



**NEITHER BEAR NOR BULL
BUT CAMELEON**

DORVAL MANAGEURS EUROPE

PROSPECTUS

UCITS governed by Directive 2009/65/EC

Updated 30/12/2022

Management Company approved by the AMF [French Financial Markets Authority] under number GP 93-08 – SA with capital of **€303,025** – RCS Paris B 391 392 768

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DORVAL
ASSET MANAGEMENT
FLEXIBLE PAR CONVICTION

I. GENERAL FEATURES

1. Form of the UCITS

Mutual Fund (FCP)

2. Name

Dorval Manageurs Europe (the "Fund")

3. Legal form and Member State in which the UCITS was established

French Mutual Fund (FCP) established in France and governed by European Directive 2009/65/EC.

4. Inception date and expected term

The Fund was approved on 13 May 2011 by the French Financial Markets Authority, *Autorité des Marchés Financiers*. It was created on 30 June 2011 for a term of 99 years (ninety-nine years).

5. Fund overview

Units	Features					
	ISIN code	Distribution of income	Base currency	Target investors	Minimum subscription amount	Minimum subsequent subscription
R (C) unit	FR0011038785	Accumulation	EUR	Any subscriber	One thousandth of a unit	In thousandths of a unit
I (C) unit	FR0011059302	Accumulation	EUR	Any subscriber	EUR 50,000	In thousandths of a unit
N (C) unit	FR0013300225	Accumulation	EUR	Subscriptions in this unit are reserved for investors subscribing via distributors or intermediaries: <ul style="list-style-type: none"> are subject to national legislation prohibiting all retrocessions to distributors (e.g. in the United Kingdom or the Netherlands) Or <ul style="list-style-type: none"> Providing: <ul style="list-style-type: none"> An independent advisory service as defined by the European MiFID II regulations Individual portfolio management services under mandate and (or) non-independent advice when they are exclusively compensated by their clients. 	One thousandth of a unit	In thousandths of a unit
Q (C) unit	FR0013392248	Accumulation	EUR	Reserved for Dorval AM funds or Dorval AM employees	One thousandth of a unit	In thousandths of a unit

6. Address from which the Fund's regulations, the latest annual and interim reports and asset composition can be obtained:

The latest annual report and interim reports, the Fund regulations and the breakdown of the assets will be sent to unitholders within eight working days of receipt of a written request to:

Dorval Asset Management

1, rue de Gramont, 75002 Paris, France

Tel.: +33 (0) 1 44 69 90 44

Fax: +33 (0) 1 42 94 18 37

Email: Informations@dorval-am.com

The prospectus and the KID (Key Information Document) are also available at:

www.dorval-am.com

II. ADMINISTRATIVE AGENTS

1. Management Company

Dorval Asset Management, a public limited company (société anonyme), 1 rue de Gramont, 75002 PARIS, France, approved by the AMF on 14 June 1993 under the number 93-08.

2. Depositories and custodians

The depository is CACEIS Bank, a public limited company, 89-91 rue Gabriel Péri, 92 120 MONTROUGE, and a credit institution approved by the CECEI (now ACPR) on 1 April 2005.

As set out in the applicable Regulations, the depository's duties include custody of the assets, verifying that the Management Company's decisions are lawful, and monitoring UCITS cash flows.

The depository is independent of the Management Company.

The description of the delegated custodial duties, the list of custodians and sub-custodians of CACEIS Bank and information relating to conflicts of interest that may result from these delegations are available on the CACEIS website at www.caceis.com.

Updated information is available to investors upon request.

Supervision and management of conflicts of interest: potential conflicts of interest may be identified, in particular in the event that the Management Company has commercial relations with Caceis Bank other than those arising from its role as depository. In order to manage these situations, the Management Company has set up and regularly updates a conflict of interest management policy designed to prevent the conflicts of interest that may arise from these commercial relations. The aim of this policy is to identify and analyse potential conflict of interest situations and to manage and monitor these situations.

3. Statutory auditor

PricewaterhouseCoopers Audit

61-63 rue de Villiers, 92 200 NEUILLY-SUR-SEINE, France.

Signatory: Frédéric Sellam

4. Marketing agents

Dorval Asset Management, a public limited company, 1, rue de Gramont, 75002 Paris, France.

Natixis Investment Managers, a public limited company, 43 avenue Pierre Mendès France, 75013 Paris, France.

The Fund's units are listed on Euroclear. Accordingly, some marketing agents may not be appointed by or known to the Management Company.

5. Party responsible for accounting and administrative management

CACEIS Fund Administration, a public limited company, 89-91, rue Gabriel Péri, 92120 MONTRouGE, France.

The main duties of the party responsible for accounting is to provide, in France and abroad, services to support the management of financial assets, in particular the valuation and administrative and accounting management of the financial portfolios.

As such, Caceis Fund Administration has been appointed by the Management Company as delegated administrative and accounting manager for the valuation and accounting of the Fund. Caceis Fund Administration is responsible for valuing the assets, establishing the net asset value of the Fund and the periodic reports.

The Management Company has not identified any conflicts of interest that may arise from such arrangements.

6. Clearing house

CACEIS Bank, a public limited company, 89-91 rue Gabriel Péri, 92120 MONTRouGE, France.

The depositary is also responsible for the UCITS' liability accounting on behalf of the Management Company, which includes the clearing of unit subscription and redemption orders and managing the Fund's unit issue account.



III. OPERATING AND MANAGEMENT PROCEDURES

1. General characteristics

a. Characteristics of units

ISIN codes:

R units: FR0011038785

I unit: FR0011059302

N units: FR0013300225

Q units: FR0013392248

b. Rights associated with the share class

Each unitholder has co-ownership rights in the assets of the mutual fund in proportion to the number of units held.

c. Liability accounting

Liability accounting is provided by the depositary, CACEIS Bank. The units are administered by Euroclear France.

d. Voting rights

As this is a mutual investment fund, no voting rights are attached to the units; decisions are taken by the Management Company.

e. Type of unit

Units are issued to unitholders.

f. Possible fractions of units

Subscriptions and redemptions are permitted from the first thousandth of a unit.

g. Financial year-end

The financial year ends on the day of the last net asset value of the month of December.

h. Information on tax arrangements

The Fund is eligible for the French equity savings plan (*Plan d'Epargne en Actions* – PEA).

The Fund, by its nature, is not subject to taxation. However, unitholders may be taxed on any income distributed by the Fund or when they sell Fund units. The tax regime applicable to



amounts distributed by the Fund or unrealised or realised capital gains or losses will depend on the individual investor's tax situation, residence for tax purposes and/or the investment jurisdiction of the Fund.

Any investor who has questions about his or her tax situation should consult a financial advisor or a professional investment consultant. Some income distributed by the Fund to unitholders residing outside France may be subject to withholding tax in France.

2. Specific provisions

a. ISIN codes

R units: FR0011038785
I unit: FR0011059302
N units: FR0013300225
Q units: FR0013392248

b. Classification

Equities from European Union countries.

c. Management objective

With a time horizon of more than five years and based on a fundamental analysis of listed companies, the management objective is to outperform the MSCI Pan Euro index (Bloomberg Code MSDEPEUN Index), calculated with net dividends reinvested by investing primarily in European Union securities, in accordance with the PEA criteria and with an environmental, social, and governance (ESG) opportunities/risks approach.

d. Benchmark

The benchmark index is the MSCI PAN EURO NR index calculated with net dividends reinvested.

This benchmark allows the investor to gauge the performance and risk profile they can expect when investing in this Fund. However, the Fund's initial investment universe is not limited to the securities contained in the benchmark.

Investors' attention is drawn to the fact that the composition of the portfolio may differ from that of its benchmark index.

▪ Reminder regarding this benchmark:

The MSCI Pan Euro NR Index is a stock market benchmark index calculated as the weighted arithmetical average of floating caps of a sample of 200 European equities representative of the pan-European market. The equities that comprise the index are selected for their capitalisation



and liquidity. The MSCI Pan Euro NR Index is calculated and published by MSCI Barra. Calculation of the index incorporates net dividends reinvested. (Bloomberg code: MSDEPEUN Index).

URL: <https://www.msci.com/>

As at the date of this prospectus, MSCI Limited was not yet entered in the register of administrators and benchmark indices held by ESMA.

In accordance with Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016, the Management Company has a procedure for monitoring the benchmark indices that it uses, wherein the measures to be implemented in the event of a substantial change to an index, or of that index no longer being provided, are described.

The benchmark as defined by Regulation (EU) 2019/2088 (Article 2(22)) on sustainability-related disclosures in the financial services sector (the "SFDR Regulation") is not intended to be aligned with environmental or social ambitions such as those promoted by the Fund.

e. Investment strategy

▪ Strategies employed

The Fund uses active management within the framework of the Management Company's socially responsible investment (SRI) policy and seeks to outperform the benchmark. The Fund is SRI-labelled.

The initial investment universe is made up of equities that meet PEA criteria, i.e. chiefly European Union markets, rated on non-financial criteria using Dorval Asset Management's proprietary approach. The scope concerned is made up of issuers present in the MSCI database adjusted for securities with missing data (IVA sector, ISIN code, capitalisation) and excluding supranational securities, private companies and cooperatives. It is broken down into an investment scope (1,821 issuers) and an investable scope (1,446 issuers) after applying our exclusion management and controversy management policies and eliminating issuers whose environmental and/or social and/or governance rating and/or ESG summary rating is below the set minimum. The figures are as at 30/12/2022.

The Fund will not invest in securities issued on emerging markets.

The construction and management of the Fund combine a financial and non-financial approach and are based on:

1. An identification of investment themes considered to be promising, i.e. in line with major trends (macro-economic, societal and sustainable development challenges), as well as with the economic situation (valuation of asset classes, market dynamics and sectoral context)
2. A selection of securities within these investment themes, supplemented by securities selected for their own interest; in both cases and a fortiori for the second, the



securities held in the portfolio meet the criteria defined by the Management Company, shown below

3. An allocation of these securities in the portfolio, based on a proprietary rating methodology established using these same criteria, also described below

An analysis of the sector and geographical balance, or even the orientation of the "management styles" of the Fund's investments is carried out, without however supervising the construction of the portfolio. Similarly, due to the lack of sufficient investments that meet these criteria, the managers will be permitted not to fully invest in equities and may thus hold debt securities and/or cash accounting for up to 25% of the net assets.

Rating of securities combines three analyses, each based on a set of criteria:

1. A financial analysis
2. An non-financial analysis
3. An analysis of the "managers/companies" partnership

Each analysis is reviewed at least annually and is updated as necessary based on information and/or events relating to the life of the companies held in the portfolio.

The overall rating resulting from these three analyses is used to select securities and their weighting in the Fund's portfolio.

- The financial analysis

In financial terms, the managers focus their investments on securities whose market price does not, in their view, reflect the growth prospects and true value of the company. As a result, the securities selection methodology is based on a qualitative and quantitative analysis of past and prospective financial elements, based on the estimates of the management teams using the "GARP" ("growth at reasonable price") approach.

The main criteria taken into account in the financial analysis are (examples):

- Earnings growth
- "Price Earnings to Growth", i.e. the PER of the equity security in relation to expected earnings growth
- The enterprise value in relation to its earnings before interest and taxes (EBIT) and/or its earnings before interest, taxes, depreciation and amortisation (EBITDA)

On the basis of these criteria, a financial rating is assigned to each security, which allows their relative appreciation within the portfolio. This rating is one of the components of the final rating of each security held by the Fund.

- The non-financial analysis

Environmental, social and governance (ESG) criteria are directly integrated into the Fund's management process through an ESG rating for each security in the investment universe. The ESG rating provides the definition of the eligible investment universe and also serves as a second



component of the overall rating of securities in the construction/management phase of the portfolio.

To carry out these two steps, management teams and financial and non-financial analysts establish an ESG rating for each security. The ESG rating assigned to each issuer takes into account the challenges that appear to be most significant for the Management Company from among more than 30 ESG challenges, based on a set of qualitative and quantitative indicators. Each challenge is reviewed according to the particularities of the sector, geography and size of capitalisation. The main challenges at stake are (non-exhaustive):

- Environmental challenges:
 - Carbon emissions
 - Waste treatment
 - Water stress
 - Biodiversity and land management
 - Opportunities in green technologies and renewable energies
- Social challenges:
 - Work management
 - Employee safety management
 - Human capital management
 - Protection of personal data
 - Product quality
- Governance challenges:
 - Compliance with the basic principles of corporate governance (quality of the Board of Directors – diversity, independence, skills, representation –, alignment of interests with shareholders, capital structure, respect for minority shareholders, quality of financial reporting and accounting)
 - Anti-corruption efforts

The adopted approach is "Best-In-Universe", which consists in favouring companies with the best ratings from a non-financial point of view, irrespective of their industry. Since sectors that are generally considered to be the most virtuous will be more represented, this approach may create assumed sectoral biases.

Our methodology is partly based on basic data from external data providers¹. The data are not systematically checked for quality by the Management Company. Our methodology places Governance at the heart of ESG analysis, and can therefore minimise certain environmental or social risks/opportunities. The "Governance" pillar represents a minimum of 50% of the ESG score, which is derived from the proprietary SRI methodology of Dorval Asset Management.

The non-financial rating analysis rate is a minimum of 90% in terms of capitalisation of the net assets of the collective investment, excluding cash held on an ancillary basis.

¹ Detailed information on the data providers used is available in the Dorval Asset Management transparency code available at the following address: <https://www.dorval-am.com/investissement-responsable/notre-expertise-esg#Documentation-ESG>



The definition of the investment universe of eligible equity securities is based on compliance with the following non-financial key principles:

- Exclusion of companies that violate Dorval Asset Management's Exclusion Policy²
- The exclusion of companies with controversial practices (including non-compliance with the UN Global Compact principles) in line with Dorval Asset Management's Controversy Management Policy³
- The exclusion of 20% of the investment universe is guaranteed by the exclusion of the lowest rated companies and those with an eliminatory rating on at least one of the pillars, according to the internal methodology developed by Dorval Asset Management

The non-financial rating (between 0 and 100, 100 being the best rating) is established on each of the three pillars, E (environmental challenges), S (social challenges) and G (governance challenges). Issuers with an environmental or social rating of less than 10 or a governance rating of less than 30 are excluded, as are all issuers with an overall non-financial rating of less than 40.

The selection of public issuers is based on internal methodology developed by Dorval Asset Management for sovereign issues⁴. Countries in the lowest ranking quintile are excluded from the initial investment universe.

The 10% of assets (excluding cash) that may not be subject to SRI analysis correspond, on the one hand, to UCIs managed by entities other than Dorval Asset Management and for which there may be a disparity in the ESG/SRI approaches assumed and, on the other hand, to transitorily unrated securities. The Fund may indeed invest in issuers that could, on a temporary basis, not be rated, in particular in the context of an IPO.

The adopted approach must also enable a better result to be obtained than the investment universe of the eligible securities on the following two ESG intensity indicators:

- **Integration of CSR criteria into executive compensation:** percentage of companies that have integrated non-financial criteria into executives' compensation, weighted according to the size of the companies within the scope of study.
- **Signatory of the UN Global Compact:** the percentage of companies that have signed the UN Global Compact weighted by the weight of the companies within the scope of study.

At the same time, the Fund's non-financial performance will be assessed through the publication of other environmental as well as social and governance indicators such as (evolving and non-exhaustive list):

² Dorval Asset Management's exclusion policy can be found at:

<https://www.dorval-am.com/investissement-responsable/notre-expertise-esg#Documentation-ESG>

³ Dorval Asset Management's controversy management policy can be found at:

<https://www.dorval-am.com/investissement-responsable/notre-expertise-esg#Documentation-ESG>

⁴ See section "VI. Taking on board ESG dimensions" of Dorval Asset Management's SRI policy (<https://www.dorval-am.com/investissement-responsable/notre-expertise-esg#Documentation-ESG>)



- **ESG rating:** non-financial scoring according to internal methodology developed by Dorval Asset Management.
- **Carbon footprint (tCO₂e/€m of turnover):** quantity in tonnes of Scope 1⁵ and 2⁶ carbon emissions (direct emissions) per million euros of turnover, weighted according to the size of the companies within the scope of study. This indicator does not take into account Scope 3⁷ (indirect emissions).
- **Objective to reduce carbon emissions:** percentage of companies that have a quantitative and explicit objective to reduce carbon emissions, weighted according to the size of the companies within the scope of study.
- **Diversity and inclusion:** percentage of companies that have taken action to foster diversity within their workforce, weighted according to the size of the companies within the scope of study.
- **Director independence:** percentage of members of the Board of Directors who meet the MSCI director independence criteria, weighted according to the size of the companies within the scope of study.

- Analysis of the "managers/companies" partnership

Lastly, the selection of securities in the portfolio is based on an analysis of the qualitative and quantitative criteria relating to the manager, the management team and the governance bodies. The Management Company has defined four main manager profiles: "the successors", "the fly-ins", "the builders", and "the heirs":

- "Successors": these executives started their career in the company they manage today. In most cases, they have more than 10 years' experience in the company in a management position in an international context
- "Fly-ins": they were given authority during a crisis; these managers are the heads of a pool of companies in turnaround situations
- "Builders": genuine niche developers, they have the ability to identify one or several long-term growth opportunities
- "Heirs": they have a family link with the Builder and take on the operational management of the company. They often start out with a poor image which is not always justified and are often assisted in their initiatives by an experienced manager

The assessment method for executives is based on the analysis of their professional experience, their managerial profile and through regular direct contact. The managers assess the executives using five criteria that measure their intrinsic qualities as well as their ability to deliver a growth surplus over time. The criteria are based on two concepts: qualities of a "developer" and qualities of a "manager".

⁵ Scope 1 emissions are emissions generated directly by the company and its activities

⁶ Scope 2 emissions are emissions generated indirectly by the company as a result of its energy consumption

⁷ Scope 3 emissions are emissions generated indirectly during the various stages of the product's life cycle (supply, transport, use, end of life etc.)



The list of assessment criteria according to the "developer" and "manager" type is show below:

Qualities of a "Developer"	Qualities of a "Manager"
Business skills/experience and contact network/knowledge of the competitive environment	Charisma/ability to gain support from others/track record
	Ability to deliver/margin culture
Control of growth	Participation in the capital/convergence of interests

The "Managers" rating is the third component of the final rating of each security held by the Fund.

- Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector (the "Disclosure Regulation")

As a financial market participant, the Management Company of the Fund is subject to Regulation (EU) 2019/2088 of 27 November 2019 on sustainability-related disclosures in the financial services sector (the "Disclosure Regulation"). This Regulation establishes harmonised rules for financial market participants relating to the transparency of the integration of sustainability risks (Article 6 of the Regulation), negative impacts in terms of sustainability, promotion of environmental or social characteristics in the investment process (Article 8 of the Regulation) and sustainable investment objectives (Article 9 of the Regulation).

The Fund is classified as "Article 8" according to this classification.

- Information about the Management Company's consideration of the principal adverse impacts of investment decisions on sustainability factors

The principal adverse impacts of the Management Company's investment decisions on sustainability factors as defined in Article 7 of Regulation 2019/2088 on sustainability-related disclosures in the financial services sector (the "Disclosure Regulation" or "SFDR"), i.e. environmental, social and employee matters, respect for human rights and anti-corruption and anti-bribery matters, are taken into account.

Moreover, the ESG issues taken into account in the investment process are detailed in the investment policy of this prospectus. Details of the Management Company's ESG commitments can be found in the responsible investment policies available on its website: <https://www.dorval-am.com/investissement-responsable/notre-expertise-esg#Documentation-ESG>

Details of the pre-contractual information on environmental or social characteristics are available in the annex.

- Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088 (the "Taxonomy Regulation"):

Regulation (EU) 2020/852—the "Taxonomy Regulation"—establishes the criteria that determine whether an economic activity qualifies as environmentally "sustainable" in the European Union.



According to this Regulation, an activity can be considered "sustainable" if it makes a substantial contribution to one of the six environmental objectives established by this Regulation such as climate change mitigation and adaptation, pollution prevention and control, and the protection and restoration of biodiversity and ecosystems.

In addition, this economic activity must "do no significant harm" (the DNSH principle) to any of the other five objectives of the Taxonomy Regulation. It must also comply with the human and social rights guaranteed under international law (in line with the guiding principles of the OECD and United Nations for business and human rights) and with the technical screening criteria established by the European Commission.

The process for selecting the Fund's underlying investments is not based on the EU criteria set out in the Taxonomy Regulation for environmentally sustainable economic activities. However, in the future, Dorval AM's ESG policy may result in the Fund holding investments that meet these criteria and are therefore deemed as "sustainable".

The "do no significant harm" principle, as defined in Regulation (EU) 2020/852, does not apply to the underlying investments of this financial product.

At this stage, the Fund does not commit to invest in a minimum proportion of investments in economic activities that are considered environmentally sustainable within the meaning of the Taxonomy Regulation and that contribute to the environmental objectives of the Taxonomy.

SFDR classification	Minimum proportion of sustainable investments as defined by SFDR excluding cash and hedging derivatives	To what extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?			Does this financial product take into account the principal adverse impacts on sustainability factors?
		Minimum percentage of investments aligned with the EU taxonomy	Minimum share of investments in transitional activities	Minimum share of investments in enabling activities	
Article 8	40%	0%	0%	0%	Yes

- Description of the assets used (excluding derivatives)

The allocation is distributed between:

- Equities from European Union countries within a range of 75% to 130%, including a minimum exposure to equities from European Union countries of 60%.
- Money market instruments and debt securities within a range of 0% to 25%.

- Shares or equity securities and similar securities:

As the Fund is eligible for the PEA, at least 75% of its assets are permanently invested in securities eligible for the PEA or French UCITS that invest at least 75% of their assets in securities eligible for the PEA.

The Fund undertakes to comply with a minimum exposure level of 60% in European Union equities.



The Fund may be exposed to currency risk on European Union currencies other than the euro. Beyond the threshold of 75%, the Fund may invest in currencies other than those within the European Union, but exposure to currency risk for currencies outside the European Union will be hedged so as never to exceed 10%.

Any warrants or rights held as a result of transactions affecting the securities in the portfolio are authorised, as the Fund does not intend to acquire such assets directly.

- Debt securities:

Securities with a minimum Investment Grade rating (BBB-). The Management Company relies on its teams and its own methodology for the appraisal of credit risk. The securities comprising the portfolio must satisfy rating constraints as described below: Standard & Poor's rating or equivalent.

The Fund is permitted to invest in all bond categories, specifically:

- Borrowings issued or guaranteed by an OECD member state, by local authorities of a European Union member state or one that is party to the agreement on the European Economic Area, or by a public international organisation to which one or more European Union member states or states party to the agreement on the European Economic Area belong, or securities issued by CADES (the French social security debt repayment fund).
- Mortgage bonds,
- Public sector or semi-public sector borrowing,
- Private sector borrowing.

In the event that an issuer's rating is downgraded to below BBB- or equivalent, the position will be sold off.

- Shares or units of other UCITS or investment funds:

The Fund may hold up to 10% of its assets in French UCITS, European UCITS in accordance with Directive 2009/65/EC and AIFs authorised for marketing in France.

Investments in equity UCIs will be made in UCIs investing in securities of listed companies of all capitalisations, primarily in the European Union. The UCI classes are as follows:

- "Equities";
- "Mixed fund" (according to the ECB classification);
- "Bonds and other debt securities denominated in euros";
- "Money market" and/or "short-term variable net asset value and money market".



UCITS under French law*	X
UCITS under European law*	X
Retail investment funds under French law*	X
Professional investment funds under French law in compliance with the common law governing cash borrowings (not over 10%), counterparty risk, overall risk (not over 100%) and limiting the reuse of collateral to 100%*	
AIFs under European law or investment funds under foreign law that are the subject of a bilateral agreement between the AMF and the fund's oversight authority and if information exchange arrangements have been set up reporting the management of assets on behalf of third parties*	
Collective investments under French law or AIFs under European law or investment funds under foreign law satisfying the conditions in Article R 214-13 of the French Monetary and Financial Code*	
Investment funds under European or foreign law satisfying the criteria in the General Regulations of the French financial markets authority (article 412-2-2 of the AMF General Regulations)	
Feeder UCITS or AIFs	
Funds of funds (UCITS or AIF) under French or European law holding more than 10% in UCIs	
Professional investment funds not satisfying the common law criteria above	
Professional specialised investment funds	
Capital investment funds (including risk funds, managed futures funds, private investment funds) and professional capital investment funds	
Real estate funds (OPCI, OPPCI) and similar structures under equivalent foreign law	
Alternative funds of funds	

* These UCITS/AIFs/Funds may not themselves hold more than 10% of their assets in UCITS/AIFs/Funds.

The manager will use these UCIs to meet special investment needs for which they do not have sufficient expertise and competence (sector or specific geographic zone, rate products etc.). These UCIs will be selected on the basis of their performance history and the rating assigned to them.

The UCIs and funds held by the Fund may be managed by Dorval Asset Management or one of the management companies of the BPCE group; in the latter case, diverging ESG/SRI approaches may be adopted.

- Financial derivative instruments:

Based on the managers' market expectations of the direction of the equity markets, in order to leverage or protect performance, the Fund may use Futures or Options exclusively traded on organised or regulated markets. The Fund may be overexposed, subject to a limit of 130%.

The Fund will not use total return swaps.

The Fund will not be subject to counterparty risk.



Type of instruments used	MARKET TYPE			RISK TYPE					OPERATION TYPE			
	Admission to regulated markets	Organised markets	Over-the-counter markets	Equities	Interest rate	Foreign exchange	Credit	Other risk(s)	Hedging	Exposure	Transfer	Other strategy(-ies)
Futures on												
Equities	X	X		X					X	X		
Interest rate	X	X			X				X	X		
Foreign exchange	X	X				X			X	X		
Indexes	X	X		X	X	X			X	X		
Options on												
Equities	X	X		X					X	X		
Interest rate	X	X			X				X	X		
Foreign exchange	X	X				X			X	X		
Indexes	X	X		X	X	X			X	X		
Swaps												
Equities												
Interest rate												
Foreign exchange												
Indexes												
Foreign exchange forwards												
Currency(-ies)												
Credit derivatives												
Credit default swaps (CDS)												
First-to-default												
First-loss credit default swaps												



- Securities with embedded derivatives and utilisation strategy (certificates, subscription warrants etc.):
On a temporary basis only, if the stocks held issue this type of instrument.

Type of instruments used	RISK TYPE					OPERATION TYPE			
	Equities	Interest rate	Foreign exchange	Credit	Other risk(s)	Hedging	Exposure	Transfer	Other strategy(-ies)
Warrants on									
Equities									
Interest rate									
Foreign exchange									
Indexes									
Subscription warrants									
Equities	X					X	X		
Interest rate									
Equity link									
Convertible bonds									
Exchangeable bonds									
Convertible bonds	X	X	X	X	X	X	X		
Contingent convertible bonds	X	X	X	X	X	X	X		
Callable interest rate products									
Puttable interest rate products									
Structured EMTNs/MTNs									
Structured MTNs									
Structured EMTNs									
Credit-linked notes (CLN)									
Other (to be specified)									

- Deposits:
The Fund may use deposits subject to a limit of 20% of its assets with the same credit institution to ensure liquidity to Fund unitholders and to take advantage of market opportunities.



- **Cash borrowings:**
Cash borrowings may not represent more than 10% of the assets and serve, occasionally, to ensure liquidity for holders wishing to redeem their units without penalising the overall management of assets.
- **Temporary purchase and sale of securities:**
None.
- **Contracts constituting collateral:**
None.
- **Leverage:**
The Fund may expose between 100% and 130% of its assets, representing leverage of 1.3.

f. Risk profile

Your money will be mainly invested in financial instruments selected by the Management Company. The Fund's risk profile is compatible with an investment horizon of more than five years. These instruments will be subject to the trends and fluctuations of the financial markets of the eurozone.

The risks to which unitholders are exposed through the Fund are primarily as follows:

- **Capital risk:**
The Fund is managed on a discretionary basis, and does not benefit from any guarantee or protection for the capital invested. A capital loss occurs when a unit is sold at a price that is lower than its purchase price.
- **Equity risk:**
The Fund's net asset value may vary upwards or downwards, given that a large proportion of the portfolio is invested in equity markets. Due to its management strategy, the Fund is exposed in particular to small- and mid-cap companies which, as a result of their specific characteristics, may have a liquidity risk due to the potentially illiquid nature of their market and fall further than large caps in periods of stress.
- **Currency risk:**
The currency risk is related to exposure, via investments and by trades in futures and options, in a currency other than that of the Fund's valuation. Currency fluctuations with respect to the euro may have a positive or negative effect on the Fund's net asset value.
- **Risk linked to the use of derivatives:**
The use of derivatives on organised markets may expose the net asset value to variations due to fluctuations in the markets for the underlying assets.



- Interest rate risk:

Interest rate risk results in a decrease in the net asset value in the event of changes in interest rates. When the modified duration of the portfolio is positive, an increase in interest rates may lead to a fall in the value of the Fund. When the modified duration is negative, a fall in interest rates may lead to a fall in the value of the Fund.

- Credit risk:

Credit risk is the risk that an issuer cannot meet its commitments. In the event of a deterioration in the quality of the issuers, such as their rating by the financial rating agencies, the value of the bonds may fall and cause the Fund's net asset value to fall.

- Sustainability risk

This Fund is subject to sustainability risks as defined in Article 2(22) of Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector (the "SFDR"), for any environmental, social or governance-related event or situation which, if it occurs, could have a significant real or potential negative impact on the value of the investment. The Fund's investment process includes the ESG approach outlined above in order to incorporate sustainability risks into the investment decision or process. The sustainability risk management policy is available on the Management Company's website.

g. Target subscribers and typical investor profile

The units of this Fund have not been registered under the US Securities Act of 1933. Therefore, they may not be offered or sold, directly or indirectly, for the profit of or on behalf of a "US Person", as defined in the US "Regulation S". Furthermore, the units of this Fund may also not be offered or sold, directly or indirectly, to "US persons" and/or to any entities held by one or more "US persons" as defined by the US Foreign Accounting Tax Compliance Act (FATCA).

Taking into account the provisions of Council Regulation (EU) No. 833/2014, subscription to units of this Fund is prohibited for any Russian or Belarusian national, for any natural person residing in Russia or Belarus, and for any legal person, entity or body incorporated in Russia or Belarus, except for nationals of a member state or any natural person holding a temporary or permanent residence permit in a member state.

Apart from these exceptions, the units of the Fund are defined as:

- I and R units: any subscriber.
- N units: subscriptions of this unit are reserved for investors subscribing via distributors or intermediaries:
 - Subject to national legislation prohibiting any retrocession to distributors (e.g. in the United Kingdom or the Netherlands)
Or
 - Providing:



- An independent advisory service as defined by the European MiFID II regulation Individual portfolio management services under mandate.
 - And (or) Non-independent advice when they are exclusively compensated by their clients.
- Q unit: reserved for Dorval Asset Management funds or employees of Dorval Asset Management.

The Fund is aimed in particular at subscribers wishing to make an investment directed towards European Union equities, possibly within the framework of the PEA. The Fund may be eligible for unit-linked life insurance policies.

The appropriate amount to invest in this Fund depends on each investor's personal situation. To determine this amount, it is appropriate to take into account his or her personal assets, current and future financial needs over the recommended investment period, and the extent to which he or she is prepared to take risks.

Investors are strongly advised to seek professional advice in order to diversify their investments and determine the proportion of their financial portfolio or assets to be invested in this Fund. Investors are also advised to diversify their investments sufficiently to avoid being exposed exclusively to the risks of one Fund.

h. Recommended minimum investment period

Over 5 years.

i. Determination and allocation of revenues

The net income for the financial year is equal to the amount of interest, arrears, dividends, premiums and share-outs, directors' fees and all income generated by the securities held in the portfolio of the Fund, plus income generated by temporary cash holdings, less management fees and borrowing costs.

Distributable income corresponds to net income for the period plus retained earnings, plus or minus the balance of any accrued income or deferred expenses for the last financial year.

Distributable sums are fully accumulated each year, with the exception of those subject by law to compulsory distribution.

- R units: Accumulation
- I unit: Accumulation
- N units: Accumulation
- Q units: Accumulation

j. Characteristics of units

Initial net asset value:

- R units: EUR 100
- I unit: EUR 10,000
- N units: EUR 100
- Q units: EUR 100

Units are denominated in euro. They may be decimalised in thousandths of a unit.

Minimum initial subscription:

- R unit: one thousandth of a unit
- I unit: EUR 50,000
- N unit: one thousandth of a unit
- Q unit: one thousandth of a unit

Minimum subsequent subscription amount: one thousandth of a unit

k. Subscription and redemption procedures

Orders are executed in accordance with the table below:

D	D	D: NAV calculation day	D+1 business days	D+2 business days	D+2 business days
Clearing of subscription ¹ orders before 1:00 p.m.	Clearing of redemption ¹ orders before 1:00 p.m.	Execution of the order on D at the latest	Publication of the net asset value	Settlement of subscriptions	Settlement of redemptions

¹Unless a specific deadline has been agreed with your financial institution

Investors are reminded that, when sending instructions to marketing agents other than the organisations indicated above, they must take into account that the cut-off time for clearing imposed by CACEIS Bank applies to these marketing agents. As a result, these marketing agents may apply their own cut-off time, which is earlier than the cut-off time mentioned above, so as to allow them to meet their order transmission deadline with CACEIS Bank.

l. Date and frequency of calculation of the net asset value

The net asset value is calculated every day except for public holidays in France, even if the Paris stock market is open. In this case, as well as in the event that the Paris stock market is closed, it is calculated on the next working day.

It is calculated based on the last known net asset values for UCIs and, for other securities, based on the last price listed.

It may be obtained from the Management Company and the depositary on the next working day after the calculation day.



m. Fees and commissions

- Subscription and redemption fees:

Subscription and redemption fees increase the subscription price paid by the investor or reduce the redemption price. The fees charged by the Fund serve to offset the charges it incurs when investing and divesting investors' holdings. Remaining fees are paid back to the Management Company.

Fees charged to the investor, payable at the time of subscription or redemption	Base	R Unit Rate Scale	I Unit Rate Scale	N Unit Rate Scale	Q Unit Rate Scale
Subscription fee not accruing to the Fund	Net asset value x Number of units	2% (max.) inc. tax	2% (max.) inc. tax	2% (max.) inc. tax	5% (max.) inc. tax
Subscription fee retained by the Fund	Net asset value x Number of units	Zero	Zero	Zero	Zero
Redemption fee not accruing to the Fund	Net asset value x Number of units	Zero	Zero	Zero	Zero
Redemption fee retained by the Fund	Net asset value x Number of units	Zero	Zero	Zero	Zero

- Operating and management fees:

These fees cover all the charges invoiced directly to the Fund, excluding transaction charges. Transaction charges include intermediary fees (e.g. brokerage fees, stock market taxes etc.) and the transaction fee, if any, that may be charged, particularly by the depositary and the Management Company.

The following may be charged in addition to the operating and management fees:

- Performance fees. These reward the Management Company when the Fund exceeds its targets. They are therefore charged to the Fund;
- Transfer fees charged to the Fund.



Fees charged to the UCITS	Base	Rate Scale R Unit	Rate Scale I Unit	Rate Scale N Unit	Rate Scale Q Unit
Financial management fees	Net assets	1.80% (max.) inc. tax	0.90% (max.) inc. tax	1.50% (max.) inc. tax	0.10% (max.) inc. tax
Operating expenses and other services*	Net assets	0.20% incl. tax**	0.20% incl. tax**	0.20% incl. tax**	0.20% incl. tax**
Transaction fee accruing to the custodian	Deducted from each transaction or operation	None			
Transaction fee levied by the Management Company		None			
Performance fee	Net assets	20% of the positive outperformance above the performance of its benchmark index, when it is established			None

* Operating expenses and other services are as follows: fund registration and listing fees, client and distributor information fees, data fees, custodian fees, legal fees, audit fees, tax fees etc., fees related to regulatory compliance and regulatory reporting.

** This rate may be levied even if the actual costs are lower. Any breach of this rate is borne by the Management Company.

Research costs within the meaning of Article 314-21 of the AMF's General Regulations may be charged to the UCITS, where these costs are not paid out of the Management Company's own resources.

▪ Model for calculating the performance fee for R, I and N units:

The performance fee applicable to a particular unit class is calculated according to an "indexed asset" approach, i.e. a comparison of the Fund's valued assets and its reference assets that serves as the basis for calculating the performance fee.

- The Fund's valued assets are the portion of the assets corresponding to a specific unit class valued in accordance with the rules applicable to the assets and taking into account the actual operating and management fees corresponding to this unit.
- The Fund's reference assets are the assets recorded on the start date of the reference period, adjusted to take into account the same amounts of subscriptions/redemptions applicable to this unit class at each valuation and valued in accordance with the performance of the reference index of the Fund.

The reference index used to calculate the performance fee is the MSCI PAN EURO NR index with net dividends reinvested. It is denominated in euros.



- Performance reference period:

The reference period corresponds to the period during which the performance of the Fund is measured and compared to that of the reference index. It is capped at five years. The Management Company shall ensure that, over a performance period of a maximum of five (5) years, any underperformance of the Fund in relation to the benchmark index is offset before performance fees become payable.

The start date of the reference period and starting value of the performance reference assets will be reset:

- At the end of the previous financial year if performance fees have been charged for that year;
- Or, failing that, when underperformance is not offset and ceases to be relevant as the five-year period elapses.

For information purposes, the start date of the five-year performance reference period begins on 1 January 2022.

- Definition of the observation period and crystallisation frequency:

- The observation period corresponds to the financial year, running from 1 January to 31 December.
- The crystallisation frequency is the frequency at which a provisioned amount is considered definitive and payable.

The performance fee is crystallised (paid) once a year at the end of each financial year according to the calculation methods described below:

- If, during the observation period, the Fund's valued assets are higher than the reference assets above, the variable portion of the management fees will represent up to 20% inclusive of tax of the difference between these two assets.
- If, during the observation period, the Fund's valued assets are higher than the reference assets above, the variable portion of the management fees will represent up to 20% inclusive of tax of the difference between these two assets, provided that:
 - Deduction of the performance fee does not cause a reduction in the Fund's net asset value; and
 - After the performance fee has been deducted, the Fund's net performance for the year in which the deduction is made does not fall below that of its benchmark index for the same year.
- If, over the observation period, the Fund's valued assets are lower than the reference assets, the variable portion of the management fees will be zero.
- If, during the observation period, the Fund's valued assets are higher than the reference assets, this difference will be subject to a provision for variable management fees at the time of the net asset value calculation.
- If the opposite is true, any provision made previously will be reduced accordingly.



- Reversals must not exceed previous allocations.

This performance fee will only be collected at the end of the accounting period if, over the elapsed period, the Fund's valued assets are greater than the reference assets at the time of the final net asset value for the reference period.

However, the performance fee will be collected only if the Fund outperforms the benchmark index over the reference period and has recorded a positive performance over its financial year.

In the event of redemption, the portion of the provision corresponding to the number of shares redeemed is permanently retained by the Management Company.

- Summary of the different cases where the performance fee is or is not charged:

Case	Performance of the Fund	Performance of the index	Configuration	Performance fee charged?
No. 1	Positive	Positive	The Fund outperforms its index over the reference period (Fund performance > Index performance)	YES
No. 2	Positive	Negative		YES
No. 3	Negative	Negative		NO
No. 4	Positive	Positive	The Fund underperforms its index over the reference period (Fund performance < Index performance)	NO
No. 5	Negative	Positive		NO
No. 6	Negative	Negative		NO

- Examples of calculating and charging a 20% performance fee:

Year No. (year-end date)	Performance of the Fund's assets at year-end	Performance of the reference assets at year-end	Underperformance recorded	Underperformance/ Compensation to be carried over to the following year	Payment of performance fee	Comments
31 December of Year 1	10%	5%	Performance of +5% Calculation: 10% - 5%	X	Yes (5% x 20%)	End of the 1st reference period
31 December of Year 2	5%	5%	Net performance of 0% Calculation: 5% - 5%	X	No	
31 December of Year 3	3%	8%	Underperformance of -5% Calculation: 3% - 8%	-5%	No	Underperformance to be compensated for by Year 7
31 December of Year 4	4%	1%	Performance of +3% Calculation: 4% - 1%	-2% (-5% + 3%)	No	
31 December of Year 5	8%	0%	Performance of +8% Calculation: 8% - 0%	6% (-2% + 8%)	Yes (6% x 20%)	Underperformance from Year 3 rectified — end of the 2nd reference period
31 December of Year 6	-1%	-10%	Performance of +9% Calculation: -1% - (-10%)	+9%	No	



31 December of Year 7	4%	+3%	Performance of +1% Calculation: 4% - 3%	+10% (+1% in Year 7 +9% in Year 6)	Yes (10% x 20%) but capped at 1% so that the net performance of the Fund in Year 7 is at least equal to the performance of the Year 7 index (+3%)	Net performance in Year 7 (+3%=+4%- 20% x 10%-1%) is positive and at least equals the Year 7 performance of the index (+3%) — end of the 3rd reference period
31 December of Year 8	-10%	+0%	Underperformance of -10% Calculation: -10% - 0%	-10%	No	Underperformance to be compensated for by Year 12
31 December of Year 9	-1%	-3%	Performance of 2% Calculation: -1% - (-3%)	-8% (-10% + 2%)	No	
31 December of Year 10	-5%	-7%	Performance of +2% Calculation: -5% - (-7%)	-6% (-8% + 2%)	No	
31 December of Year 11	0%	-2%	Performance of +2% Calculation: 0% - (-2%)	-4% (-6% + 2%)	No	
31 December of Year 12	1%	1%	Net performance of +0% Calculation: 1% - 1%	-4% (-4% + 0%)	No	The underperformance (-10%) from Year 8 was not offset for (- 4%) at the end of the five-year period. It is therefore discarded — end of the 4th reference period
31 December of Year 13	4%	2%	Performance of +2% Calculation: 4% - 2%	No	Yes (2% x 20%)	End of the 5th reference period
31 December of Year 14	1%	7%	Underperformance of -6% Calculation: 1% - 7%	-6%	No	Underperformance to be compensated for by Year 18
31 December of Year 15	7%	4%	Performance of +3% Calculation: 7% - 4%	-3% (-6% + 3%)	No	
31 December of Year 16	6%	4%	Performance of +2% Calculation: 6% - 4%	-1% (-3% + 2%)	No	
31 December of Year 17	2%	2%	Net performance of 0% Calculation: 2% - 2%	-1% (-1% + 0%)	No	
31 December of Year 18	4%	3%	Performance of +1% Calculation: 4% - 3%	0% (-1% + +1%)	No	The residual underperformance (-6%) from Year 14 was offset at the end of the five-year period. During this period, with the performance of the Fund equal to that of the index, no performance fee has been paid —



- Commission in kind

Dorval Asset Management does not collect, either on its own behalf or on behalf of third parties, any commission in kind as defined in the General Regulations of the Autorité des Marchés Financiers. Investors are invited to refer to the Fund's annual report for further information.

- Selection of intermediaries

We have a rigorous selection process for brokers and financial intermediaries. They are selected from among reputable financial intermediaries on the basis of multiple criteria related to the provision of research services (fundamental financial analysis, company information, value added by partners, solid basis for recommendations etc.) or execution services (access to market information, transaction costs, execution prices, good transaction settlement practices etc.). Investors are invited to refer to the Fund's annual report for further information. The financial intermediary selection procedure is available on Dorval Asset Management's website at http://www.dorval-am.com/fr_FR/informations-reglementaires.

IV. COMMERCIAL INFORMATION

- Circulation of Fund information:

The latest annual report and the composition of assets will be sent to unitholders within eight business days of receipt of a written request addressed to: Dorval Asset Management, 1, rue de Gramont, 75002 Paris, France.

The information relating to environmental, social and governance (ESG) criteria taken into account by the Management Company for its range of funds is available on the website www.dorval-am.com, and is included in the annual report of funds that take these criteria into account.

The AMF's website www.amf-france.org contains additional information on the list of regulatory documents and all the provisions relating to investor protection.

All subscription and redemption requests relating to the Fund are centralised by the depositary under the authority of the Management Company: CACEIS Bank, a public limited company, 89-91 rue Gabriel Péri, 92 120 MONTROUGE, France.

- Prospectus publication date: 30 December 2022

V. INVESTMENT RULES

The Fund is subject to the legal investment rules applicable to UCITS governed by European Directive 2009/65/EC investing up to 10% of their assets in units or shares of UCITS.

VI. OVERALL RISK

The overall risk ratio of this Fund is determined using the commitment method.

VII. ASSET VALUATION AND ACCOUNTING RULES

▪ **REVENUE RECOGNITION:**

The Fund records its revenue using the coupon received method.

▪ **RECOGNITION OF INVESTMENTS AND DIVESTMENTS IN THE PORTFOLIO:**

Investments and divestments in the Fund's portfolio are recognised excluding trading fees.

▪ **VALUATION METHODS:**

At each valuation, the Fund's assets are valued using the following principles:

- **Equities, bonds and equivalent listed securities (French and foreign securities):**
They are assessed at their stock market price. The stock market price used depends on the market where the security is listed:

- European listing markets: last market price of the day;
- Asian listing markets: last market price of the day;
- Australian listing markets: last market price of the day;
- North American listing markets: last market price of the previous day;
- South American listing markets: last market price of the previous day.

In the event that a security is not listed at approximately 2:00 p.m., the final stock market price of the previous day is used.

- **UCITS securities in the portfolio:**

Valuation is based on the last known net asset value.

- **Negotiable debt securities:**

- Negotiable debt securities with a residual maturity of less than three months at the time of acquisition, are valued on a straight-line basis
- Negotiable debt securities acquired with a residual maturity of more than three months are valued:

- At market value up to three months and one day prior to maturity
- The difference between the market value recorded three months and one day prior to maturity and the redemption value is calculated on a straight-line basis over the last three months.

- Rule concerning the market value selected:

- Securities with a maturity ranging between three months and one year:
 - Negotiable debt securities traded in large volumes: an actuarial method is applied and the rate of return used is that recorded every day on the market.
 - Other negotiable debt securities: a proportional method is applied and the rate of return used is the EURIBOR rate for



- Futures contracts are appraised at market value. It is equal to the price (or the estimate, if the transaction is carried out over the counter) multiplied by the number of contracts, multiplied by the par value.
- Options transactions are appraised at market value, which involves translating the option into its underlying equivalent. This translation consists of multiplying the number of options by a delta. The delta is calculated using a mathematical model (Black-Scholes model) with the following parameters: the price of the underlying option, the time to maturity, the short-term interest rate, the exercise price of the option and the volatility of the underlying option.
- Dividend swaps against changes in performance are shown at nominal value plus the valuation difference at the end of the financial year.
- Asset-backed or non-asset-backed swaps are recorded off balance sheet:
 - For swaps with a maturity of less than three months: at nominal value, plus or minus the interest differential
 - For swaps with a maturity exceeding three months:
 - Fixed rate/floating rate: valuation of the fixed-rate leg at market price
 - Floating rate/fixed rate: valuation of the floating-rate leg at market price

VIII. REMUNERATION

Details of the Management Company's remuneration policy are available at www.dorval-am.com.