expenses

The expenses relating to the formation and launch of the SICAV have been estimated at EUR 18,000 and will be amortised over the first five financial years. If a new sub-fund is created during this five-year period, it shall bear the costs of creating the SICAV that have not yet been amortised, and on a pro rata basis on its net assets. During the same five-year period and in return, the costs of establishing this new sub-fund will also be borne by the other sub-funds pro rata to the net assets of all the sub-funds. After this five-year period, specific costs of creating a new sub-fund will be fully amortised, from the time they appear on the assets of the sub-fund.

b. Management, performance and advisory fees

1) Management Company fee

In return for its services, the Management Company receives an annual fee from the SICAV for its own account. This annual fee is calculated at a rate of:

Sub-fund	Share classes	Rates
Madeleine – Mid Caps Flexible	EUR (cap)	Max. 0.70% per year
	EUR (dis)	Max. 0.70% per year
Madeleine – Mid Caps Euro	EUR-A	Max. 2.00% per year
	EUR-I	Max. 1.00% per year
Madeleine – Opportunities	D	Max. 1.80% per year
	C	Max. 1.80% per year
Madeleine – Europa One	R	Max. 1.80% per year
	I	Max. 1% per year
	N	Max. 1.80% per year

This fee is payable quarterly and is calculated on the basis of the sub-fund's average net assets during the quarter under review.

2) Performance fee

For each share class in the **Madeleine – Mid Caps Euro** sub-fund, the Management Company will receive, in their respective currency, a performance fee (variable management fees) equal to 10% of the outperformance of the class with respect to the benchmark index: EuroStoxx Small Net Total Return Index (SCXT Index in Bloomberg).

The net asset value ("NAV") of the class will be deemed to have outperformed the benchmark index if the increase in the NAV on the last Valuation Day of the financial year compared with the NAV on the last Valuation Day of the preceding financial year ("reference NAV") is greater than that of the benchmark index. If a negative performance is recorded a given financial year, this will be taken into account in the

sense that the reference NAV will be maintained. If necessary, this reference NAV will be retained until there is an outperformance of the NAV at the end of the financial year. The initial reference NAV will correspond to the initial subscription price.

This outperformance will be subject to a provision for variable management fees when calculating the NAV. In the case of underperformance between two NAVs, any previous provision will be readjusted via a reversal of provision. In the event of payment, provisions are reset at the end of each financial year.

The share of variable costs corresponding to redemptions is definitively allocated to the Management Company.

The method of calculating the performance fee is made available to the shareholders.

The performance fee is charged annually.

The Management Company of the SICAV, in accordance with the provisions of Article 28.2 of the above-mentioned Regulations, has established and maintains a robust written procedure defining the measures to be taken in the event that the reference index changes or ceases to be provided. A copy of this procedure may be obtained free of charge from the registered office of the SICAV or the Management Company.

The Board of Directors wishes to draw the attention of investors to the fact that this method of calculating the performance fee may lead to distortions between the changes in the net asset value per share of each class compared to the others.

3) Advisory fee

For the Madeleine - Europa One sub-fund, the Management Company has appointed Surperformance SAS as investment advisor (the "Advisor"). The Advisor provides the Management Company with recommendations, opinions and advice regarding the choice of investments and the selection of securities to be included in the portfolio of the Madeleine – Europa One sub-fund.

The Management Company of the SICAV has appointed the Advisor for its own account.

c. Custodian Bank and Paying Agent fee

Mid Caps Flexible sub-fund

In return for its services, the Custodian Bank receives an annual fee from the SICAV of 0.05% per year, and may be no less than EUR 10,000, per year. This minimum will only apply after the first 6 months following the conversion of Income Plus to Mid Caps Flexible.

This fee is payable on a quarterly basis and calculated based on average net assets in the relevant sub-fund during the quarter under review.

Mid Caps Euro, Opportunities and Europa One sub-funds

For its services, the Custodian Bank will receive an annual fee from the SICAV at the rate of:

- 0.08% per year of the net assets up to EUR 20 million,
- 0.07% per year of the net assets between EUR 20 million and EUR 40 million,
- 0.06% per year of the net assets in excess of EUR 40 million

with a minimum of EUR 10,000 per year and per sub-fund.

This fee is payable on a quarterly basis and calculated based on average net assets in the relevant sub-fund during the quarter under review.

d. Domiciliary Agent, Administrative Agent, Transfer Agent and Registrar fees

Domiciliary Agent

A fixed sum of EUR 7,500 per annum for the SICAV as a whole, payable on an annual basis.

Mid Caps Flexible, Opportunities and Europa One sub-funds

In return for its duties as Administrative Agent, Transfer Agent and Registrar for the SICAV, Degroof Petercam Asset Services S.A. will receive the following remuneration from the Management Company responsible for the sub-funds:

1) Administrative Agent

For the Mid Caps Flexible, Opportunities and Europa One sub-funds, a fixed sum of EUR 1,800 per month and per sub-fund, payable on a quarterly basis.

2) Transfer Agent and Registrar

For the Mid Caps Flexible, Opportunities and Europa One sub-funds, a fixed sum of EUR 30 per transaction (subscription/redemption/conversion) and a fixed sum of EUR 2,500 per annum and per sub-fund, payable on a quarterly basis.

Mid Caps Euro sub-fund

The remuneration of Degroof Petercam Asset Services S.A. for its duties as Administrative Agent and Transfer Agent and Registrar for the SICAV concerning the Mid Caps Euro sub-fund is 0.02% per annum, with a minimum of EUR 10,000, payable quarterly.

2. Other costs charged to the SICAV

The SICAV shall bear all other operating costs, including, without limitation, the costs of incorporation and further amendment to the Articles of Association and other incorporating documents, commissions and fees payable to paying agents, correspondents of the Custodian Bank and other agents and employees of the SICAV, as well as to permanent representatives of the SICAV in the countries where it is subject to registration, costs of legal representation and revision of the SICAV's annual accounts, promotion costs, printing and publication costs of share sales documents, printing costs for annual and interim financial reports, costs for holding meetings of shareholders and meetings of the Board of Directors, reasonable travel expenses of officers and directors, attendance fees, the costs of the registration declarations, all taxes and duties levied by government and supervisory authorities and by the stock exchanges, the costs of publishing the issue, redemption and conversion prices and any other operating expense including financial charges, banking charges and brokerage charges incurred at the time of the sale or purchase of assets or otherwise, and any other administration costs.

Costs and expenses that are not attributable to a particular sub-fund will be charged to the respective sub-funds in proportion to their respective net assets.

3. Costs related to the master-feeder structure

The Madeleine - Mid Caps Flexible sub-fund invests as a feeder sub-fund in the Madeleine - Mid Caps Euro sub-fund. The various remuneration or reimbursement of costs payable by the feeder sub-fund as a result of its investment in the master sub-fund are reflected in this Costs and Expenses section.

IX. FINANCIAL YEAR - MEETINGS

1. Financial Year

The financial year starts on 1 January and ends on 31 December of each year.

2. Meetings

The Annual General Meeting is held in Luxembourg at the registered office of the SICAV or at such other place as may be specified in the notice of meeting on the last Wednesday of April at 10:00 a.m.

If this day is not a Business Day in Luxembourg, the Annual General Meeting shall be held on the following Business Day.

The notice of the Annual General Meetings specifying the date, time, place, conditions of admission, agenda and requirements of Luxembourg law with regard to the necessary quorum and majority will be published and sent in accordance with Luxembourg law.

The shareholders of the class(es) of shares issued for a sub-fund may at any time hold General Meetings for the purpose of considering matters relating solely to that sub-fund.

In addition, the shareholders of the class/category of shares may at any time hold General Meetings for the purpose of considering matters relating solely to that class/category.

Resolutions taken at such meetings apply to the SICAV, the sub-fund and/or the class/category of shares concerned.

X. DISSOLUTION AND LIQUIDATION OF THE SICAV

1. General considerations

The SICAV may be dissolved on a voluntary basis or on a judicial basis.

The SICAV is, after its dissolution, deemed to exist for its liquidation. In case of voluntary liquidation, it is subject to the supervision of the CSSF.

The net product of the liquidation of each sub-fund and, if applicable, each class/category of shares, will be distributed by the liquidators to the shareholders in proportion to their quota of the net assets of the sub-fund or the class/category of shares from which the shares come, in accordance with the Articles of Association.

Liquidation proceeds which cannot be distributed to their beneficiaries within nine months of the decision to liquidate will be deposited with the Caisse de Consignation in Luxembourg in favour of their beneficiaries until the end of the legal prescription period.

2. Voluntary liquidation

Any voluntary liquidation will be carried out in accordance with the Law of 2010 and the Law of 1915, which define the procedure and the measures to be taken.

The SICAV may be wound up at any time by a decision of the General Meeting of Shareholders which shall issue its decision according to the conditions required for amendment of the Articles of Association.

In addition, if the Company's capital falls below two-thirds of the minimum capital, currently EURO 1,250,000, the Board of Directors must submit the question of dissolution of the SICAV to the General Meeting, which shall issue its decision without any conditions on attendance, according to the simple majority of the shares present or represented at the Meeting. If the capital falls to less than one-quarter of the minimum capital, the Board of Directors must submit the issue of the SICAV's dissolution to the General Meeting, which shall issue a decision without any conditions on attendance; the dissolution may be declared by shareholders owning one-quarter of the shares present or represented at the Meeting. The meeting must be called in such a way that it is held within forty days of the date on which it is ascertained that the net assets have fallen below two-thirds or one quarter of the minimum capital, as the case may be.

When the SICAV is dissolved, the liquidation shall be carried out by one or more liquidators who may be individuals or legal entities, previously approved by the CSSF and appointed by the General Meeting, which shall also determine their powers and fees.

3. Legal liquidation

Any legal liquidation will be carried out exclusively in accordance with the Law of 2010, which defines the procedure and the measures to be taken.

XI. LIQUIDATION AND MERGER OF SUB-FUNDS, CLASSES AND CATEGORIES OF SHARES

The Board of Directors may decide to liquidate a sub-fund, a class or a category of shares if its net assets are less than an amount below which the sub-fund, the class or category of shares can no longer be adequately managed, or if changes in the economic or political situation influence the sub-fund, the class or category of shares and would justify the liquidation, or as part of the rationalisation of the range of products offered to customers or when the Board of Directors intends to act in the interests of shareholders of the sub-fund.

The decision on liquidation will be notified to the shareholders of the sub-fund, the class or category of shares before the effective date of liquidation. The notification will indicate the reasons, and the liquidation procedure. In order to inform the shareholders concerned, notice of the decision to close the sub-fund, the class or the category of shares and details of the liquidation procedure will be published in the press. The notice will be published in one or more Luxembourg publications and in one or more national publications in the countries in which the shares are distributed.

Unless the Board of Directors decides otherwise in the interests of shareholders or to maintain equal treatment between them, holders of shares in the sub-fund, the class or the category of shares concerned may continue to apply for the redemption or conversion of their shares, free of charge, on the basis of the applicable net asset value, while taking into account the estimated liquidation fees. The SICAV will reimburse each shareholder proportionally to the number of shares they hold in the sub-fund, the class or the category of shares. Liquidation proceeds which cannot be distributed to their beneficiaries within nine months of the decision to liquidate the sub-fund, the class or category of shares will be deposited with the Caisse de Consignation in Luxembourg in favour of their beneficiaries until the end of the legal prescription period.

Under the same conditions as those set out above, the Board of Directors may decide to close a sub-fund, a class or category of shares by merging it with another of the SICAV's sub-funds, classes or categories. In addition, the Board of Directors may decide on such a merger if this is in the interests of the shareholders of the sub-funds, classes or categories of shares concerned. Such decision will be published in the manner set out above. The publication will contain information about the new sub-fund, the new class or the new category of shares. The publication will be made at least one month before the merger takes effect in order to allow shareholders to apply for the redemption or conversion of their shares, free of charge, before the transaction takes effect. At the end of this period, all remaining shareholders will be bound by the decision.

Under the same conditions as those set out above, the Board of Directors may decide to close a sub-fund, a class or a category of shares by transferring it to another collective investment undertaking incorporated under Luxembourg law and created in accordance with the provisions of the Law of 2010 or to a sub-fund, class or category of shares within such other collective investment undertaking governed by Luxembourg law. In addition, the Board of Directors may decide on such a transfer if this is in the interests of the shareholders of the sub-fund or class or category of shares concerned. Such decision will be published in the manner set out above. The publication will contain information about the undertaking for collective investment in question. The publication will be made at least one month before the transfer takes effect in order to allow shareholders to request redemption or conversion of their shares, free of charge, before the transfer to this undertaking for collective investment takes effect. At the end of this period, all remaining shareholders will be bound by the decision.

If the shares are transferred to a collective investment undertaking incorporated in the form of a fonds commun de placement (mutual fund) under Luxembourg law, the transfer will only be binding on the shareholders of the sub-fund, class or category of shares concerned if they expressly approve the transfer

by a unanimous vote of the shareholders of the sub-fund, class or category of shares concerned. If this condition is not met, only those shareholders voting in favour of the transfer will be bound by the decision. The remaining shareholders will be deemed to have requested redemption of their shares.

XII. INFORMATION – DOCUMENTS AVAILABLE

1. Information available

a. Publication of the net asset value

The net asset value of each class and/or category of shares of each sub-fund, the issue prices and redemption prices shall be made public on each Valuation Day at the registered office of the SICAV. The Board of Directors may subsequently decide to publish these net asset values in the newspapers of the countries in which the shares of the SICAV are offered or sold. They can also be obtained from the Management Company.

b. Financial notices

Financial notices will be published in a newspaper of the country in which the SICAV is marketed whenever such publication is required by law and the applicable regulations. With respect to the Grand Duchy of Luxembourg, financial notices may be published in the "Luxemburger Wort".

c. Periodic reports

Each year, the SICAV publishes a detailed report about its activities and the management of assets, including a balance sheet and profit and loss account expressed in Euros, a detailed breakdown of the assets in each sub-fund, and a report by the auditors.

After the end of each half-year, it will also publish a report including, the composition of the portfolio, the changes in the portfolio over the period, the number of shares in circulation and the number of shares issued and redeemed since the last publication.

The Board of Directors of the SICAV may decide to issue interim reports.

2. Documents available to the public

a. Documents available

In addition to the Prospectus, the subscription form, the KIIDs, the latest annual and half yearly reports published by the Company, copies of the Articles of Association of the Company may be obtained without charge during office hours, every day of the week (except Saturday, public holidays or bank holidays) from the head office of the Company at 12, Rue Eugène Ruppert, L-2453 Luxembourg.

Copies of the Prospectus, the KIIDs, the Articles of Association and the most recent annual and half-yearly reports may also be consulted on the following website: www.fundsquare.net.

Information about the procedure for the processing of investors' complaints, with a brief description of the strategy of the Management Company to determine when and how the voting rights tied to the instruments held in the portfolio of the Company are to be exercised can be found on the Management Company's website: <http://www.cholet-dupont-am.fr>.

b. Remuneration policy of the Management Company

In accordance with Directives 2009/65/EC and 2011/61/EU, the Management Company has established a remuneration policy for those categories of staff whose professional activities have a significant impact on the risk profile of the Management Company or of UCITS or AIFs.

The Management Company's remuneration policy is part of the overall remuneration policy of the Cholet Dupont Group.

The Board of Directors of Cholet Dupont S.A. adopts the general principles of the Cholet Dupont Group's remuneration policy.

All decisions relating to remuneration fall exclusively within the competence of the Cholet Dupont Group's Remuneration Committee. This committee is composed of:

- The President and Chief Executive Officer of Cholet Dupont SA,
- The Deputy Chief Executive Officer of Cholet Dupont SA and the Chairman and Chief Executive Officer of the Management Company,
- The Secretary General of Cholet Dupont SA.

This remuneration policy applies to the directors and portfolio managers of the Management Company.

The Management Company, with regard to its size, internal organisation, assets under management and the nature, scope and complexity of its activities, applies the principle of proportionality for all employees. As a result, the Management Company may not apply certain measures required by applicable regulations.

The remuneration policy is compatible with and promotes sound and effective risk management. In addition, the remuneration policy is consistent with the economic strategy, objectives, values and interests of the management company and the UCITS it manages and those of the investors in these UCITS.

The principles of variable remuneration within the Management Company are as follows: no incentive to take risks which may be detrimental to the funds and clients as well as to the company.

For some employees, a variable portion may be allocated on the basis of the results of the Cholet Dupont Group, the Management Company, and/or a percentage of the capital contributed and the turnover generated by the portfolios managed under mandate.

No manager benefits from variable remuneration linked to the performance of the UCIs under management.

The variable component of remuneration is also based on a number of other qualitative and quantitative factors, which are not linked to the performance of the UCIs under management. The remuneration policy contains an appropriate balance of fixed and variable remuneration components.

The risks of potential conflicts of interest arising for clients and the company by the concomitance of these activities are controlled by very strict procedures for selecting authorised products, monitoring portfolio turnover rates, compliance with the principles for preventing conflicts of interest, etc.

The managers may also benefit from the allocation of one-time bonuses, the amount of which is left to the discretion of the management line, based on qualitative criteria.

As a general rule, the amount of the variable remuneration of the portfolio managers does not exceed the

amount of the fixed remuneration in order to strike a balance between the two types of remuneration.

Cholet Dupont Asset Management's remuneration policy is available on the website <http://www.cholet-dupont-am.fr/informations-reglementaires.html> and is available free of charge on request at the registered office of the Management Company.

c. Internal rules of conduct

In accordance with Article 79 of the Law of 2010, the Management Company has put in place internal rules of conduct concerning the master-feeder structure between the Madeleine – Mid Caps Euro sub-fund and the Madeleine – Mid Caps Flexible sub-fund. The internal rules of conduct concern, in particular, the measures taken to limit conflicts of interest, risks, and compliance with procedures, in particular those relating to controls over the correct placing and execution of orders, and control over the calculation and validation of the NAV.

The rules of internal conduct of the Management Company are available, free-of-charge, on request from the registered office of the Management Company.

d. Subscription form

The subscription form can be obtained upon request, from the head office of the SICAV.

e. Official language

The official language of the Prospectus and the Articles of Association is French, however the Board of Directors of the SICAV and the Custodian Bank, the Administrative Agent, the Domiciliary Agent, the Transfer Agent and Registrar, and the Management Company may, on their own behalf and on behalf of the SICAV, consider translations into the languages in which the SICAV's shares are offered and sold to be obligatory. The French version shall prevail in the event of any discrepancy between the French text and any other language into which the Prospectus is translated.

f. INFORMATION FOR INVESTORS IN THE FEDERAL REPUBLIC OF GERMANY

For the following sub-funds of Madeleine no notification for distribution in the Federal Republic of Germany was submitted and shares in these sub-funds may NOT be offered to investors within the scope of the German investment law. As a consequence, the following sub-funds are NOT available to investors in Germany:

- **Mid Caps Euro**
- **Mid Caps Flexible**
- **Opportunities**

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D-20095 Hamburg

is acting as the paying and information agent in Germany (the “German paying and information agent”).

Applications for the subscription, redemption and conversion of shares may be submitted to the German paying and information agent. All payments due to an investor may, on his demand, be settled via the German paying and information agent, including redemption proceeds and any distributions.

The Prospectus, the Key Investor Information Documents, the Articles of Association and the latest annual and semi-annual reports of the Company are available, free of charge, in paper format from the German paying and information agent. The net asset value per Share as well as issue and redemption prices of the Shares are also available there free of charge.

Publications of issue, conversion and redemption prices will be made in the Federal Republic of Germany on the following websites: www.fundsquare.net and <http://www.cholet-dupont-am.fr>

Any notices to investors are also available from the Paying and Information Agent and are published in the Federal Gazette (www.bundesanzeiger.de).

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

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