

PROSPECTUS

The shares or units of the fund mentioned herein ("the Fund") have not been registered under the US Securities Act of 1933 and may not be offered or sold directly or indirectly in the United States of America (including its territories and possessions), to US persons, as defined in Regulation S "US persons".

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1 GENERAL CHARACTERISTICS

Name:

G FUND OPPORTUNITIES EUROPE

Legal form and Member State in which the Fund was incorporated:

French-law mutual fund (*Fonds Commun de Placement*, FCP)

Formation date:

16 February 2006

Planned term:

Fund initially formed for a 99-year term

Summary of the management offer:

Units	ISIN code	Distribution of distributable sums	Currency of expression	Eligible subscribers	Minimum initial subscription	Fractioning	Net asset value at launch
G	FR0010890970	Accumulation and/or Distribution and/or Transfer	Euro	Reserved for Groupama Assurance Mutuelles' companies, subsidiaries and regional banks.	€300,000	Thousandths	€10,000
IC*	FR0010631275	Accumulation	Euro	Reserved for Institutional Investors	One thousandth of a unit	Thousandths	€1,524.49
ID*	FR0011291178	Distribution and/or Transfer	Euro	Reserved for Institutional Investors	One thousandth of a unit	Thousandths	€100
N	FR0010627851	Accumulation	Euro	All subscribers	€500	Thousandths	€500
M ⁽²⁾	FR0010627869	Accumulation	Euro	Reserved for institutional investors except UCIs or mandates managed by Groupama Asset Management or its subsidiaries	One thousandth of a unit	Thousandths	€100 ⁽¹⁾
O ⁽²⁾	FR0013073806	Distribution and/or Transfer	Euro	Reserved for UCIs and mandates managed by Groupama Asset Management or its subsidiaries, and belonging to Opale range	One thousandth of a unit	Thousandths	€10,000
R	FR0013279759	Accumulation	Euro	Reserved for investors subscribing via distributors or intermediaries providing advisory services within the meaning of the MiFID II European regulation, individual portfolio management services under mandate and when they are exclusively remunerated by their clients	One thousandth of a unit	Thousandths	€500

⁽¹⁾ NAV split by 100 on 26 February 2009

⁽²⁾ including all subscriptions processed before 19 April 2017

Place where the Fund's regulations (if they are not attached), the latest annual report and interim financial statement may be obtained:

The latest annual reports and the composition of assets will be sent to shareholders within eight working days of requesting them in writing from:

Groupama Asset Management, 25 rue de la Ville l'Evêque, 75008 Paris - France.

These documents are also available on the company's website at www.groupama-am.com.

Contact details:

For corporate and institutional investors: Groupama Asset Management's Business Development Department (sales office: +33 (0)1 44 56 76 76).

For individual investors: your distributor (Groupama Assurance Mutuelles' distribution networks; external distributors approved by Groupama Asset Management).

Any additional information, if necessary, may be obtained from the Groupama Asset Management Business Development Department (sales office: +33 (0)1 44 56 76 76).

2 ADMINISTRATORS

Management company:

Groupama Asset Management, 25 rue de la Ville l'Evêque - 75008 Paris - France, a portfolio Management Company authorised by the *Commission des opérations de bourse*, now superseded by the *Autorité des Marchés Financiers* (French Financial Markets Authority - AMF), under number GP 93-02 on 5 January 1993.

Depositary – Custodian:

CACEIS Bank, a credit institution authorised by the ACPR on 1 April 2005, whose registered office is at 89–91 rue Gabriel Péri - 92120 Montrouge - France.

The custodian's duties, as defined by the applicable regulations, include custody of the assets, checking that the Management Company's decisions are lawful and monitoring UCIs' cash flows.

The custodian is independent of the Management Company.

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

Updated information is made available to investors upon request.

Clearing house for subscriptions/redemptions:

- **Groupama Asset Management**, for directly registered units.

Following collection of these orders, Groupama Asset Management will forward them to CACEIS Bank in its capacity as an affiliate of Euroclear France.

- And, by delegation of the Management Company, **CACEIS Bank** for bearer or administered registered units.

Institutions appointed to receive subscriptions and redemptions, and responsible for compliance with the clearing deadlines indicated in the prospectus, by delegation of the Management Company:

- **CACEIS Bank**, for bearer or administered registered units.

Fund accounting:

CACEIS Bank is responsible for the UCI's fund accounting, covering the clearance of subscription and redemption orders for units of the UCI. It will process these orders in partnership with Euroclear France, with which the UCI is listed, and manage the UCI's unit issuance account for bearer or administered registered units.

Statutory auditor:

EY, Tour First - 1-2 Place des Saisons - 92400 Paris, La Défense 1, France.

Accounting representative:

CACEIS FUND ADMINISTRATION 89–91 rue Gabriel Péri - 92120 Montrouge - France, a credit institution authorised by the ACPR on 1 April 2005.

Distributors:

Groupama Assurance Mutuelles' distribution networks (8-10 rue d'Astorg - 75008 Paris - France) and external distributors approved by Groupama Asset Management.

Conflict of interest management policy:

In order to identify, prevent, manage and monitor conflicts of interest that result from delegations, the Management Company has implemented a conflict of interest management policy available on request from your usual advisor or on the Management Company's website www.groupama-am.com.

3 MANAGEMENT PRINCIPLES

3.1 General characteristics

Characteristics of units:

- Type of right attached to the unit class:
Each unitholder has a shared ownership right in the assets of the Fund in proportion to the number of units held.
- Shareholder register and Fund accounting:
Fund accounting is provided by the custodian, CACEIS Bank.
Unit administration is performed by Euroclear France.
- Voting rights:
No voting rights are attached to the units, as decisions are made by the Management Company.
- Types of units:
Units are registered and/or bearer units.
- Fractioning:
Subscriptions may be in amounts or thousandths of a unit in the seven classes of units.
Redemptions may be in amounts or in thousandths of a unit in the seven classes of units.
The total redemption of units will only be possible as a quantity and not as an amount.

Financial year end:

- The last Paris Stock Exchange trading day in April.
- The first financial year end was the last Paris Stock Exchange trading day in December 2006.

Tax system:

- The Fund is eligible for PEA (personal equity savings plans) for individual investors.
- The Fund is not subject to corporation tax. In accordance with the principle of transparency, the tax authorities consider the unitholder to be the direct owner of a share of the financial instruments and cash held in the Fund.
- The tax treatment of any capital gain or income from holding Fund units depends on tax provisions specific to the investor's own particular circumstances and/or on the tax provisions in the country where the investor resides. Investors should seek professional financial advice.
- The French tax system considers a switch from one unit class to another unit class to be a sale subject to capital gains tax.

3.2 Special provisions

ISIN code:

G unit: FR0010890970

IC unit: FR0010631275

ID unit: FR0011291178

N unit: FR0010627851

M unit: FR0010627869

O unit: FR0013073806

R unit: FR0013279759

Classification:

“International Equities” UCITS

Investment in UCIs: up to 10% of its net assets.

Investment objective:

The Fund’s investment objective is to outperform its benchmark, the MSCI Europe closing (net dividends reinvested).

This objective will be implemented via a managerial approach that promotes the sustainability of issuers through an analysis of the ESG (environmental, social and governance) characteristics of the securities held in the portfolio.

This UCITS is a financial product that promotes environmental or social characteristics, or a combination of these characteristics, in accordance with Article 8 of Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector, as amended.

Benchmark index:

The benchmark is the MSCI Europe closing index, with net dividends reinvested, expressed in euros.

The benchmark is the MSCI Europe closing index (net dividends reinvested) defined by Morgan Stanley Capital International. This index is composed of approximately 600 securities representing the principal listed European companies. The benchmark calculation takes into account the market capitalisation of the companies, as well as their public float.

This index is only a reference. No mechanism to maintain any level of correlation with it is in place as part of the managerial approach implemented. Nevertheless, the behavioural profile of the portfolio and the index may be comparable in certain market configurations.

MSCI Limited, the administrator of the MSCI Europe Index, has until 31 December 2023 to apply for authorisation for the register of administrators and indices held by ESMA in accordance with Article 36 of Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016. As at the date of publication of this prospectus, the administrator has not yet obtained authorisation and is therefore not yet registered in the ESMA register.

The Administrator will make information on its indices available to the public on its website, <https://www.msci.com/indexes>.

Groupama Asset Management has an internal action plan which will be implemented in the event of substantial modification or termination of the Index.

Investment strategy:

► Portfolio composition strategy:

At least 60% of the investment universe is comprised of shares listed within the European Union with a market capitalisation of more than EUR 500 million.

To achieve its management objective, management of the Fund is based on an investment process made up of the four following steps:

- determining eligible securities;
- selecting securities by type;
- fundamental analysis; and
- portfolio building.

Security selection is based on a fundamental financial analysis of companies with a view to understanding the valuation of securities and identifying areas of profitability improvement not taken into account by the market. The aim is to improve the portfolio’s risk profile by increasing the number of positions that have, firstly, “self-help” potential and, secondly, highly asymmetrical risk/return ratios. Portfolio building involves positioning it in line with the economic cycle so as to influence its profit prospects, such as by evaluating the asymmetry of its securities.

Integration of ESG criteria:

The ESG approach applied to the UCITS takes into account criteria relating to each of the environmental, social and governance factors. The ESG investment universe comprises a wide range of European companies of all capitalisation sizes. Securities are rated from 0 to 100 according to a best-in-universe approach, i.e. the highest-rated 20% of securities have a score between 80 and 100, regardless of their economic sector.

Various indicators are used to analyse ESG criteria, including:

Environment: biodiversity, waste management etc.;

Social: employee training, supplier relations etc.;

Governance: board independence, executive compensation policy etc.

ESG criteria are taken into account in the portfolio management process in accordance with the following requirements:

1. Exclusion of securities belonging to the Major ESG Risks list (as defined hereinafter):
Groupama AM keeps track of a list of securities identified as comprising particularly high ESG risks (hereinafter the "Major ESG Risks" list). These are companies whose ESG risks could jeopardise their economic and financial viability, or could have a significant impact on the company's, or brand's, value, thus resulting in a significant loss of stock market value or a significant downgrade by rating agencies.
2. Exclusion of issuers belonging to the coal sector according to the criteria stipulated in Groupama AM's general policy, which is available at www.groupama-am.com.
3. At least 90% of the UCITS' net assets undergo an extra-financial analysis.
4. Considerably higher average ESG rating for the portfolio vis-à-vis the investment universe: the weighted average ESG rating of the portfolio will be higher than the average ESG rating of the investment universe once the bottom 20% of the lowest-rated securities in the universe are excluded.

Integration of the EU Taxonomy:

Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088 (the "EU Taxonomy" or the "Taxonomy Regulation") aims to identify environmentally sustainable economic activities. It identifies these activities based on their contribution to six overarching environmental objectives:

- climate change mitigation,
- climate change adaptation,
- the sustainable use and protection of water and marine resources,
- the transition to a circular economy (waste, reduction and recycling),
- pollution prevention and mitigation, and
- the protection and restoration of biodiversity and ecosystems.

To be considered as sustainable, an economic activity must demonstrate that it makes a material contribution to achieving one of the six objectives, without prejudice to any of the other five (the "Do No Significant Harm" principle, hereinafter the "DNSH" principle). The DNSH principle applies only to the underlying investments of the financial product that take account of the European Union's criteria for environmentally sustainable economic activities. For an activity to be considered aligned with the EU Taxonomy, it must also uphold the human and social rights enshrined in international law.

For this UCITS, the proportion of environmentally sustainable investments as defined in the Taxonomy Regulation is 0%.

The underlying investments of the remaining portion of this financial product do not take account of the European Union's criteria for environmentally sustainable economic activities.

Methodological limitations: the ESG approach developed by Groupama Asset Management is centred around a quantitative and qualitative analysis of the environmental, social and governance practices of the securities in which it invests. The main limitation of this analysis relates to the quality of the available information. Indeed, ESG data is not yet standardised, and our analysis is ultimately based on qualitative and quantitative data provided by the companies themselves, some of which may still be fragmented and heterogeneous. To overcome this limitation, Groupama Asset Management focuses its analysis on the most important aspects of the sectors and companies analysed.

- ▶ Management style:

The Fund adopts a management style, whereby the risk is rigorously and regularly monitored, aimed at outperforming its benchmark.

- Assets, excluding embedded derivatives

- ▶ Equity markets:

The Fund will invest at least 60% of its net assets in equities from European Union countries.

In order to comply at all times with the eligibility rules for equity saving plans for investors resident in France for tax purposes, at least 75% of the net assets will be invested in equities from countries in the European Union and the European Economic Area.

The minimum equity risk exposure is 75% of assets, and the portfolio may be occasionally overexposed, up to 110% of the net assets.

Company size is not a stock selection principle (investments may be made in companies of all capitalisations).

- ▶ Interest rate markets:

The Fund may hold up to 10% of the assets in bonds with a minimum rating of “high yield” (speculative securities whose rating is below BBB- (S&P/Fitch) or Baa3 (Moody’s) or those deemed equivalent by the Management Company).

- ▶ Holding shares or units of other UCITS, AIFs or foreign investment funds.

The Fund may hold up to 10% of its net assets in the units or shares of UCITS.

The following UCITS may be used: French UCITS or similar European UCITS.

The UCITS may, in particular, be those managed directly or indirectly by Groupama Asset Management.

External UCITS will be thoroughly reviewed in terms of their management procedures, performance, risk, and any other qualitative or quantitative criteria that may enhance the quality of management in the short, medium or long term.

Trackers (listed index entities) may be used to manage exposure to equity markets.

- Derivative instruments and securities with embedded derivatives

- ▶ The manager may trade in the derivative instruments set out in the table below. These transactions will be used to hedge, expose or engage in arbitrage transactions against equity and exchange rate risks.

Risks in which the manager intends to trade		Types of markets targeted			Types of trades			
		Regulated	Organised	Over the counter	Hedging	Exposure	Arbitrage	Other
Equities	X							
Interest rate								
Exchange rate	X							
Credit								
Derivative instruments used								
Futures								
- Equities		X	X	X	X	X	X	
- Interest rates								
- Currencies		X	X	X	X	X	X	
Options								
- Equities		X	X	X	X	X	X	
- Interest rates								
- Foreign exchange		X	X	X	X	X	X	
Swaps								
- Equities		X	X	X	X	X	X	
- Interest rates								
- Inflation								
- Foreign exchange		X	X	X	X	X	X	
- Total return swap		X	X	X	X	X	X	
- Equity swap		X	X	X	X	X	X	
Forward currency contracts								
Forward currency contracts		X	X	X	X	X	X	
Credit derivatives								
- Single-entity credit default swaps and basket default swap(s)								
- Indices								
- Index options								
- Structuring for basket credit derivatives (CDO tranches, iTraxx tranches, FTD, NTD, etc.)								
Other								
- Equity		X	X	X	X	X	X	
Securities with embedded derivatives								
Warrants								
- Equities		X	X	X	X	X	X	
- Interest rates								
- Foreign exchange		X	X	X	X	X	X	
- Credit								
Other								
- EMTN		X	X	X	X	X	X	
- Credit-linked notes (CLN)								
- Convertible bonds								
- Contingent convertible bonds (CoCo bonds)								
- Callable or puttable bonds								
Subscription warrants								
- Equities		X	X	X	X	X	X	
- Interest rates								

Derivatives transactions will total a maximum commitment of 20% of the Fund's net assets.

► Total return swaps (TRS)

- General description and justification of the use of TRS:

The total return swap (TRS) used is a swap contract of an index consistent with the management objective, for an interim payment indexed to the benchmark money-market rate.
- Types of assets that may be subject to such contracts:
 - Equities.

- Level of use anticipated and authorised:
 - Maximum use: 10% of net assets,
 - Expected use: approximately 0–10% of net assets.
- Information on the underlying strategy and composition of the index or the portfolio:
The TRS used by the Fund are standardised contracts on equities, baskets of equities and equity indices in order to hedge or expose the portfolio in relation to the equity market.
- Information on counterparties and clarification as to whether or not there is discretionary power:
These TRS are carried out without the counterparty having any discretionary decision-making power or any power over the composition or management of the Fund's portfolio or over the underlying assets of the TRS. The approval of the counterparty is not required for any transaction relating to the Fund's portfolio.
- Criteria determining TRS counterparty selection:
These contracts will be concluded with credit institutions with a minimum "Investment Grade" rating or a rating deemed equivalent by the Management Company, the registered office of which is located in an OECD member country.

▸ Counterparty selection criteria

Counterparties on over-the-counter instruments (over-the-counter derivatives and effective portfolio management techniques) are selected through a specific procedure in force within the Management Company; the main selection procedures relate to their financial solidity, their expertise on the types of transactions envisaged, general contractual clauses and specific clauses relating to techniques for mitigating counterparty risk.

- Deposits:
Up to 10% of the Fund's net assets may be in the form of deposits at a credit establishment based in a Member State of the European Union or European Economic Area, with a term of less than 12 months, as a store of cash to be used as needed.
- Cash borrowings:
On an exceptional basis, with the aim of investing in anticipation of a market rise or on a temporary basis as part of managing large redemptions, the Manager may borrow cash up to the value of 10% of the net assets of the Fund from the custodian.
- Temporary purchases and sales of securities:
The Fund is not intended to conduct temporary sales of securities.

Since the UCITS may use derivatives, securities with embedded derivatives and have recourse to cash loans, the portfolio's total level of exposure will not exceed 130% of the net assets.

Information relating to the Fund's collateral

The G FUND OPPORTUNITIES EUROPE Fund complies with the investment rules for collateral that are applicable to UCITS funds and does not apply specific criteria in addition to these rules.

The Fund may receive securities (such as corporate bonds and/or government bonds) or cash in the context of derivatives transactions traded over the counter. The collateral received and its diversification will comply with the restrictions of the Fund/UCITS.

Only the cash collateral received will be reused, via reinvestment in accordance with the rules applicable to UCITS.

All of these assets received as collateral must be issued by high-quality, liquid, diversified issuers with low volatility that are not an entity of the counterparty or its group.

These assets received as collateral will be retained by the custodian of the UCITS on specific accounts. Management of margin calls will be undertaken on a daily basis.

The discounts applied to collateral received take into account the credit quality, the price volatility of the securities and the result of stress tests carried out in accordance with the regulatory provisions.

The level of collateral and the discount policy are determined in accordance with the regulations in force.

Risk profile:

- **Capital loss risk:**

Investors will be exposed to the risk of losing their invested capital, since the Fund does not offer a capital guarantee.

- **Equity risk:**

The principal risk to which investors are exposed is equity risk, as more than 75% of the Fund is invested in equities. The Fund's net asset value is highly likely to experience fluctuations comparable to those seen in its preferred investment universe, namely, equities listed in the European Union.

The value of an investment and the income from it may go up as well as down and investors may not recover the capital initially invested in the company. The value of the portfolio may be impacted by external factors such as political and economic developments or political changes in certain governments.

- **Counterparty risk:**

Counterparty risk exists and is associated with the conclusion of over-the-counter financial contracts. It consists of assessing the risks for an entity in terms of its commitments regarding the counterparty with which the agreement relating to these transactions has been concluded. It therefore refers to the risk that a counterparty may default, causing it to default on payment. This risk is, however, limited by the provision of collateral.

- **Use of derivatives:**

Using derivatives may increase or decrease the volatility of the Fund by respectively increasing or decreasing its exposure.

However, the Fund's volatility should remain relatively close to its benchmark index, although it may vary from time to time.

- **Exchange rate risk:**

Exchange rate risk resides in the fact that the UCITS may deal in countries outside the eurozone and that it may hold securities or UCIs expressed in currencies other than the euro. The UCITS is exposed to the risk of fluctuations in all currencies.

- **Interest rate risk:**

As unitholders may be exposed to interest rate risk, they may find the performance of that component is negative as a result of interest rate fluctuations. Generally, the prices of fixed-income securities rise when interest rates fall, and fall when interest rates rise.

- **Credit risk:**

This is the possibility that the issuer's credit rating may fall or that the issuer may default, which will negatively impact the price of the security and thus the net asset value of the Fund.

- **Risk linked to investments in small and mid-caps:**

On these markets, the volume of securities listed on a stock exchange is reduced and movements on the market are therefore more dramatic and occur more quickly than on the markets of large-cap companies.

Unitholders are reminded that the Fund may be exposed to the small and mid-cap equity markets which may, by their nature, be subject to significant movements, both upwards and downwards. As such, the Fund's net asset value may fall.

- **Liquidity risk:**

Some of the Fund's assets may turn out to be illiquid, potentially causing a long delay between the date that an order is placed and the date of its execution. During this delay, the value of the instruments may fall significantly, which could entail a drop in the value of the Fund. Liquidity risk remains low owing to a rigorous choice of liquid securities carefully selected through our management process.

- **Risks associated with total return swaps and the management of collateral:**

The use of total return swaps may increase or reduce the net asset value of the Fund/UCITS.

The risks associated with these transactions and with the management of collateral are credit risk, counterparty risk and liquidity risk, as defined above.

Furthermore, the operational or legal risks are very limited due to an appropriate operating process, the custody of collateral received by the custodian of the Fund and the supervision of this type of operation through framework agreements concluded with each counterparty.

Finally, the risk of collateral reuse is very limited since only cash collateral is reused in accordance with the regulations relating to UCITS.

- **Risk linked to the use of high-yield speculative securities:**

This UCITS is to be considered as partially speculative and is aimed particularly at investors aware of the inherent risks of investing in securities with a low rating or no rating at all. As such, the use of high-yield securities means that the net asset value may drop more significantly.

- **Sustainability risks:**

Sustainability risks, comprising those on the Major ESG Risks list and the coal policy, are taken into account during decision-making as follows:

- Major ESG Risks list: this list comprises companies whose ESG risks could call into question their economic and financial viability, or could have a significant impact on the company's value and brand, thus resulting in a significant fall in market value or a significant downgrade by rating agencies. These securities are excluded.
- coal policy: the purpose of this policy is to reduce the exposure of the Fund to climate risks, including both physical and transition risks. In order to limit these risks, a stock exclusion list is established in accordance with the criteria set out in Groupama Asset Management's general policy, available on the website www.groupama-am.com. These stocks are excluded.

There may be several impacts resulting from the emergence of a sustainability risk and they may vary depending on the specific risk, region and asset class. In general, when a sustainability risk occurs for an asset, it will cause a negative impact on the asset or a total loss in its value.

Management policy for liquidity risk:

Management of the Fund's liquidity risk is undertaken as part of an analysis and monitoring procedure that relies on internal tools and methodologies in place within Groupama Asset Management.

This procedure has two main components:

- monitoring the portfolio's liquidity profile based on an asset liquidity assessment in view of current market conditions, and
- monitoring the Fund's ability, whether in current or worsening market conditions, to deal with significant redemption scenarios.

Guarantee or protection:

None.

Eligible subscribers and typical investor profile:

G units: reserved for Groupama Assurances Mutuelles' companies, subsidiaries and regional banks.

IC and ID units: Reserved for Institutional Investors.

M units: Reserved for institutional investors except UCIs or mandates managed by Groupama Asset Management or its subsidiaries.

N units: all subscribers.

O units: Reserved for UCIs and mandates managed by Groupama Asset Management or its subsidiaries, and belonging to Opale range.

R units: Reserved for investors subscribing via distributors or intermediaries providing advisory services within the meaning of the MiFID II European regulation, individual portfolio management services under mandate and when they are exclusively remunerated by their clients.

Minimum initial subscription:

- G units: €300,000.
- IC units: One thousandth of a unit.
- ID units: One thousandth of a unit.
- N units: €500.
- M units: One thousandth of a unit.
- O units: One thousandth of a unit.
- R units: One thousandth of a unit.

The G FUND OPPORTUNITIES EUROPE mutual fund is aimed at investors seeking to enhance their savings by investing in equity markets in European Union countries. Investors should have an aggressive approach to equity investment.

The recommended investment term is more than five years.

Proportion suitable for investment in the UCITS: all equity investments may be subject to significant fluctuations. The amount that might reasonably be invested in the G FUND OPPORTUNITIES EUROPE mutual fund should be determined with reference to the investor's personal situation. To determine this, investors should take into consideration their personal wealth, their needs at the present time and over the next five years, and the level of risk they are willing to accept.

Investors are also advised to diversify their investments sufficiently to avoid being exposed exclusively to the risks of this Fund.

Investors accepting only moderate risk will have less than 30% of their total portfolio exposed to equities, investors seeking a compromise between risk and performance will have approximately 50% of their total portfolio exposed to equities, and investors seeking maximum performance combined with risk will have up 70% or more of their total portfolio exposed to equities.

Investment diversification: this should be achieved by investing in different classes of assets (money market instruments, bonds and equities), and in different sectors and geographical regions so as to spread the risks more effectively and optimise portfolio management by taking market trends into account.

Distributable income calculation and appropriation methods:

This is a multi-class Fund:

- IC, N, M and R units: accumulation.
- ID units: distribution with the option to pay interim dividends and to carry forward the profit as a whole or in part
- G units: accumulation and/or distribution with an opportunity to pay interim dividends and to carry forward earnings in full or in part
- O units: distribution with the option to pay interim dividends and to carry forward earnings in full or in part.

Characteristics of units

- Net asset value at launch of each unit:
 - G units: €10,000
 - IC units: €1,524.49
 - ID units: €100
 - N units: €500
 - M units: €100 (NAV split by 100 on 26 February 2009)
 - O units: €10,000
 - R units: €500
- Currency of units: Euro.

Subscription and redemption procedures:

Orders are executed in accordance with the table below:

D	D	D	D+1 business day	D+3 business days	D+3 business days
Clearing of subscription orders before 11:00 am (1)	Clearing of redemption orders before 11:00 am (1)	Execution of the order no later than D	Publication of the net asset value	Settlement of subscriptions	Settlement of redemptions

(1) Unless you have agreed a specific deadline with your financial institution.

- Subscription and redemption requests are cleared by CACEIS Bank and may be received every bank business day up to 11:00 am:
 - at CACEIS Bank, for bearer or administered registered units.
 - at Groupama Asset Management for directly registered units.
- 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. Consequently, these marketing agents may stipulate an earlier cut-off time of their own, which may precede the time mentioned above, so that instructions can be sent to CACEIS Bank on time.
- They are executed on an unknown net asset value basis with settlement on D+3 Euronext Paris.
- The Fund's net asset value is calculated on every trading day except for official French public holidays. The reference calendar is that of the Paris Stock Exchange.
- The net asset value may be obtained from: www.groupama-am.com for IC, ID, N, M and R units or at the offices of Groupama Asset Management.
- Fractioning:
 - ▶ Subscriptions may be in amounts or in thousandths of a unit in the seven classes of units.
 - ▶ Redemptions may be in amounts or in thousandths of a unit in the seven classes of units.
 - ▶ The total redemption of units will only be possible as a quantity and not as an amount.

Fees and charges:

- Subscription and redemption fees:

Subscription fees increase the subscription price paid by the investor, while redemption fees decrease the redemption price. The fees accruing to the Fund compensate it for the costs it has to pay to invest or divest the holdings of the Fund. The remaining fees accrue to the Management Company, distributor, etc.

IC, ID, and N units:

Charges borne by the investor, collected at the time of subscription or redemption	Base	Rate
Subscription fees not accruing to the Fund*	Net asset value x Number of units or shares	Maximum rate: 2.75%
Subscription fees accruing to the Fund	Net asset value x Number of units or shares	None
Redemption fees not accruing to the Fund*	Net asset value x Number of units or shares	None
Redemption fees accruing to the Fund	Net asset value x Number of units or shares	None

(*) Bank charges of up to EUR 50 per transaction are added to these fees in Italy.

G, M, O and R units:

Charges borne by the investor, collected at the time of subscription or redemption	Base	Rate
Subscription fees not accruing to the Fund	Net asset value x Number of units or shares	Maximum rate: 4%
Subscription fees accruing to the Fund	Net asset value x Number of units or shares	None
Redemption fees not accruing to the Fund*	Net asset value x Number of units or shares	None
Redemption fees accruing to the Fund	Net asset value x Number of units or shares	None

(*) Bank charges of up to EUR 50 per transaction are added to these fees in Italy.

- Operating and management fees:

These fees include all those charged directly to the Fund, except for transaction fees. Transaction fees include intermediary fees (e.g. brokerage fees, stock market taxes, etc.) and the transaction fee, if any, that may be charged, notably by the custodian and the Management Company.

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

- ▶ Performance fees. These reward the Management Company if the Fund's performance exceeds its objectives. They are therefore charged to the Fund;
- ▶ Transaction fees charged to the Fund;

Regarding ongoing charges invoiced to the Fund, please refer to the "Charges" section of the Key Investor Information Document (KIID).

G units:

Fees charged to the Fund	Base	Rate
Financial management fees and administrative fees external to the Management Company (statutory auditor, custodian, distribution, lawyers, etc.)	Net assets	Maximum rate: 1.40% incl. tax
Maximum indirect fees (management fees and charges)	Net assets	Not significant*
Transaction fee accruing to the custodian, CACEIS Bank	Deducted from each transaction	Transferable securities: None Foreign exchange transaction: €10 incl. tax OTC product: from €10 to €150** incl. tax
Transaction fee accruing to the Management Company	Deducted from each transaction	By type of instrument***
Performance fee	Net assets	20% of the outperformance compared with the MSCI Europe closing (net dividends reinvested)

* The UCITS held in the portfolio are below 20%

** Depending on complexity

*** Please refer to the "Transaction fees accruing to the Management Company" fee scale below

IC and ID units:

Fees charged to the Fund	Base	Rate
Financial management fees and administrative fees external to the Management Company (statutory auditor, custodian, distribution, lawyers, etc.)	Net assets Deducted from Fund units or shares	Maximum rate: 1.50% incl. tax
Maximum indirect fees (management fees and charges)	Net assets	Not significant*
Transaction fee accruing to CACEIS Bank	Deducted from each transaction	Transferable securities: None Foreign exchange transaction: €10 incl. tax OTC product: from €10 to €150** incl. tax
Transaction fee accruing to the Management Company	Deducted from each transaction	By type of instrument***
Performance fee	Net assets	20% of the outperformance compared with the MSCI Europe closing (net dividends reinvested)

* The UCITS held in the portfolio are below 20%

** Depending on complexity

*** Please refer to the "Transaction fees accruing to the Management Company" fee scale below

M units:

Fees charged to the Fund	Base	Rate
Financial management fees and administrative fees external to the Management Company (statutory auditor, custodian, distribution, lawyers, etc.)	Net assets Deducted from Fund units or shares	Maximum rate: 1.00% incl. tax
Maximum indirect fees (management fees and charges)	Net assets	Not significant*
Transaction fee accruing to CACEIS Bank	Deducted from each transaction	Transferable securities: None Foreign exchange transaction: €10 incl. tax OTC product: from €10 to €150** incl. tax
Transaction fee accruing to the Management Company	Deducted from each transaction	By type of instrument***
Performance fee	Net assets	20% of the outperformance compared with the MSCI Europe closing (net dividends reinvested)

* The UCITS held in the portfolio are below 20%

** Depending on complexity

*** Please refer to the "Transaction fees accruing to the Management Company" fee scale below

N units:

Fees charged to the Fund	Base	Rate
Financial management and administrative fees external to the Management Company (statutory auditor, custodian, distribution, lawyers, etc.)	Net assets Deducted from Fund units or shares	Maximum rate: 2.00% incl. tax*
Maximum indirect fees (management fees and charges)	Net assets	Not significant**
Transaction fee accruing to the custodian, CACEIS Bank	Deducted from each transaction	Transferable securities: None Foreign exchange transaction: €10 incl. tax OTC product: from €10 to €150*** incl. tax
Transaction fee accruing to the Management Company	Deducted from each transaction	By type of instrument****
Performance fee	Net assets	20% of the outperformance compared with the MSCI Europe closing (net dividends reinvested)

* Of which 1.50% is the financial management fee

** The UCITS held in the portfolio are below 20%

*** Depending on complexity

**** Please refer to the "Transaction fees accruing to the Management Company" fee scale below

O units:

Fees charged to the Fund	Base	Rate
Financial management fees and administrative fees external to the Management Company (statutory auditor, custodian, distribution, lawyers, etc.)	Net assets	Maximum rate: 0.10% incl. tax
Maximum indirect fees (management fees and charges)	Net assets	Not significant*
Transaction fee accruing to CACEIS Bank	Deducted from each transaction	Transferable securities: None Foreign exchange transaction: €10 incl. tax OTC product: from €10 to €150** incl. tax
Transaction fee accruing to the Management Company	Deducted from each transaction	By type of instrument***
Performance fee	Net assets	20% of the outperformance compared with the MSCI Europe closing (net dividends reinvested)

* Not significant, the UCITS held in the portfolio are below 20%

** Depending on complexity

*** Please refer to the "Transaction fees accruing to the Management Company" fee scale below

R units:

Fees charged to the Fund	Base	Rate
Financial management fees and administrative fees external to the Management Company (statutory auditor, custodian, distribution, lawyers, etc.)	Net assets Deducted from Fund units or shares	Maximum rate: 1.10% incl. tax
Maximum indirect fees (management fees and charges)	Net assets	Not significant*
Transaction fee accruing to CACEIS Bank	Deducted from each transaction	Transferable securities: None Foreign exchange transaction: €10 incl. tax OTC product: from €10 to €150** incl. tax
Transaction fee accruing to the Management Company	Deducted from each transaction	By type of instrument***
Performance fee	Net assets	20% of the outperformance compared with the MSCI Europe closing (net dividends reinvested)

* The UCITS held in the portfolio are below 20%

** Depending on complexity

*** Please refer to the "Transaction fees accruing to the Management Company" fee scale below

- Transaction fees accruing to the Management Company:

Transaction fee accruing to the Management Company By type of instrument	Base	Maximum rate and/or scale
Equities and equivalent	Deducted from each transaction	0.10% incl. tax
Convertible bonds	Deducted from each transaction	0.05% incl. tax
Corporate bonds	Deducted from each transaction	0.05% incl. tax
Government bonds	Deducted from each transaction	0.03% incl. tax
Exchange rate, including over the counter (OTC)	Deducted from each transaction	0.005% incl. tax
Interest rate swaps (IRS)	Deducted from each transaction	0.02% incl. tax
Credit default swaps (CDS) and asset-backed securities (ABS)	Deducted from each transaction	0.03% incl. tax
Listed derivatives (per lot)	Deducted from each transaction	€2

General principles applicable to UCITS performance fees:

The performance fee is provisioned on each net asset value calculation date and charged upon calculation of the final NAV (net asset value) for each financial year.

The calculation method used is the “daily variation” model, which seeks to adjust the total provisioned balance when each NAV is calculated, based on the UCITS’s performance vis-à-vis the MSCI Europe index (net dividends invested) since the previous NAV.

A benchmark asset is determined at each valuation of the UCITS. It represents the UCITS’s assets minus subscription/redemption amounts and valued based on the performance of the benchmark index since the most recent valuation.

Where the UCITS’s valued assets, net of any fees, have outperformed the benchmark asset since the most recent NAV, an amount representing 20% of the difference will be added to the balance provisioned for performance fees. On the contrary, where the benchmark asset outperforms the Fund’s assets between two NAV calculation dates, a write-back of 20% of the difference will be made. The total provisioned balance cannot be negative, so write-backs are capped at the total value of existing provisions. Nevertheless, a theoretical negative balance will be noted so that future variable fees will only be provisioned once the underperformance recorded has been completely offset.

For redemptions, the portion of the provision for variable management fees corresponding to the number of units redeemed accrues in full to the management company.

In the event that no performance fee has been provisioned by the end of a reference period due to an underperformance vis-à-vis the benchmark index, the reference period will be extended to the following financial year with provision amounts calculated in the same way. Performance fees will therefore only be provisioned in the new financial year if past underperformance has been completely offset. If the UCITS is still underperforming

after a period of five years, subsequent reference periods will be limited to just the five preceding financial years, for as long as underperformance continues.

Since the only criteria for calculating performance fees is a positive relative performance of the UCITS compared to the benchmark, it is possible that a performance fee may be paid even in the case of negative absolute performance.

Examples:

Year	% perf. above/below benchmark index	NAV before perf. fee	Performance of NAV per share		Performance of benchmark index		Perf. fee	NAV after perf. fee
			for the year	cumulative (1)	for the year	cumulative (1)		
1	+	100	8.00%	8.00%	3.00%	3.00%	1.00	99.00
2	-	103.95	5.00%	5.00%	7.00%	7.00%	0	103.95
3	-	101.87	-2.00%	2.90%	-3.00%	3.79%	0	101.87
4	+	105.95	4.00%	7.02%	1.00%	4.83%	0.45	105.49
5	+	107.60	2.00%	2.00%	-1.00%	-1.00%	0.65	106.96

(1) Performance since the most recent valuation day of a calculation period for which a performance fee has been calculated.

Year 1: the performance of the NAV per unit (8%) is higher than the performance of the index (3%).

The outperformance is $8\% - 3\% = 5\%$ and results in a performance fee of $100 \times 20\% \times 5\% = 1$. A new reference period is established from Year 2.

Year 2: the performance of the NAV per unit (5%) is lower than that of the index (7%).

No performance fee is calculated.

The calculation period is extended to Year 3.

Year 3: the performance of the NAV per unit from the start of Year 2 to the end of Year 3 (2.90%) is lower than that of the index (3.79%).

No performance fee is calculated.

The calculation period is extended to Year 4.

Year 4: the performance of the NAV per unit from the start of Year 2 to the end of Year 4 (7.02%) is higher than that of the index (4.83%).

The outperformance is $7.02\% - 4.83\% = 2.19\%$ and results in a performance fee of $103.95 \times 20\% \times 2.19\% = 0.45$. A new reference period is established from Year 5.

Year 5: the performance of the NAV per unit (2%) is higher than that of the index (-1%).

The outperformance is $2\% - (-1\%) = 3\%$ and results in a performance fee of $107.60 \times 20\% \times 3\% = 0.65$.

A new reference period is established from Year 6.

Further details about the method for calculating performance fees are available from Groupama Asset Management.

The portfolio's management strategy may benefit from third-party research services borne by the Fund.

The contribution to the AMF will also be borne by the Fund.

Any exceptional legal costs related to recovery of the UCITS's receivables may be added to the fees detailed above.

Income from transactions involving the temporary purchase and sale of securities accrues in full to the UCITS. Charges, costs and fees in respect of these transactions are charged by the custodian and paid by the UCITS. Groupama Asset Management does not collect any fee in kind from the intermediaries.

- Selection of intermediaries:

Managers have a list of authorised brokers. A Broker Committee meets to assess managers' evaluations of brokers and the entire value-adding chain covering analysts, middle office etc., and to justify the inclusion of new brokers and/or exclusion of others.

Based on their expertise, each manager reports in terms of the following criteria:

- ▶ Quality of price execution
- ▶ Broker's longevity
- ▶ Quality of the securities chain/the middle- and back-office.

4 COMMERCIAL INFORMATION

All information relating to the Fund may be obtained by writing to:

Groupama Asset Management
25 rue de la Ville l'Evêque – 75008 Paris – France
or from the website: www.groupama-am.com

The net asset value of the Fund is available from the website www.groupama-am.com and at the offices of Groupama Asset Management.

The latest annual and interim documents are available to unitholders by writing to:

Groupama Asset Management
25 rue de la Ville l'Evêque – 75008 Paris – France
Subscription/redemption requests are cleared by:
CACEIS Bank
89–91 rue Gabriel Péri – 92120 Montrouge – France

Information on environmental, social and governance quality criteria (ESG):

Additional information on the Management Company's procedures for taking ESG criteria into account is available in the Fund's annual report and on the Groupama Asset Management website (www.groupama-am.com)

Information on the Management Company's voting rights:

Groupama Asset Management's voting policy and its report on voting rights are available on the website www.groupama-am.com.

5 INVESTMENT RULES

The Fund complies with the regulatory ratios applicable to UCITS, as defined by the French Monetary and Financial Code.

6 OVERALL RISK

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

7 ASSET VALUATION AND ACCOUNTING RULES

7.1 Valuation methods

Transferable securities traded on a French or foreign regulated market, including ETFs

- Securities traded in the eurozone:
=> Last price on valuation day.

For interest rate products, the Management Company reserves the right to use consensus prices when these are more representative of the market value.

Foreign securities denominated in currencies other than the euro are translated into euros at the exchange rate in Paris on the valuation day.

Transferable securities whose price has not been calculated on the valuation day are valued at the last officially published price. Securities whose prices have been adjusted are valued at their probable market value under the sole responsibility of the Fund's manager or Management Company.

Fund shares and securities

Units or shares of UCIs are valued at their last known net asset value.

Negotiable debt securities

Negotiable debt securities are valued according to the following rules:

- Fixed-rate treasury bills based on the previous day's price published by the Bank of France.
- Other negotiable debt securities (e.g. short and medium-term negotiable securities, bonds issued by financial companies, bonds issued by specialist financial institutions) are valued:
 - ▶ On the basis of the price at which the market transactions were carried out;
 - ▶ In the absence of a meaningful market price, by applying an actuarial method to increase the reference price by a margin reflecting the intrinsic characteristics of the issuer. If the situation of the issuer changes significantly, this margin could be adjusted over the period during which the security is held.

Over-the-counter transactions

Transactions concluded on an over-the-counter market and authorised by the regulations applicable to UCIs are valued at their market value.

Futures and options contracts

- Futures contracts on derivatives markets are valued at the same day's settlement price.
- Options on derivatives markets are valued at the same day's closing price.

Temporary sales of securities

The Fund is not intended to conduct temporary sales of securities.

Generally, financial instruments for which the price has not been recorded on the valuation day or for which the price has been corrected are valued at their likely trading price as determined by the SICAV's board of directors or management board or, for a mutual fund, by the Management Company. Such valuations and their supporting documentation are given to the statutory auditor during their audit.

Valuation methods for off-balance-sheet commitments:

- Futures contracts are valued at nominal value x quantity x settlement price x (currency)
- Options contracts are valued at their underlying equivalent
- Swaps

- ▶ Asset-backed or non-asset-backed swaps
Commitment = nominal value + valuation of the fixed-rate leg (if fixed/variable) or the variable-rate leg (if variable/fixed) at market value.
- ▶ Other swaps
Commitment = nominal value + market value (if the Fund has adopted a synthetic valuation method).

7.2 Method used to recognise income from fixed-income securities

Coupons received method.

7.3 Method used to recognise expenses

Transactions are accounted for excluding fees and expenses.

8 REMUNERATION

Details of the updated remuneration policy are available on the Groupama Asset Management website at www.groupama-am.com.

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