



R-co Target 2024 High Yield
Open-ended investment fund (SICAV)
Prospectus

Updated on 18 July 2022



R-CO TARGET 2024 HIGH YIELD

I. General characteristics

I. 1 FORM OF THE UCITS:

Name	:	R-co Target 2024 High Yield
Legal form	:	Open-ended investment fund (SICAV) governed by French law
Date of incorporation	:	27 November 2017
Intended lifetime	:	99 years
Fund overview	:	

Share classes	ISIN	Allocation of amounts available for distribution*	Currency of issue	Eligible investors	Minimum initial subscription amount***
C EUR	FR0013269412	Accumulation	EUR	All investors	EUR 2,500 Initial NAV: EUR 100
D EUR	FR0013269420	Distribution	EUR	All investors	EUR 2,500 Initial NAV: EUR 100
F EUR	FR0013269438	Accumulation	EUR	All investors	1 share Initial NAV: EUR 100
R EUR	FR0013269446	Accumulation	EUR	All investors but specifically intended for foreign distribution networks,	1 share Initial NAV: EUR 100
IC EUR	FR0013269453	Accumulation	EUR	All investors, but specifically intended for institutional investors	EUR 2 million Initial NAV: EUR 1,000
ID EUR	FR0013269479	Distribution	EUR	All investors, but specifically intended for institutional investors	EUR 2 million Initial NAV: EUR 1,000
I CHF H	FR0013269487	Accumulation	CHF*	All investors, but specifically intended for institutional investors	CHF 2 million Initial NAV: CHF 1,000
P CHF H	FR0013269495	Accumulation	CHF*	Shares reserved for foreign distribution networks acting under a mandate, and subject to the prior agreement of the Management Company	CHF 5,000 Initial NAV: CHF 100
Nagelmackers D	FR0013269503	Distribution	EUR	More specifically reserved for clients of the Nagelmackers group	1 share Initial NAV: EUR 100
Nagelmackers ID	FR0013269511	Distribution	EUR	More specifically reserved for clients of the Nagelmackers group	EUR 100,000 Initial NAV: EUR 1,000

* See the section below: "Allocation of amounts available for distribution".

** CHF shares are systematically hedged against the foreign exchange risk of the SICAV's reference currency.

*** The Management Company or any other entity belonging to the same group is exempt from the initial minimum subscription obligation. The latter may subscribe for a minimum of one share.

The SICAV has several share classes. These various share classes may have different minimum initial subscription amounts, management fees, nominal values, currencies of issue with systematic hedging against the foreign exchange risk of the SICAV's reference currency, or be intended for different foreign distribution networks.

Where the articles of association of the SICAV, the latest annual report, and the latest interim statement can be obtained:

The latest annual documents and the composition of assets are sent within eight working days of the shareholder's written request addressed to:



Rothschild & Co Asset Management Europe
Service commercial
29 avenue de Messine
75008 Paris

The Key Investor Information Documents (KIID) are also available on the website: <https://am.eu.rothschildandco.com>

For further information, contact the client service team of the Management Company on (tel.: +33 (0)1 40 74 40 84 or by e-mail at the following address: clientserviceteam@rothschildandco.com

II. Parties involved

Management company:

Rothschild & Co Asset Management Europe, a portfolio management company approved by the AMF on 6 June 2017 under number GP-17000014
Limited Partnership
29 avenue de Messine – 75008 PARIS

Depository, Custodian, Issue Account Manager and Share Registrar:

Rothschild Martin Maurel, a limited partnership company and credit institution approved by France's Prudential Control and Resolution Authority (ACPR).
Registered office: 29 avenue de Messine - 75008 PARIS

Description of the Depository's duties:

Rothschild Martin Maurel performs the duties defined by the applicable regulations, namely:

Safekeeping of the assets of the UCITS;

Verification of the compliance of Management Company decisions;

Monitoring of the cash flows of the UCITS.

The Depository is also responsible for managing the liabilities of the UCITS, which includes centralising its unit subscription and redemption orders as well as managing the issue account and share registers of the UCITS.

Supervision and management of conflicts of interest:

Rothschild Martin Maurel and the management company Rothschild & Co Asset Management Europe belong to the same group, Rothschild & Co. In accordance with applicable regulations, they have established a policy and a procedure appropriate given their size and organisation, and the nature of their activities, in order to take reasonable measures intended to prevent conflicts of interests that could arise from this relationship.

Delegate(s):

The Depository has delegated the safekeeping of foreign financial securities to the custodian, Bank of New York Mellon SA/NV (Belgium).

The list of entities used by Bank of New York Mellon SA/NV (Belgium) in the delegation of safekeeping duties and the information relating to conflicts of interest likely to result from such delegations are available on the website: www.rothschildandco.com/fr/wealth-management/rothschild-martin-maurel/informations-bancaires/.

Updated information will be made available to investors free of charge within eight working days on written request from the shareholder to the Depository.

Statutory auditor:

Deloitte & Associés
6 Place de la Pyramide
92908 Paris La Défense Cedex
Signatory: Olivier GALIENNE

Promoters:

Rothschild & Co Asset Management Europe, a limited partnership, 29 avenue de Messine, 75008 Paris
Investors should be aware that not all of the SICAV's promoters are necessarily mandated by the Management Company and that the Management Company is unable to establish an exhaustive list of the SICAV's promoters because this list changes on an ongoing basis.

Accounting sub-delegate (delegated by Rothschild & Co Asset Management Europe):

CACEIS Fund Administration
Registered office: 89-91, rue Gabriel Péri – 92120 Montrouge
Postal address: 12, place des États-Unis – CS 40083 – 92549 Montrouge CEDEX



Advisers: None

Institution responsible for centralising subscription/redemption orders: Rothschild Martin Maurel

Directors:

Detailed information concerning the identity of the SICAV's directors as well as their external roles is provided in the SICAV's annual report. In accordance with section I.1 below, this information is also available from the promoters on request.

III. Management and operations

III. 1. GENERAL CHARACTERISTICS:

Share characteristics

ISIN:

C EUR share: FR0013269412
D EUR share: FR0013269420
F EUR share: FR0013269438
IC EUR share: FR0013269453
ID EUR share: FR0013269479
R EUR share: FR0013269446
I CHF H share: FR0013269487
P CHF H share: FR0013269495
Nagelmackers D share: FR0013269503
Nagelmackers ID share: FR0013269511

- Type of right attached to the share class: The rights of owners are expressed in shares, each share corresponding to a fraction of the SICAV's assets. Each shareholder is entitled to ownership of the assets of the SICAV in proportion to the number of shares held.
- Registration or liabilities management: Liabilities are managed by Rothschild Martin Maurel. The shares are admitted to trading on Euroclear France.
- Voting rights: Each shareholder has voting rights attached to the shares they own. The SICAV's articles of association set out how these voting rights can be exercised.
- Form of the shares: Bearer.
- Fractional units: All of the SICAV's shares are broken down into thousandths of shares.

Closing date:

Last trading day of December (1st closing: December 2018)

Tax treatment:

The tax treatment of capital gains or losses upon full or partial redemption and of unrealised capital gains or losses depends on the tax provisions that apply to the particular situation of each subscriber and/or the investment jurisdiction of the SICAV. When in doubt, the subscriber should contact a professional adviser. A switch from one share class to another is regarded as a disposal, and any capital gains realised at that time will generally be regarded as taxable.

III. 2. SPECIAL PROVISIONS:

ISIN:

C EUR share: FR0013269412
D EUR share: FR0013269420
F EUR share: FR0013269438
IC EUR share: FR0013269453
ID EUR share: FR0013269479
R EUR share: FR0013269446
I CHF H share: FR0013269487
P CHF H share: FR0013269495
Nagelmackers D share: FR0013269503
Nagelmackers ID share: FR0013269511

Delegation of financial management: No

Investment objective:



The investment objective of R-co Target 2024 High Yield over the recommended investment period from the date of the SICAV's incorporation until 31 December 2024, is to generate an annualised return net of management fees greater than:

- 3.48% for IC EUR, ID EUR and I CHF H shares
- 2.98% for C EUR and D EUR shares
- 2.78% for F EUR shares
- 2.38% for R EUR shares
- 3.28% for P CHF H shares
- 2.64% for Nagelmackers D shares
- 3.10% for Nagelmackers ID shares

The return is generated by the accrued interest on the bonds in the portfolio and the redemption of these bonds at maturity.

The investment objective cited is based on the assumption that the SICAV's shares are held throughout the recommended investment period, from the date of the SICAV's incorporation until 31 December 2024, and that the market forecasts made by the Management Company on the date of the SICAV's approval by the AMF prove accurate. These assumptions include the risk of default with an associated recovery rate by one or more issuers in the portfolio, as well as the costs of hedging any foreign exchange risk. The investment objective may not be achieved if this risk has been underestimated. This investment objective in no way constitutes a guarantee of the SICAV's returns or performance.

Benchmark:

The SICAV does not have a benchmark. The average maturity of the bond portfolio is approximately seven years from the SICAV's launch. This average maturity decreases each year to reach that of a money market investment by the end of 2024.

The SICAV is not managed with reference to a benchmark index.

The SICAV is not an index-linked UCITS.

Investment strategies:

1. Description of strategies used:

The SICAV has a buy and hold investment strategy. The SICAV holds securities until maturity, except in exceptional circumstances, such as an issuer that the Management Company considers a high credit risk, or a default. However, the Management Company may carry out arbitrage transactions if it identifies issuers in the portfolio with a higher risk of default or if new market opportunities occur, in order to optimise the portfolio's average yield to maturity.

Portfolio construction is carried out in three stages:

1. an initial phase of approximately six months from the SICAV's launch, during which the UCITS portfolio will be constructed from bonds maturing on or before 30 June 2025 and money market securities (money market UCIs and paper securities),
2. a holding period (equal to the recommended investment period) during which the UCITS portfolio will consist primarily of these bonds maturing on or before 30 June 2025, and
3. a period of monetisation, beginning on 1 January 2025, during which bonds in the portfolio reaching maturity will be replaced with money market securities.

- a. The portfolio's overall strategic allocation during the holding period:

the credit risk exposure strategy will be implemented via direct investment. The SICAV will invest 80%-100% of its net assets in bonds with fixed, variable or adjustable rates, and other negotiable debt securities denominated in any of the currencies of OECD countries, inflation-linked bonds, issued by private corporations and/or supranational/public entities or governments and medium-term negotiable notes, whose remaining maturity at 31 December 2024 is less than or equal to six months (i.e. maturing on or before 30 June 2025), with a maximum of 10% invested in convertible bonds.

Securities issued by private issuers may account for up to 100% of assets, with a maximum of 50% of financial sector issuers; securities issued by public or supranational entities may account for up to 20% of assets.

The portfolio may invest in securities in any geographical region, including emerging countries; however, only 20% of the SICAV's net assets may be invested in securities issued by companies whose registered office is located in a non-OECD country.

Information regarding the geographical breakdown of issuers and the modified duration range within which the SICAV is managed is provided in the table below:

Modified duration range within which the UCITS is managed	Geographical area (nationality) of the securities issuers	Range of portfolio exposure to this region
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0 to 7	Eurozone	0-100%
	European Union (outside of the eurozone)	0-100%
	OECD member countries	0-100%
	Non-OECD countries (including emerging countries)	0-20%

Credit ratings for bonds and other debt securities:

- up to 100% of net assets in high-yield securities,
- up to 20% of net assets in investment grade securities (excl. money market instruments),
- and up to 30% of net assets in non-rated securities.

Credit ratings refer to those issued by rating agencies or deemed of equivalent quality by the Management Company.

The Management Company does not rely exclusively or automatically on credit ratings issued by rating agencies but undertakes its own analysis to assess the credit quality of fixed-income instruments.

The SICAV may invest in securities and bonds denominated in any of the currencies of OECD countries. However, the SICAV will use derivatives to hedge the foreign exchange risk against its reference currency (EUR), so that total foreign exchange risk exposure will not exceed 10% of its net assets.

The portfolio's modified duration falls within a range of 0-7. This modified duration will decline as the maturity date approaches.

The SICAV may also invest up to 10% of net assets in UCITS, AIFs or foreign money market investment funds and up to 10% of net assets in money market securities for cash management purposes.

From 1 January 2025, bonds reaching maturity will be reinvested in money market securities.

b. Strategies:

The management process for the UCITS combines a top-down and bottom-up approach, thus identifying two sources of added value:

- Sector and geographical allocation is based on an analysis of the economic and financial environment. This analysis identifies the long-term risks and issues influencing pricing. This specifically includes an analysis of default histories and the competitive situation.
- Securities selection is based on a fundamental approach that involves two steps:
 - A quantitative analysis based on the probability of default:
 - using a broad range of public data and statistics on each company,
 - comparing this data to that of companies in the same economic sector,
 - determining a theoretical valuation and comparing this to the market valuation.
 - A qualitative analysis based on:
 - the sustainability of the sector,
 - a study of the competitive environment,
 - an understanding of the balance sheet,
 - an understanding of profitability drivers (supply/demand imbalance, cost-benefit analysis, patents, brands, regulations, etc.),
 - an understanding of debt schedules (balance sheet and off-balance sheet),
 - determining the probability of survival within the sector.

Regulation (EU) 2019/2088 of 27 November 2019 on sustainability-related disclosures in the financial services sector as amended (SFDR) lays down the rules for transparency with regard to the integration of sustainability risks in investment decisions, the consideration of adverse sustainability impacts and the disclosure of Environmental, Social and Governance (ESG) and sustainability-related information.

A sustainability risk means an ESG event or condition that, if it occurs, could cause a negative material impact on the value of a fund's investment. A sustainability risk can either be a risk on its own, or have an impact on other risks and can contribute significantly to risks such as market risk, operational risk, liquidity risk or counterparty risk. Sustainability risks can have an impact on long-term returns adjusted according to the risks for investors. The assessment of sustainability risks is complex and can be based on ESG data that is difficult to obtain and incomplete, estimated, out of date or otherwise materially inaccurate. Even when identified, there is no guarantee that this data will be correctly evaluated.

The Management Company integrates sustainability-related risks and opportunities into its research, analysis and investment decision processes in order to improve its ability to manage risks more comprehensively and to generate lasting long-term returns for investors.



The SICAV promotes certain environmental and social characteristics within the meaning of Article 8 of the SFDR and good governance practices. Sustainability risks are integrated into investment decisions through exclusion policies, the extra-financial rating of the portfolio, the engagement policy, the ESG controls set up and adherence to the carbon policy of Rothschild & Co.

The “do no significant harm” principle applies only to the underlying investments of the financial product that take into account the EU criteria for environmentally sustainable economic activities.

The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities. The underlying investments of the financial product that take into account the EU criteria for environmentally sustainable economic activities represent between 3% and 20% of investments.

The management company takes the adverse sustainability impacts of investment decisions into account, and states how the product in question considers them, transparently and pragmatically, in its Principal Adverse Impacts Policy.

Investments will comply with the ESG policy [and Principal Adverse Impacts Policy](https://am.fr.rothschildandco.com/en/responsible-investing/documentation/), which are available at <https://am.fr.rothschildandco.com/en/responsible-investing/documentation/>

2. Description of the asset classes (excluding embedded derivatives):

The asset classes included in the composition of the assets of the UCITS are as follows:

- **Equities:** The SICAV will not invest in equities. However it may hold up to a maximum of 10% of its net assets in equities after exercising a conversion option attached to convertible bonds or as a result of the restructuring of an issuer’s debt.
- **Debt securities, money market instruments, and fixed-income products:** 80-100% of net assets

In accordance with the holding range specified below, the SICAV will invest in bonds with fixed, variable or adjustable rates, and other negotiable debt securities denominated in any of the currencies of OECD countries, inflation-linked bonds, issued by private corporations and/or supranational/public entities or governments and medium-term negotiable notes, whose remaining maturity at 31 December 2024 is less than or equal to six months (i.e. maturing on or before 30 June 2025). The SICAV may also invest up to 15% in subordinated securities (Lower Tier 2, with the exception of contingent convertibles).

Securities issued by private issuers may account for up to 100% of assets, with a maximum of 50% of financial sector issuers; securities issued by public or supranational entities and governments may account for up to 20% of assets. Issuers may be located in any geographical area, however issuers located in non-OECD countries may only account for up to 20% of assets.

Credit ratings for bonds and other debt securities:

- up to 100% of net assets in high-yield securities,
- up to 20% of net assets in investment grade securities (excl. money market instruments),
- and up to 30 % of net assets in non-rated securities.

The SICAV may invest up to 100% of its net assets in callable and puttable bonds (including make-whole call bonds: bonds that can be redeemed at any time by the issuer, at an amount including both the nominal amount and the coupons that the holder would have received had the security been redeemed at maturity).

The SICAV may invest up to 10% of net assets in convertible bonds.

- **Shares or units held in other UCITS, AIFs, or foreign investment funds:** up to 10% of net assets

Within the holding range specified below, the UCITS may hold:

- units or shares of French and/or European UCITS funds governed by European Directive 2009/65/EC,
- units or shares of French or foreign AIFs or foreign investment funds, which meet the four conditions set out by Article R. 214-13 of the French Monetary and Financial Code.
- units or shares of French UCIs, whether governed by European Directive 2009/65/EC or not, managed by the Rothschild & Co group.

These investments shall be made in money market UCIs.

- **For each of the classes mentioned above:**

	Fixed-income products	Units or shares of UCIs or investment funds
Holding ranges	80%-100%	0-10%
Investment in financial instruments of issuers in non-OECD countries (including emerging countries)	0-20%	



Investment restrictions imposed by the Management Company	None	None
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3. Use of derivatives:

The SICAV may invest up to 100% of its assets in derivatives traded on regulated, organised or over-the-counter markets. It will invest in currency and credit risk for the purposes of exposure and/or hedging. These investments will be made in order to achieve the investment objective (discretionary management), as part of the management of exposure to credit and foreign exchange risk.

In particular, the SICAV may invest in currency forwards, index or currency swaps, and credit derivatives (credit default swaps). Please note that the SICAV will not use Total Return Swaps (TRS).

Direct and indirect exposure to foreign exchange risk, including exposure resulting from the use of derivatives, will not exceed 10% of the SICAV's net assets. The direct and indirect exposure to the fixed-income market, including exposure resulting from the use of derivatives, will serve to keep the portfolio's modified duration within a range of 0 to 7.

Credit derivatives:

Credit derivatives are used for hedging purposes through the purchase of protection:

- in order to limit the risk of capital loss on certain issuers that are included in the portfolio
- in order to take advantage of the deterioration in the credit quality of an issuer or basket of issuers not included in the portfolio, which is expected to exceed that of an exposure included in the portfolio

and for exposure purposes through the sale of protection against:

- the credit risk of an issuer
- the credit risk on baskets of CDS

Exposure through the use of credit derivatives will not exceed 100% of the SICAV's net assets.

Information related to counterparties of over-the-counter derivatives:

Counterparties, which may or may not be credit institutions, are selected in accordance with the procedure in force within the Rothschild & Co group on the basis of selection criteria that form part of an ad hoc internal process. The Management Company may regularly select the Depositary as its counterparty for OTC forex derivatives.

In particular, this involves:

- approval of the counterparties at the end of this internal selection process, which takes into account criteria such as the nature of the activities, expertise, reputation, etc.
- a limited number of financial institutions with which the UCITS trades.

These counterparties have no discretionary decision-making power over the composition or management of the investment portfolio of the UCI, the underlying assets of the derivatives, and/or the composition of the index as part of index swaps.

4. Securities with embedded derivatives:

To achieve its investment objective (discretionary management), particularly in managing its exposure to credit risk, the use of securities with embedded derivatives is restricted to 100% of net assets. This includes the use of (i) subscription warrants, (ii) EMTNs/structured certificates including auto-callables (up to 10% of net assets), (iii) warrants (up to 10% of net assets), (iv) callable and/or puttable bonds and make-whole call bonds (up to 100% of net assets), (v) convertible bonds (up to 10% of net assets) and securities with simple embedded derivatives that have a risk profile similar to that of the previously listed instruments.

The overall portfolio exposure to foreign exchange risk, including exposure resulting from the use of securities with embedded derivatives, will not exceed 10% of the SICAV's net assets.

The overall portfolio exposure to the fixed-income market, including exposure resulting from the use of securities with embedded derivatives, will serve to keep the portfolio's modified duration within a range of 0 to 7.

5. Deposits:

The sub-fund may invest up to 10% of its assets in euro deposits with a maturity of up to three months.

6. Cash borrowings:

The UCITS may take out loans in the amount of up to 10% of its assets.

7. Securities financing transactions:

None

Information regarding the financial collateral of the UCITS:

As part of transactions in over-the-counter derivatives, the UCITS may receive cash or securities (such as bonds or securities issued or guaranteed by a government, or issued by international lending agencies, and bonds or securities issued by high-quality private issuers) as collateral. There is no correlation policy insofar as the UCITS will receive mainly eurozone government securities and/or cash as collateral.

Cash received as collateral is reinvested in accordance with the applicable rules.

All of these assets must be issued by high-quality, liquid, low-volatility and diversified issuers, and are not affiliated to the counterparty or its group.



Discounts may be applied to the collateral received; they shall take into account, in particular, the credit quality and the volatility of the prices of the securities. The valuation is performed at least on a daily basis.

The fund must be able to fully realise any financial collateral received, at any time and without consultation with or approval from the counterparty.

Financial collateral other than in cash must not be sold, reinvested, or pledged.

Financial collateral received in cash may only be:

- placed in deposit accounts;
- invested in high-quality government bonds;
- used for the purposes of reverse repurchase agreements, provided that these agreements are concluded with credit institutions subject to prudential supervision and that the UCITS can, at any time, recall the total amount of cash, taking into account the accrued interest; or
- invested in money market collective investment schemes.

Risk profile:

1. **Credit risk:** risk of a deterioration in the credit quality of, or a default by, an issuer included in the portfolio. Thus, an increase in credit spreads may cause a reduction in the SICAV's net asset value. This risk will be even greater since the SICAV can invest up to 100% of net assets in high-yield securities with speculative qualities, and up to 30% of net assets in non-rated securities.
High-yield credit risk: This is the credit risk that applies to speculative-grade securities, which have higher probabilities of default than securities in the investment grade category. They offer higher yield levels in exchange but may, in the event of a deterioration in the rating, significantly reduce the net asset value of the UCITS. Any non-rated issuers that are selected, will similarly be included in this category and may present equivalent or greater risks because of their lack of rating. The increased risk of default by these issuers may lead to a decline in the net asset value.
2. **Interest rate risk:** This is the risk of a fall in fixed-income products as a result of interest rate fluctuations. It is measured by modified duration. In periods of rising interest rates, the net asset value could decline significantly.
3. **Risk of capital loss:** shareholders have no capital guarantee.
4. **Risk associated with non-OECD countries:** up to 20% of net assets may be exposed to non-OECD countries (including emerging countries); the manner in which these markets operate and are supervised may differ from the standards that prevail in the major international markets. This risk may lead to a decline in the net asset value.
5. **Counterparty risk:** the UCITS may use over-the-counter derivatives. These transactions, entered into with a counterparty, expose the UCITS to a risk of the counterparty's default, which may cause the net asset value of the UCITS to decline. Nevertheless, the counterparty risk may be limited by the collateral pledged to the UCITS in accordance with the regulations in force.
6. **Discretionary management risk:** the discretionary management risk relates to the manager's selection of securities and funds. There is a risk that the UCITS will not always be invested in the best-performing securities and funds.
7. **Liquidity risk:** risk associated with the low liquidity of high-yield securities (up to 100% of net assets) and the securities of issuers located in non-OECD countries, including emerging markets (up to 20% of net assets), which makes them sensitive to significant buy/sell flows. This risk may lead to a decline in the net asset value.
8. **Equity risk:** risk of a decline in the portfolio's net asset value due to declining equity markets. This risk is limited to 10% of the SICAV's net assets.
9. **Foreign exchange risk:** Some assets are expressed in a currency other than the fund's accounting currency; changes in exchange rates may therefore cause the fund's net asset value to decline. However, foreign exchange risk will be limited, as hedging will be used to ensure that a maximum of 10% of the SICAV's assets are exposed to foreign exchange risk;
10. **Residual foreign exchange risk:** shares in currencies other than EUR are systematically hedged against the foreign exchange risk of the fund's reference currency, but there may be some residual foreign exchange risk due to any imperfections in the hedges implemented.
11. **Risk related to extra-financial (ESG) criteria** The incorporation of sustainability risks in the investment process and responsible investing are based on the use of extra-financial criteria. Their application may lead to the exclusion of issuers, meaning market opportunities may be lost. As a result, the SICAV's performance may be higher or lower than that of a SICAV that does not incorporate these criteria. ESG data, whether coming from internal or external sources, are derived from assessments that are not subject to strict market standards. This leaves room for subjectivity, and can result in very different ratings for an issuer from one provider to another. Moreover, ESG criteria can be incomplete or inaccurate. There is a risk of inaccurate assessment of a security or an issuer. These different aspects make it difficult to compare strategies incorporating ESG criteria.
12. **Sustainability risk:** an environmental, social or governance-related event or condition that, if it occurs, could have a real or potential negative impact on the value of the investment. The occurrence of this type of event or condition may also result in a change in the fund's investment strategy, including the exclusion of the securities of certain issuers. More specifically, the negative effects of sustainability risks can affect issuers via a series of mechanisms, in particular: 1) a drop in revenues; 2) higher costs; 3) damage or impairment



to the value of the assets; 4) a higher cost of capital; and 5) fines or regulatory risks. Due to the nature of sustainability risks and specific issues such as climate change, the probability that sustainability risks will have an impact on the returns of financial products is likely to increase in the longer term.

Guarantee or protection: None

Eligible investors and typical investor profile:

All investors. The shares of this SICAV are not and will not be registered in the United States pursuant to the US Securities Act of 1933, as amended, or admitted under any law of the United States. These shares may not be offered, sold, or transferred in or to the United States (including its territories and possessions) or benefit, directly or indirectly, any US Person (within the meaning of Regulation S of the US Securities Act of 1933) or equivalent (as referred to in the US HIRE Act of 18 March 2010 and in the FATCA framework).

This SICAV is specifically intended for investors seeking higher returns than those of an EUR-denominated bond issued by the French government that matures at the end of 2024.

The amount that can be reasonably invested in this SICAV depends on each shareholder's personal situation. To determine this amount, investors must consider their personal wealth, their current needs, and their needs over the recommended investment period as well as their willingness to take risks or, otherwise, favour a cautious investment. Investors are also strongly advised to diversify their investments sufficiently so as not to be exposed solely to the risks of this UCITS.

Recommended investment period: from the date of the SICAV's incorporation until 31 December 2024.

Establishment and allocation of amounts available for distribution:

Net income for the year is equal to the amount of interest, arrears, dividends, premiums, bonuses, and directors' fees, as well as all income relating to the securities held in the portfolio of the SICAV, plus income from temporary cash holdings, less management fees and borrowing costs.

Amounts available for distribution consist of the following:

- 1) net income for the year, plus retained earnings, and plus or minus the income equalisation account;
- 2) realised capital gains, net of charges, minus realised capital losses, net of expenses recognised for the year, plus net capital gains of the same nature recognised in prior years that were not distributed or accumulated, minus or plus the capital gains equalisation account.

The amounts indicated in points 1) and 2) above may be accumulated and/or distributed and/or retained, independently of each other, in whole or in part, according to the procedures described below.

the general meeting shall decide each year on the allocation of amounts available for distribution (accumulated, distributed, and/or retained).

C EUR, F EUR, R EUR, IC EUR, I CHF H and P CHF H shares: accumulation shares: distributable amounts shall be fully accumulated, with the exception of those amounts which are subject to compulsory distribution by law;
D EUR, ID EUR, Nagelmackers D and Nagelmackers ID shares: distribution shares: all amounts available for distribution shall be distributed to the nearest round number; The general meeting shall decide each year on the allocation of capital gains (accumulated, distributed, and/or retained).

Distribution frequency:

- D EUR, ID EUR, Nagelmackers D and Nagelmackers ID shares: By decision of the annual general meeting with the possibility of an interim distribution by decision of the Board of Directors.

Share characteristics:

The SICAV's shares are denominated in EUR or CHF and broken down into thousandths of shares.

Share classes	ISIN	Allocation of amounts available for distribution	Currency of issue	Eligible investors	Minimum initial subscription amount**
C EUR	FR0013269412	Accumulation	EUR	All investors	EUR 2,500 Initial NAV: EUR 100
D EUR	FR0013269420	Distribution	EUR	All investors	EUR 2,500 Initial NAV: EUR 100
F EUR	FR0013269438	Accumulation	EUR	All investors	1 share Initial NAV:



					EUR 100
R EUR	FR0013269446	Accumulation	EUR	All investors but specifically intended for foreign distribution networks,	1 share Initial NAV: EUR 100
IC EUR	FR0013269453	Accumulation	EUR	All investors, but specifically intended for institutional investors	EUR 2 million Initial NAV: EUR 1,000
ID EUR	FR0013269479	Distribution	EUR	All investors, but specifically intended for institutional investors	EUR 2 million Initial NAV: EUR 1,000
I CHF H	FR0013269487	Accumulation	CHF*	All investors, but specifically intended for institutional investors	CHF 2 million Initial NAV: CHF 1,000
P CHF H	FR0013269495	Accumulation	CHF*	Shares reserved for foreign distribution networks acting under a mandate, and subject to the prior agreement of the Management Company	CHF 5,000 Initial NAV: CHF 100
Nagelmackers D	FR0013269503	Distribution	EUR	More specifically reserved for clients of the Nagelmackers group	1 share Initial NAV: EUR 100
Nagelmackers ID	FR0013269511	Distribution	EUR	More specifically reserved for clients of the Nagelmackers group	EUR 100,000 Initial NAV: EUR 1,000

* CHF shares are systematically hedged against the foreign exchange risk of the fund's reference currency.

** The Management Company or any other entity belonging to the same group is exempt from the initial minimum subscription obligation. The latter may subscribe for a minimum of one share.

Initial marketing period: The initial marketing period shall be from **16 October 2017 to 24 November 2017**. During this marketing period, the various share classes will be allocated at their respective initial issue prices (original net asset value as mentioned above).

The various share classes will be closed to new subscriptions as of 30 April 2020.

Disclaimer: The investment objective is based on the assumption that the SICAV's shares are held throughout the recommended investment period, **from the date of the SICAV's incorporation until 31 December 2024**, and that the market forecasts made by the Management Company on the date of the SICAV's approval by the AMF prove accurate. Consequently, the information provided in the investment objective may no longer be up to date for subscriptions taking place after the SICAV's initial marketing period.

Subscriptions and redemptions:

Subscription and redemption requests are received and centralised each day at 12:00 pm at Rothschild Martin Maurel and executed on the basis of the next net asset value (D) (unknown price). Settlements relating to subscriptions and redemptions take place on the second business day following execution (D+2).

As a reminder, share subscriptions shall no longer be possible as of 30 April 2020. Any subsequent subscription requests shall therefore be refused.

Shareholders are advised that orders sent to any establishment other than Rothschild Martin Maurel must take account of the fact that the centralisation deadline for the above-mentioned orders applies to Rothschild Martin Maurel.

Accordingly, these other institutions must apply their own deadline prior to that mentioned above, to reflect the time required to transmit the orders to Rothschild Martin Maurel.

Orders are executed in accordance with the table below:

D	D	D: day of NAV calculation	D+1 business day	D+2 business days	D+2 business days
Centralisation of subscription orders before 12:00 pm ¹	Centralisation of redemption orders before 12:00 pm ¹	Execution of the order no later than day D	Publication of the net asset value	Settlement of subscriptions	Settlement of redemptions

¹ Unless otherwise agreed with your financial institution.

Condition for share exchanges, subject to eligibility:

Exchange requests are received and centralised each valuation day and executed according to the procedures indicated above. Any fractional shares are either settled in cash, or cash must be added to subscribe for an additional share, which will be exempt from any subscription fee.

Switches from one share class in the SICAV to another are regarded as a disposal followed by a repurchase and as such are subject to the tax system applicable to capital gains on disposals of securities.



Receipt of subscriptions and redemptions: Rothschild Martin Maurel

Net asset value calculation: The net asset value is established on every day that the Paris stock exchange is open, with the exception of French public holidays.

The net asset value is published on the website of the Management Company (Rothschild & Co Asset Management Europe): <https://am.eu.rothschildandco.com>

Fees and expenses

SUBSCRIPTION AND REDEMPTION FEES:

Subscription and redemption fees respectively increase the subscription price paid by the investor or decrease the redemption price received. Fees retained by the UCITS are used to offset the costs incurred by the UCITS to invest or divest investors' monies. Any fees not retained are paid to the Management Company, promoter, distributor, etc.

Fees payable by the investor, charged upon subscription or redemption	Base	Rate
Subscription fee not retained by the UCITS	Net asset value X number of shares	2.5% maximum for all share classes
Subscription fee payable to the UCITS	Net asset value X number of shares	None
Redemption fee not retained by the UCITS	Net asset value X number of shares	None
Redemption fee payable to the UCITS	Net asset value X number of shares	None

Exemption:

(i) In the event of redemption followed by subscription, on the same day, in the same share class, and for the same amount on the basis of the same net asset value, no subscription and/or redemption fees will be charged.

Switches between share classes in the SICAV are regarded as a disposal followed by a repurchase and as such are subject to the tax system applicable to capital gains or losses on disposals of securities.

(ii) Rothschild & Co group entities and UCIs managed by a Rothschild & Co group entity are exempt from subscription and redemption fees.

OPERATING EXPENSES AND MANAGEMENT FEES:

These fees cover all costs billed directly to the UCITS, including auditors' fees, with the exception of transaction costs. Transaction costs include intermediation fees (brokerage, etc.) and turnover commissions, where applicable, which may be charged by the Depositary and the Management Company, in particular.

The following may be added to operating expenses and management fees:

- performance fees. These reward the Management Company if the UCITS exceeds its objectives. They are therefore charged to the UCITS;
- turnover commissions charged to the UCITS;

A portion of the management fees may be passed on to promoters and distributors.

For more information on the charges actually billed to the UCITS, refer to the Key Investor Information Document (KIID).

	Fees charged to the UCITS	Base	Rate
1	Financial management fees and administrative fees not paid to the Management Company	Net assets	C EUR and D EUR shares: 1% maximum F EUR shares: 1.20 % maximum R EUR shares: 1.60% maximum IC EUR, ID EUR and I CHF H shares: 0.50% maximum P CHF H shares: 0.70% maximum Nagelmackers D shares: 1.34% maximum Nagelmackers ID shares: 0.88% maximum
2	<u>Maximum indirect fees:</u> - <u>management fees</u> - <u>other fees:</u> - subscription: - redemption:	Net assets	Not applicable



3	Service providers collecting turnover commissions: <u>Depository</u> : between 0% and 50% <u>Management Company</u> : between 50% and 100%	Payable on each transaction	0.03% on bonds 0.30% on French equities 0.40% on foreign equities 0.50% on structured products €30 per contract on futures in euro €60 per contract on futures not in euro €0.20 per batch on options €100 per transaction on interest rate swaps
4	Performance fee	Net assets	None

In addition, the Management Company does not receive any soft commission.

For any additional information, please refer to the SICAV's annual report from the financial year ended in December 2018.

Research-related expenses within the meaning of Article 314-21 of the AMF's General Regulation can be charged to the SICAV.

Financial intermediary selection procedure:

The Management Company may in some cases use brokers to invest in other financial instruments. In these cases, the UCI may be charged brokerage fees.

When the Management Company trades other types of assets listed on a market (shares or units of UCITS, AIFs or foreign open-ended investment funds, shares or units of closed-end investment companies, forward financial instruments, etc.), it selects its financial intermediaries on the basis of a policy that takes into account quantitative criteria (price) and qualitative criteria (market position, internal organisation, speed, etc.), which are determined with reference to an internal assessment grid.

As this type of transaction is not predominant, Rothschild & Co Asset Management Europe may select only one intermediary for their execution.

IV. Commercial information

Modifications requiring special notification to shareholders will be reported to each identified shareholder or via Euroclear France for unidentified shareholders in the form of an information notice.

Modifications not requiring special notification to shareholders will be communicated either in the SICAV's interim documents available from the Depository, in the press, on the Management Company's website (<https://am.eu.rothschildandco.com>), or by any other means in compliance with AMF regulations.

Repurchase or redemption of shares is carried out by Rothschild Martin Maurel.

Information on the procedures for incorporating criteria relating to compliance with social, environmental and governance objectives in the investment policy is available in the SICAV's annual report and on the Management Company's website: <https://am.eu.rothschildandco.com>.

The portfolio's composition may be sent to professional investors subject to supervision by the ACPR, the AMF, or equivalent European authorities, or to their service providers, with a confidentiality commitment, in order to meet their regulatory requirements related to Directive 2009/138/EC (Solvency II).

It will be sent in accordance with the provisions defined by the AMF with a period not less than 48 hours after publication of the net asset value.

For any additional information, shareholders may contact the Management Company.

V. Investment rules

The SICAV will comply with the regulatory ratios applicable to UCITS investing less than 10% in UCITS, AIFs or foreign investment funds.

VI. Overall risk

The method to calculate the overall risk ratio is the absolute value at risk method as defined by the AMF's General Regulation (Art. 411-77 et seq.).



Value at risk (or VaR) calculates the maximum potential loss over a specified period of time with a given confidence level. On this basis, the VaR of the SICAV's portfolio is less than 20% of the SICAV's net assets over a 20-day period and with a 99% confidence level, corresponding to the use of fixed-income derivatives. The percentage of the SICAV's assets corresponding to the use of derivatives is between 0% and 200%. As such, the portfolio's maximum leverage will be two.

VII. Asset valuation and accounting rules at the approval date

Asset valuation rules are based on the valuation methods and practical procedures specified in the notes to the annual financial statements and in the prospectus.

Valuation rules:

The UCITS has adopted the EUR as its reference currency.

Securities traded on an exchange are valued at closing prices.

Derivatives are valued at settlement prices.

UCITS are valued at the last known price.

Treasury bills are valued at the market rate.

Bonds and similar securities comprising the UCITS's assets are valued at the mid-price.

Negotiable debt securities with a residual life of more than three months are valued at the market rate, with the exception of variable-rate or adjustable-rate negotiable debt securities not presenting any particular market sensitivity.

A simplified linearisation method is applied for negotiable debt securities with a remaining life of less than three months and not presenting any particular market sensitivity, on the basis of the crystallised three-month rate.

Financial collateral is marked to market on a daily basis, in compliance with the valuation rules described above.

Currency futures are valued at the daily fixing price, plus a variable premium/discount depending on the maturity and currencies of the contract.

Accounting method:

Interest is recognised according to the cash-basis method.

Additions to the portfolio are recognised at their acquisition price, excluding costs.

Net asset value adjustment method associated with swing pricing with a trigger threshold:

If, on a NAV calculation day, the total of net subscription/redemption orders from investors across all share classes of the SICAV exceeds a threshold pre-established by the Management Company and determined on the basis of objective criteria as a percentage of the SICAV's net assets, the NAV can be adjusted upwards or downwards in order to take into account the adjustment costs attributable to the net subscription/redemption orders respectively. The NAV of each share class is calculated separately, but any adjustment has, in percentage terms, an identical impact across all NAVs of the SICAV's share classes.

The cost and trigger threshold parameters are determined by the management company and reviewed periodically, at least every six months. These costs are estimated by the management company on the basis of transaction costs, buy/sell spreads, as well as any taxes applicable to the SICAV.

Given that this adjustment is related to the net balance of subscriptions/redemptions within the SICAV, it is not possible to accurately predict whether swing pricing will be applied at a given time in the future. Therefore, it is not possible to accurately predict the frequency at which the Management Company will need to make such adjustments, which may not exceed 1% of the NAV. Investors should note that, due to the application of swing pricing, the volatility of the SICAV's NAV may not reflect solely that of the securities held in the portfolio.

VIII. Remuneration

In compliance with Directive 2009/65/EC, Rothschild & Co Asset Management Europe, as the delegated financial portfolio manager of the SICAV, has drawn up and applies remuneration policies and practices compatible with sound and efficient risk management and that do not encourage risk taking incompatible with the SICAV's risk profiles and articles of association and that do not undermine the obligation to act in its best interests.



The remuneration policy complies with the economic strategy, objectives, values and interests of the SICAV and participants and includes measures aimed at avoiding conflicts of interest.

In addition, as a management company for AIFs and UCITS, Rothschild & Co Asset Management Europe also applies the AIFM and UCITS Directives.

The provisions of the AIFM and UCITS Directives are applicable to the following functions:

General Management

Managers of AIFs and UCITS

Development and marketing managers

Head of internal control and compliance

Risk functions (operations, trading, etc.)

Administrative managers

Any other employee with a significant impact on the risk profile of the company or the AIF/UCITS it manages, and whose overall remuneration is situated in the same remuneration tranche as other risk takers.

The remuneration policies and practices of Rothschild & Co Asset Management Europe apply to all staff members, with specific rules on deferred variable remuneration applicable to those employees who are subject to the provisions of the AIFM and UCITS Directives.

Details concerning the remuneration policy of Rothschild & Co Asset Management Europe are available on the website: <https://am.eu.rothschildandco.com>

A printed version of the Rothschild & Co Asset Management Europe remuneration policy is made available free of charge to investors in the SICAV upon request to the SICAV's registered office.



R-CO TARGET 2024 HIGH YIELD

Open-ended investment fund (SICAV)
29, avenue de Messine – 75008 Paris
RCS 834 014 078

ARTICLES OF ASSOCIATION

TITLE 1 – FORM, PURPOSE, NAME, REGISTERED OFFICE, AND DURATION OF THE SICAV

Article 1 – Form

The holders of shares hereinafter created and shares subsequently created hereby form an open-ended investment fund (SICAV) governed, in particular, by the provisions of the French Commercial Code relating to public limited companies (Book II – Title II – Chapter V), the French Monetary and Financial Code (Book II – Title I – Chapter IV – Section I – Sub-section I), their implementing texts, subsequent texts, and by these articles of association.

Article 2 – Purpose

The purpose of this SICAV is to establish and manage a portfolio of financial instruments and deposits.

Article 3 – Name

The SICAV is an open-ended investment fund named “R-co Target 2024 High Yield”.

Article 4 – Registered office

The registered office is located at 29, avenue de Messine, Paris (75008), France.

Article 5 – Duration

The duration of the SICAV is 99 years from the date of its entry in the Trade and Companies Register, except in cases of early dissolution or extension provided for in these articles of association.

TITLE 2 – CAPITAL, VARIATIONS OF CAPITAL, AND CHARACTERISTICS OF THE SHARES

Article 6 – Share capital

The initial capital of the SICAV is EUR 300,000 divided into 3,000 fully paid-up shares of the same class (C EUR). It was constituted by the payment of EUR 300,000 in cash.

Share classes:

The characteristics and eligibility criteria for the various share classes are set out in the SICAV’s prospectus.



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The different share classes may:

- Apply different distribution policies (distribution or accumulation);
 - Be denominated in different currencies;
 - Be subject to different management fees;
 - Be subject to different subscription and redemption fees;
 - Have a different nominal value;
- Be systematically hedged against risk, either partially or in full, as set out in the prospectus. This hedging process is done using financial instruments that reduce the impact of the hedging transactions for the fund's other share classes to a minimum;
- Be reserved for one or more distribution networks.

Be merged or split by decision of the EGM.

Shares may be subdivided on decision of the board of directors into tenths, hundredths, thousandths, or ten-thousandths, referred to as fractional shares.

The provisions of the articles of association governing the issue and redemption of shares shall also apply to fractional shares, whose value shall always be proportionate to that of the share that they represent. Unless otherwise stipulated, all other provisions of the articles of association relating to shares shall also apply to fractional shares.

Article 7 – Variations of capital

The amount of the capital is likely to vary, rising as a result of the issue of new shares and declining as a result of the redemption of shares at the request of shareholders.

Article 8 – Issues and redemptions of shares

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

Subscriptions and redemptions are executed under the conditions and according to the procedures defined in the prospectus.

Redemptions can be made in cash and/or in kind. If the redemption in kind corresponds to a proportional share of assets in the portfolio, then the SICAV or management company is only required to obtain the written and signed agreement of the outgoing shareholder. If the redemption in kind does not correspond to a proportional share of assets in the portfolio, all shareholders must give their written approval authorising the redemption of the outgoing shareholder's shares against certain specific assets, as defined explicitly in the agreement.

In derogation from the above, if the fund is an ETF, redemptions on the primary market can, with the agreement of the portfolio's management company and with respect for the interests of shareholders, be made in kind according to the conditions defined in the prospectus or the fund's rules. The assets will then be delivered by the issuer account-keeper on the terms defined in the SICAV's prospectus.

In general, redeemed assets are valued according to the rules set out in Article 9, and redemptions in kind are carried out on the basis of the first net asset valuation following acceptance of the securities concerned.

Any subscription of new shares must be fully paid up, or the subscription shall be null and void. Newly issued shares shall have the same rights as shares in existence on the day of issue.

Pursuant to Article L. 214-7-4 of the French Financial and Monetary Code, the redemption of shares by the SICAV, and the issue of new shares, may be suspended on a temporary basis by the board of directors or executive board if this is necessary due to exceptional circumstances and required in the interests of shareholders.

If the net assets of the SICAV (or, where applicable, a sub-fund) fall below the minimum regulatory requirement, no redemptions of shares may be made.

A minimum subscription amount may be applied according to the procedures set out in the prospectus.

The SICAV may cease to issue units pursuant to the third paragraph of Article L. 214-7-4 of the French Monetary and Financial Code, either temporarily or permanently, fully or partially, in situations that objectively require that subscriptions be closed, for example if a maximum number of shares or a maximum amount of assets is reached, or at the end of a fixed subscription period. Should this provision be implemented, existing shareholders shall be informed thereof by any means, as well as of the threshold and the objective situation that led to the decision to fully or partially close subscriptions. In the event of partial closure, this information by all means shall explicitly specify the terms under which existing shareholders can continue to



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subscribe throughout the duration of this partial closure. Shareholders shall also be informed by any means of the decision by the SICAV or the management company either to end the full or partial closure of subscriptions (when falling below the threshold), or not (in the event of a modification to the threshold or a change in the objective situation leading to implementation of this provision). A change in the objective situation indicated, or in the threshold triggering the implementation of the provision, must always be made in the best interests of shareholders.

Shareholders shall be informed of the exact reasons for these changes by any means.

Article 9 – Net asset value calculation

The net asset value of the share is calculated in accordance with the valuation rules specified in the prospectus. In addition, an indicative instantaneous net asset value shall be calculated by the investment firm in the event of admission to trading.

Contributions in kind may only consist of securities, instruments, or contracts eligible to form part of the assets of the UCITS; **contributions and redemptions in kind** are valued in accordance with the valuation rules applicable to the calculation of the net asset value.

Article 10 – Form of the shares

The shares may be in bearer or registered form, at the choice of subscribers.

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

The rights of holders shall be represented by an entry in an account in their name:

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

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

Article 11 – Admission to trading on a regulated market and/or a multilateral trading facility

Shares may be listed for trading on a regulated market and/or a multilateral trading facility in compliance with applicable laws and regulations. A SICAV whose shares are admitted to trading on a regulated market and which has an investment objective based on an index, must have implemented a mechanism to ensure that the price of its share does not deviate significantly from its net asset value.

Article 12 – Rights and obligations attached to shares

Each share entitles the holder to ownership of the corporate assets and an interest in the profits proportional to the fraction of the capital that it represents.

The rights and obligations attached to the share shall follow the security in any change of ownership.

Whenever it is necessary to own several shares in order to exercise any right whatsoever, and especially in the case of an exchange or merger, the owners of single shares or of a lower number of shares than is required, may only exercise these rights if they take personal responsibility for purchasing or selling the shares required.

Article 13 – Indivisibility of shares

All joint holders or beneficiaries of a share are required to be represented to the SICAV by a single person appointed by mutual agreement, or failing that, by the president of the commercial court with jurisdiction over the location of the registered office.

If fractions of shares are possible (Article 6):

Owners of fractions of shares may group together. In this case, they must be represented under the terms set out in the previous line, by a single person, who will exercise for each group, the rights attached to ownership of one whole share.

Voting rights at meetings may be allocated between the usufructuary and the bare owner, or leave this choice to the discretion of the interested parties, who shall be responsible for notifying the company.



Article 14 – Administration

The SICAV shall be administered by a board of directors of no fewer than three and no more than eighteen members appointed by the general meeting.

During the life of the SICAV, the directors shall be appointed or renewed in their functions by the ordinary general meeting of shareholders.

Directors may be natural persons or legal entities. Upon appointment, such legal entities must appoint a permanent representative who shall be subject to the same conditions and obligations and who shall incur the same civil and criminal liabilities as if they were a member of the board of directors in their own name, without prejudice to the liability of the legal entity represented.

This mandate as permanent representative is granted for the duration of the mandate of the legal entity represented. If the legal entity revokes the mandate of its representative, it shall be required to notify the SICAV immediately by registered letter of this revocation as well as the identity of its new permanent representative. The same is true in the event of the death, resignation, or extended incapacity of the permanent representative.

Article 15 – Term of office of directors – Renewal of the board

Subject to the provisions of the last paragraph of this Article, the term of office for directors is three years for the initial directors and six years at most for subsequent directors, each year referring to the interval between two consecutive annual general meetings.

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

The director temporarily appointed by the board to replace another shall remain in office only for the remaining term of their predecessor. Their appointment shall be subject to ratification by the next general meeting.

Any outgoing director may be re-elected. They may be dismissed at any time by the ordinary general meeting.

The functions of each member of the board of directors shall end at the conclusion of the ordinary general meeting of shareholders to approve the accounts of the preceding financial year and held in the year in which his or her term expires, on the understanding that, if the meeting is not held during this year, said functions of the member in question shall end on 31 December of the same year, all subject to the exceptions below.

A director may be appointed for a period of less than six years if this is necessary to ensure that, insofar as possible, the board is renewed at regular intervals and fully for each period of six years. This shall be the case particularly if the number of directors is increased or decreased and this has an impact on the regularity of renewals.

If the number of members of the board of directors falls below the statutory minimum, the remaining member(s) must immediately convene the ordinary general meeting of shareholders to make appointments to ensure that the board has an appropriate number of members.

The number of directors over the age of 95 years old may not be more than one third of the directors in office. If this limit is exceeded, the oldest board member is deemed to have resigned from office.

The board of directors may be renewed in part.

In the event of the resignation or death of a director when the number of directors remaining in office is greater than or equal to the minimum required by the articles of association, the board may, on a provisional basis and for the remainder of the term, provide for their replacement.

Article 16 – Executive committee

The board shall elect from among its members, for the duration that it determines but not exceeding the duration of the director's term, a chairman who must be a natural person.

The chairman of the board of directors organises and manages the work of the board and presents this at the general meeting. The chairman shall ensure that the management bodies of the SICAV function properly and, in particular, that the directors are able to fulfil their duties.

If it deems it useful, the board of directors shall also appoint a vice-chairman and may also choose a secretary, who may be someone who is not on the board of directors.

In the event of a temporary absence or the death of the chairman, the board will designate a session chairman chosen from among the vice-chairmen or, failing this, from among the board members.



Article 17 – Meetings and deliberations of the board

Meetings of the board of directors are called by its chairman as often as required in the interests of the SICAV, either at the registered office or at any other location indicated in the notice of meeting.

If the board has not met for more than two months, at least one third of its members may ask the chairman to convene a meeting for a specific agenda. The chief executive officer may also ask the chairman to convene the board of directors on a specific agenda. The chairman shall be bound by these requests.

Internal regulations may define, in accordance with legal and regulatory provisions, the conditions for organising meetings of the board of directors, which may take place by videoconference, except for the adoption of decisions expressly prohibited by the French Commercial Code.

Convening notices for the board meeting to approve the annual accounts shall be sent by post to each of the board members. For all other committee meetings, a verbal convocation is allowed.

The presence of at least half of the members shall be required for valid deliberations. Decisions shall be taken by a majority of the members present or represented.

Each director shall have one vote. In the event of a tied vote, the chairman of the meeting shall have the casting vote.

If a videoconference is allowed, in compliance with prevailing regulations, the internal rules may stipulate that board members taking part in the board meeting via video are considered to be present for quorum and majority calculations.

Article 18 – Minutes

Minutes shall be kept, and copies or extracts of deliberations shall be issued and certified in accordance with the law.

Article 19 – Authority of the board of directors

The board of directors shall set the SICAV's business strategy and oversee its implementation. Within the limits of the corporate purpose and subject to the powers expressly conferred to shareholders' meetings by law, the board of directors shall consider any matter involving the proper functioning of the SICAV and rule on matters that concern it through its deliberations. The board of directors shall carry out the checks and verifications that it deems appropriate. The chairman or chief executive officer of the SICAV shall provide each board directors with the documents and information required to carry out their duties.

Board members may give a proxy to other board members to represent them at a meeting of the board of directors. During a single board meeting, each director may only use one of the proxies received. These provisions are applicable to the permanent representative of a legal entity standing as board member.

Article 20 – General management

Either the chairman of the board of directors or another natural person appointed by the board of directors and bearing the title of chief executive officer shall assume responsibility for the general management of the SICAV.

The choice between the two methods of general management shall be made under the conditions established in these articles of association by the board of directors for a term ending upon the expiry of the functions of the chairman of the board of directors currently in office. Shareholders and third parties shall be informed of this choice pursuant to the legal and regulatory provisions in force.

Depending on the choice made by the board of directors in accordance with the provisions set out above, the chairman or a chief executive officer shall be responsible for general management.

If the board of directors chooses to separate the functions of chairman and chief executive officer, it shall appoint the chief executive officer and set the duration of his or her term of office.

If the chairman of the board of directors is responsible for the general management of the SICAV, the following provisions relating to the chief executive officer shall apply to the chairman.

Subject to the powers that the law expressly allocates to shareholders' meetings as well as the powers that it specifically reserves for the board of directors, and within the limit of the corporate purpose, the chief executive officer shall be vested with the broadest powers to act in the name of the SICAV in all circumstances. The chief executive officer's powers shall be exercised within the limits of the corporate purpose and subject to those powers that the law expressly grants to shareholders' meetings and the board of directors. The chief executive officer shall represent the SICAV in its relations with third parties.

The chief executive officer may grant all partial delegations of their powers to any person of their choice.

The chief executive officer may be dismissed at any time by the board of directors.



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Upon the recommendation of the chief executive officer, the board of directors may appoint up to five natural persons to assist the chief executive officer, who shall have the title of deputy chief executive officers.

The deputy chief executive officers may be dismissed at any time by the board on the proposal of the chief executive officer. In agreement with the chief executive officer, the board of directors shall determine the extent and duration of the powers delegated to the deputy chief executive officers.

These powers may include the ability to make partial delegations. In the event of the chief executive officer's departure or incapacity, they shall maintain their functions and powers until the appointment of the new chief executive officer, unless the board decides otherwise.

The deputy chief executive officers shall have the same powers as the chief executive officer as regards third parties.

For the performance of their functions, the chief executive officer and deputy chief executive officers must be under the age of 95 years. Any chief executive officer or deputy chief executive officer who has reached the age of 95 shall continue to carry out their duties until the ordinary general meeting ruling on the accounts for the financial year during which they reached the age limit.

Article 21 – Allowances and remuneration of the board

The remuneration of the chairman of the board of directors and that of the chief executive officers shall be set by the board of directors; it may be fixed or both fixed and proportional.

Annual fixed remuneration may be assigned to the board of directors in the form of directors' fees; the amount of these fees is determined by the annual general meeting and they shall be maintained until otherwise decided by said meeting.

The board of directors shall divide this remuneration among its members as it sees fit.

Article 22 – Depositary

The depositary shall be appointed by the board of directors.

The depositary shall perform the duties for which it is responsible in accordance with the legal and regulatory provisions in force and those contractually entrusted to it by the SICAV or management company. In particular, it must ensure the legality of decisions taken by the management company. Where applicable, the depositary must take any precautionary measures that it deems useful. It shall inform the AMF, in the event of a dispute with the management company.

Article 23 – Prospectus

The board of directors, or the management company if the SICAV has delegated its overall management, shall have all powers to make any changes necessary to ensure the proper management of the SICAV, within the framework of the legal and regulatory provisions specific to SICAVs.

TITLE 4 – STATUTORY AUDITOR

Article 24 – Appointment – Powers – Remuneration

The statutory auditor shall be appointed from among persons authorised to carry out this function for commercial companies for a term of six financial years by the board of directors, subject to approval by the AMF.

The statutory auditor shall certify the accuracy and consistency of the financial statements.

The statutory auditor's mandate may be renewed.

The statutory auditor shall inform the AMF as soon as possible of any event or decision concerning the UCITS of which it has become aware in the course of its work, which may:

- 1) Constitute a breach of the legal and regulatory provisions governing this undertaking and likely to have a significant effect on its financial position, income or assets;
- 2) Impair its continued operation or the conditions thereof;
- 3) Result in the statutory auditor expressing a qualified opinion or refusing to certify the financial statements.

Asset valuations and the determination of exchange parities used in conversions, mergers, or spin-offs shall be audited by the statutory auditor.

The statutory auditor shall be responsible for assessing all contributions or **redemptions in kind**, with the **exception of redemptions in kind for an ETF on the primary market**.



The statutory auditor shall certify the composition of the assets and other information before publication.
The statutory auditor's fees shall be set by mutual agreement between the statutory auditor and the SICAV's board of directors or executive board on the basis of a work schedule specifying the procedures deemed to be necessary.
The statutory auditor shall certify the financial situation on which interim distributions are made.

TITLE 5 – GENERAL MEETINGS

Article 25 – General meetings

General meetings shall be convened and shall deliberate under the conditions provided for by law.
The annual general meeting, which must approve the SICAV's financial statements, must be convened within four months of the financial year-end.
General meetings shall be held at the SICAV's registered office or at any other location defined in the notice convening the meeting.
Any shareholder may participate, personally or through a proxy, in general meetings, subject to proof of identity and ownership of shares, either via an entry in the registered security accounts maintained by the SICAV, or an entry in the bearer security accounts, at the locations mentioned in the notice of meeting; these formalities must be completed two days before the date of the general meeting.
A shareholder may be represented in accordance with the provisions of Article L. 225-106 of the French Commercial Code.
A shareholder may also vote by correspondence under the conditions provided for by the regulations in force.

General meetings shall be chaired by the chairman of the board of directors or, in their absence, by a vice-chairman or by a director appointed for this purpose by the board. Failing this, the general meeting shall elect its chairman.
Minutes of the general meeting shall be prepared, and their copies shall be certified and issued in accordance with the law.

TITLE 6 – ANNUAL FINANCIAL STATEMENTS

Article 26 – Financial year

The financial year shall begin on the day after the last trading day on the Paris stock exchange in December and end on the last trading day on the Paris stock exchange in December of the following year.
However, as an exception, the first financial year shall include all transactions carried out from the creation date until the last trading day on the Paris stock exchange in December 2018.

Article 27 – Allocation of amounts available for distribution

The board of directors shall establish the net income for the year, which, in accordance with the provisions of the law, is equal to the amount of interest, arrears, premiums, bonuses, and dividends, as well as all income relating to securities held in the SICAV's portfolio, plus income from temporary cash holdings, less management fees and borrowing costs.

Amounts available for distribution consist of the following:

- 1) Net income for the year plus retained earnings, plus or minus the balance of the income equalisation account;
- 2) Realised capital gains, net of charges, minus realised capital losses, net of expenses recognised for the year, plus net capital gains of the same nature recognised in prior years that were not distributed or accumulated, minus or plus the capital gains equalisation account.

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

Amounts available for distribution must be paid within a maximum period of five months after the year-end.

Each year, the annual general meeting shall decide on the allocation of the amounts available for distribution.

For each share class, where applicable, the SICAV may opt for one of the following formulas for each of the amounts mentioned in points 1) and 2):

- Pure accumulation: distributable amounts shall be fully accumulated, with the exception of those amounts which are subject to compulsory distribution by law;



Articles of Association

R-co Target 2024 High Yield

- Pure distribution: all amounts available for distribution shall be distributed to the nearest round number; the company may make interim dividend distributions;
- For SICAVs that would like to remain free to accumulate and/or distribute, and/or retain amounts available for distribution, the general meeting shall decide each year on the allocation of the amounts indicated in points 1) and 2).

Where applicable, the board of directors can decide, during the financial year, to distribute one or more interim dividends, within the limits of the amounts of net income recognised in each of points 1) and 2) as of the decision date, and shall also determine the amounts of any interim dividends and their distribution dates.

For the (i) distribution only and (ii) accumulation and/or distribution shares, the general meeting shall decide each year on the allocation of capital gains (accumulated, distributed, and/or retained).

More precise details concerning the allocation of distributable amounts are provided in the prospectus.

TITLE 7 – EXTENSION – DISSOLUTION – LIQUIDATION

Article 28 – Extension or early dissolution

At any time and for any reason whatsoever, the board of directors may propose the extension, early dissolution, or liquidation of the SICAV to an extraordinary general meeting.

The issue of new shares and the redemption of shares by the SICAV at the request of shareholders shall cease on the day of publication of the notice of the general meeting at which the early dissolution and liquidation of the SICAV are proposed, or at the expiry of the duration of the SICAV.

Article 29 – Liquidation

The liquidation methods shall be established according to the provisions of Article L.214-12 of the French Monetary and Financial Code.

TITLE 8 – DISPUTES

Article 30 – Jurisdiction – Election of domicile

Any disputes that may arise during the SICAV's lifetime or liquidation, either between shareholders and the SICAV, or between shareholders themselves on matters relating to the SICAV, shall be heard and decided in accordance with the law and subject to the jurisdiction of the competent courts.

Articles of association updated following the extraordinary general meeting of 27 May 2019



ADDITIONAL INFORMATION FOR INVESTORS IN ITALY

Investors may contact:

- Allfunds Bank SAU, Milan Branch represented by Allfunds Bank S.A., concerning :
 - processing subscription, repurchase and redemption orders and making other payments to shareholders relating to the shares of the SICAV
 - information on how orders (subscription, repurchase and redemption) can be made and how repurchase and redemption proceeds are paid
 - information and documents made available to investors, such as the prospectus, key investor information documents and financial reports;

at the following address: Via Bocchetto 6, 20123 Milan Italy

- Rothschild & Co Asset Management Europe, concerning:
 - all claims and shareholders rights related to their investment in the SICAV

at the following address: 29 avenue de Messine 75008 Paris France

or by email: clientserviceteam@rothschildandco.com
<https://am.it.rothschildandco.com/it/contacto-2/>