

Appendix to the order of the Minister of Finance approving the regulations of the Financial Market Council relating to undertakings for collective investment in transferable securities and the management of securities portfolios on behalf of third parties

The Financial Market Council;

Having regard to Law No. 94-117 of November 14, 1994, on the reorganization of the financial market, as amended and supplemented by subsequent texts, in particular Law No. 2009-64 of August 12, 2009, promulgating the code de prestation des services financiers aux non résidents et notamment ses articles 29 et 31;

Having regard to the Code of Collective Investment Undertakings promulgated by Law No. 2001-83 of July 24, 2001, as amended and supplemented by subsequent texts, in particular Law No. 2008-78 of December 22, 2008, amending the legislation on venture capital investment companies and mutual funds to risk and extension of their scope of intervention and in particular its article 31;

Having regard to Law No. 2005-96 of October 18, 2005, on strengthening the security of financial relations, and in particular Article 20 thereof;

Having regard to Decree No. 2001-2278 of September 25, 2001, implementing the provisions of Articles 15, 29, 35, 36, and 37 of the Collective Investment Undertakings Code, promulgated by Law No. 2001-83 of July 24, 2001, as amended and supplemented by subsequent texts, in particular Decree No. 2006-1248 of May 2 , 2006;

Having regard to Decree No. 2006-1294 of May 8, 2006, implementing the provisions of Article 23 of Law No. 2005-96 of October 18, 2005, on strengthening the security of financial relations, as amended by Decree No. 2009-1502 of May 18, 2009, and in particular Articles 2, 6, and 6b thereof;

Having regard to the decree of the Minister of Finance of January 29, 2002, approving the regulations of the Financial Market Council relating to undertakings for collective investment in transferable securities and the management companies of such undertakings, and the amendments thereto introduced and approved by the decree of the Minister of Finance of January 28, 2007;

Decides:

**REGULATION OF THE FINANCIAL MARKET COUNCIL RELATING
COLLECTIVE INVESTMENT UNDERTAKINGS IN TRANSFERABLE SECURITIES AND THE
MANAGEMENT OF SECURITIES PORTFOLIOS ON BEHALF OF THIRD PARTIES¹**

**PREAMBLE
General provisions**

Article 1:

The provisions of these regulations apply:

- to organizations de placement collective en securities mobilières hereinafter referred to as UCITS;
- to management companies referred to in Article 31 of the Code of Collective Investment Undertakings promulgated by Law No. 2001-83 of July 24, 2001, referred to above;
- management companies referred to in Article 20 of Law No. 2005-96 of October 18, 2005, on strengthening the security of financial relations;
- stockbrokers and credit institutions authorized to manage securities portfolios on behalf of third parties in accordance with the provisions of Article 22 of Law No. 2005-96 of October 18, 2005, on strengthening the security of financial relations;
- to depositaries;
- stockbrokers and persons who, by virtue of their professional activity, are involved in accounting control or legal or financial arrangements for securities or financial products placed on the market by public offering;
- to persons responsible issuing an opinion on the information intended the the
- to the securities depository, clearing, and settlement company;
- the Tunis Stock Exchange;
- to investors in securities and financial products;
- to distributors of UCITS securities;
- to UCITS auditors.

Article 2:

Undertakings for Collective Investment in Transferable Securities, hereinafter referred to as UCITS, are considered to be open-ended investment companies, hereinafter referred to as SICAVs, and mutual funds, hereinafter referred to as FCPs.

Article 3:

For the purposes of these regulations, the term "manager" refers to:

- The management companies referred to in Article 31 of the Code of Collective Investment Undertakings promulgated by the

¹As amended by the order of the Minister of Finance dated February 15, 2013

Law No. 2001-83 referred to above and Article 20 of Law No. 2005-96 referred to above;

- and stockbrokers and credit institutions authorized to manage securities portfolios on behalf of third parties in accordance with the provisions of Article 22 of the aforementioned Law No. 2005-96.

TITLE I: UNDERTAKINGS FOR COLLECTIVE INVESTMENT IN TRANSFERABLE SECURITIES

CHAPTER I

The formation of UCITS

Section 1: Approval and establishment of UCITS

Article 4:

The UCITS approval file submitted to the Financial Market Council includes the following documents:

- an approval form (Appendix 1); this contains the identification details of the UCITS and its stakeholders, the investors concerned, the management characteristics, and the operating procedures of the UCITS;
- the draft documents the articles of association the prospectus SICAV or the internal regulations FCP (Appendix No. 2);
- information concerning the UCITS manager: its organizational chart and that of its various functional and operational structures, a description of positions and a definition of the delegation of powers and responsibilities within the department performing the management function, procedures describing the process for carrying out various operations, including computerized processing procedures, identifying the controls required at the various stages within this department, and a presentation of its shareholding structure;
- information concerning the depositary institution: its organizational chart and that of its various functional and operational structures, a description of the positions and a definition of the delegation of powers and responsibilities within the department performing the custodian function, procedures describing the process for carrying out the various operations, including computerized processing procedures, identifying the controls required at the various stages within that department, the letter of acceptance, and the control plan;
- information concerning the distributor(s): its organizational chart and that of its various functional and operational structures, job descriptions and the definition of delegated powers and responsibilities within the department responsible for distribution, as well as the distribution methods;
- the founders' profiles, including their resumes and, in the case of natural persons, an extract from their criminal records; for legal entities, a general description of their activities and, where applicable, a presentation of the group to which they belong and the shareholding structure;
- a general description of the terms and conditions of remuneration of the employees, managers, custodians, and distributors of the UCITS;
- a list of the initial shareholders or unit holders indicating the amount of payments to be made by each of them;
- the identification of the stockbroker(s) responsible for executing the UCITS manager's orders on the stock exchange, as well as their remuneration.

The Financial Market Council shall respond to the application for approval within a maximum of three months from the date of submission of the application accompanied by the necessary documents. This period shall be suspended until the Financial Market Council has received the additional information or due diligence it has requested.

Section 2: Opening to the public

Article 5:

Any public offering by a UCITS is subject to notification of its approval by the Financial Market Council.

The UCITS may only receive subscriptions from the public after drawing up a prospectus, in accordance with the model presented in Appendix No. 3, submitted for approval to the Financial Market Council in accordance with the provisions of Article 2 of Law No. 94-117 and the provisions of the Financial Market Council's regulations relating to public offerings.

Article 6:

The prospectus must contain the following statement:

"This document contains important information and should be read carefully before subscribing to any investment."

Article 7:

Prior to any subscription, the UCITS publishes a prospectus approved by the Financial Market Council. This must be made available to the public and provided prior to any subscription.

Investors may obtain a copy from the SICAV or the management company.

In addition, investors may obtain a copy of the SICAV's articles of association or the FCP's internal regulations free of charge.

Article 8:

The prospectus shall be distributed and advertised under the same conditions as those provided for in the Financial Market Council's regulations on public offerings.

Advertisements relating to the placement of securities must comply with the requirements of the Financial Market Council's regulations on public offerings.

Article 9:

The founders of the mutual funds undertake to supplement the subscription, if necessary, in order to reach the minimum legal amount. They must inform the Financial Market Council of the new structure of the unit holders.

The mutual fund is constituted on the date the funds are deposited.

Article 10:

A certificate of deposit of funds for mutual funds or a certificate of deposit of initial capital for SICAVs must be sent to the Financial Market Council by the custodian immediately after the funds have been deposited.

Article 11:

Without prejudice to the provisions of Article 164 of the Commercial Companies Code, the UCITS is required to publish a notice in the Official Journal of the Republic of Tunisia stating the date of approval, the date of opening to the public, the name and registered office of the institution where the UCITS' portfolio and funds will be deposited, and the name and registered office of the manager and distributor.

CHAPTER II**Changes in the life of the UCITS Section 1:****Liquidation of UCITS****Article 12:**

Without prejudice to the provisions of the Commercial Companies Code relating to liquidation, the application for approval of liquidation is filed with the Council of the Financial Market accompanied by the following documents :

- a liquidation statement (Appendix No. 4);
- the draft information to shareholders or unit holders;
- written confirmation from the depositary that it has been informed of the liquidation;
- a copy of the minutes of the board of directors or executive board meeting of the manager or SICAV;
- a copy of the minutes of the extraordinary general meeting for SICAVs;
- the auditor's report.

The Financial Market Council shall respond to the application for approval within a maximum of three months from the date of submission of the application accompanied by the necessary documents. This period shall be suspended until the Financial Market Council has received the additional information or due diligence it has requested.

Article 13:

The conditions for liquidation and the terms and conditions for the distribution of assets are determined by the SICAV's articles of association or the FCP's internal regulations.

During the liquidation period, the UCITS remains subject to supervision by the Financial Market Council and may only carry out transactions that are strictly necessary for its liquidation.

The UCITS may only refer to its status as a SICAV or FCP by specifying that it is in liquidation.

Article 14:

When a UCITS is liquidated, the liquidator shall assess the value of the assets and draw up a report on the conditions of the liquidation no later than one month after his appointment. This report shall be made available to the

shareholders or unit holders. It shall also be sent without delay to the Financial Market Council.

Article 15:

The liquidator must submit a report on the progress of the liquidation proceedings to the Financial Market Council once every three months and, at the end of his assignment, a detailed report on the liquidation.

The liquidator's report shall be sent to the Financial Market Council no later than one month after it has been drawn up.

Article 16:

Upon obtaining approval for the liquidation, the person responsible for the UCITS shall immediately inform its subscribers by individual letter and the public by publishing a notice in two daily newspapers, one of which shall be in Arabic, and in the official bulletin of the Financial Market Council.

The information must include the date of entry into force.

Section 2: Change in one of the characteristic elements of the approval file

Article 17:

Any change to the characteristics of the initial approval file for the establishment of a UCITS must be brought to the attention of the Financial Market Council.

The Financial Market Council shall assess whether these changes are likely to call into question the authorization that has been granted or whether they must be disclosed to shareholders or unit holders, and shall determine the medium for such disclosure.

Article 18:

The amendments provided for in Article 17 shall be brought to the attention of shareholders and unitholders at the initiative of the manager by means of a notice in a daily newspaper and by publication in the official bulletin of the Financial Market Council.

They shall give subscribers the option of exiting at no cost.

These exit terms and conditions must be explicitly mentioned when informing subscribers. Redemption requests shall be taken into account for three months from the date on which the shareholder or unit holder was informed of the change.

Redemptions are made exclusively in cash.

This information must be clear so that unit holders or shareholders can make an informed decision.

CHAPTER III RULES SPECIFIC TO SEED FUNDS AND VENTURE CAPITAL FUNDS

Section 1: General provisions

Article 19

In accordance with the provisions of Article 1 of Law No. 2005-58 of July 18, 2005, seed funds are mutual funds investing in securities whose purpose is to strengthen the equity capital of innovative projects prior to the actual start-up phase.

These funds are primarily used to help promoters:

- exploit patents;
- complete the technical and economic study of the project;
- develop the product's technological process prior to the commercialization phase;
- complete the financing plan.

Article 20 (new) *(Decree of the Minister of Finance of February 15, 2013, Art. 1^{er}):*

In accordance with the provisions of Article 22 bis of the Code of Collective Investment Undertakings, venture capital mutual funds are mutual funds investing in securities whose purpose is to participate, on behalf of unitholders and with a view to resale or transfer, in strengthening the investment opportunities and equity capital of companies. Venture capital mutual funds are required, within a period not exceeding two years following the year in which the units were issued, to invest at least 80% of their assets in companies established in Tunisia and not listed on the Tunis Stock Exchange, with the exception of those operating in the residential real estate sector.

Newly issued shares on the alternative market of the Tunis Stock Exchange are also taken into account for the calculation of the employment rate provided for in the first paragraph of this article, up to a limit of 30% of that rate.

When the shares of a company in which a venture capital mutual fund holds an interest are admitted to the main market of the Tunis Stock Exchange, they shall continue to be taken into account for the calculation of the employment rate provided for in the first paragraph of this article for a period not exceeding five years from the date of admission.

Venture capital mutual funds provided for in Article 22 bis of the Collective Investment Undertakings Code shall invest by subscribing to or acquiring ordinary or preferred shares without voting rights, investment certificates, or by acquiring or subscribing to shares.

Venture capital mutual funds may also invest by subscribing to or acquiring participating securities, bonds convertible into shares and, in general, all other categories of securities treated as equity in accordance with the laws and regulations in force. They may also grant advances in the form of associated current accounts.

Article 21:

The provisions of Titles I and III of these regulations apply to seed funds and venture capital mutual funds, with the exception of the provisions of Articles 4, 5, 107, 110, 135, 137, and 140 of these regulations.

A general decision of the Financial Market Council defines the conditions under which the Financial Market Council grants approval for changes affecting a fund. The approval period is three months. *(Decree of the Minister of Finance of February 15, 2013, Art. 1^{er})*

**Section 2: Provisions governing seed funds and venture capital mutual funds Subsection 1: Approval and
incorporation**

Article 22:

The approval of a venture capital mutual fund or seed fund, hereinafter referred to as "funds," is subject to the prior filing with the Financial Market Council by the manager of the file containing the elements specified by a general decision of the Financial Market Council. *(Decree of the Minister of Finance of February 15, 2013, Art. 1⁽¹⁾)*

The Financial Market Council shall respond to the application for approval within a maximum of three months from the date of submission of the application accompanied by the necessary documents. This period shall be suspended until the Financial Market Council has received the additional information or due diligence it has requested.

**Subsection 2: Information documents for public use Paragraph 1:
The prospectus**

Article 23 (new) *(Decree of the Minister of Finance of February 15, 2013, Art. 1¹):*

Any public offering by a venture capital mutual fund or seed capital fund is subject to notification of its approval by the Financial Market Council *(Added by Order of the Minister of Finance of February 15, 2013, Art. 2)*.

The fund may only receive subscriptions after a prospectus has been drawn up and approved by the Financial Market Council in accordance with the model established by a general decision of the Financial Market Council. This prospectus must be made available to the public and provided prior to any subscription.

This delivery is free of charge and may be made by any means.

Paragraph 2: Internal regulations Article 24

(new) *(Decree of the Minister of Finance of February 15, 2013, Art. 1^{er}):*

The manager and the depositary shall establish internal regulations in accordance with the model established by a general decision of the Financial Market Council.

The structure and titles of the various sections of the internal regulations must be respected.

Paragraph 3: Annual report

Article 25:

The annual report shall be prepared by the manager at the end of each financial year; it shall contain the fund's financial statements in accordance with the accounting regulations in force and include the certification given by the auditor.

This report must include the following information in particular:

- a breakdown of assets;
- a breakdown of liabilities;
- a report on the implementation of the management guidelines defined by the Fund's internal regulations (management policy, allocation of investments, co-investments and co-divestments made alongside portfolios managed or advised by the manager or a company affiliated with it);
- the total amount invoiced to the fund and its nature (sector analysis, accounting audit of targets, etc.) and, where the beneficiaries are companies affiliated with the manager, the report shall indicate their identity and the total amount invoiced;
- changes in valuation methods and the reasons for such changes;
- the number of shares outstanding;
- the breakdown of income;
- details of movements in the fund's assets during the financial year;
- the income and expense account;
- capital gains or losses realized;
- allocation of results;
- the net asset values recorded at the beginning and end of the financial year.

The annual report is submitted to the Financial Market Council no later than six months after the end of the financial year.

It shall be made available to unitholders at the registered office of the fund management company. It shall be sent to any unitholder who requests it within one week of receipt of the request. *(Added by Order of the Minister of Finance of February 15, 2013, Art. 2)*

Subject to the agreement of the unit holder, this may be sent electronically. *(Added by Order of the Minister of Finance of February 15, 2013, Art. 2)*

Section 3: Specific provisions governing seed funds and venture capital mutual funds benefiting from a simplified procedure

(Decree of the Minister of Finance of February 15, 2013, Art. 4)

Subsection 1: Specific provisions

Article 26 (new) *(Decree of the Minister of Finance of February 15, 2013, Art. 1^{er})*:

Venture capital mutual funds governed by Article 22 quinquies of the Code of Collective Investment Undertakings and seed funds benefiting from a simplified procedure, hereinafter referred to as "funds benefiting from a simplified procedure," are subject to the provisions of this section.

Article 27 (new) *(Decree of the Minister of Finance of February 15, 2013, Art. 1^{er}):*

Any application to subscribe to or acquire units in one of these funds must be accompanied by a warning stating that the subscription, acquisition, or sale of units is reserved for informed investors. This warning shall state that the fund is subject to a simplified procedure.

Article 28 (new) *(Decree of the Minister of Finance of February 15, 2013, Art. 1^{er}):*

The establishment of a fund benefiting from a simplified procedure is subject to approval by the Financial Market Council in accordance with the procedures and terms specified in Article 29 of these regulations.

Subsection 2: Approval

Article 29 (new) *(Decree of the Minister of Finance of February 15, 2013, Art. 1^{er}):*

The approval of a fund benefiting from a simplified procedure is subject to the prior submission to the Financial Market Council by the manager of the file containing the documents specified by a general decision of the Financial Market Council.

The Financial Market Council shall respond to the application for approval within a maximum of 45 days from the date of submission of the application accompanied by the necessary documents. This period shall be suspended until the Financial Market Council has received the additional information or due diligence it has requested.

Subsection 3: Information documents

Paragraph 1: The simplified prospectus.

(Decree of the Minister of Finance of February 15, 2013, Art. 4)

Article 30 (new) *(Decree of the Minister of Finance of February 15, 2013, Art. 1^{er}):*

The fund may only accept subscriptions after a prospectus has been drawn up and approved by the Financial Market Council in accordance with the model established by a general decision of the Financial Market Council. This prospectus must be made available to the public and provided in advance of any subscription.

This delivery shall be free of charge and may be made by any means.

Paragraph 2: Internal regulations Article 31

(new) *(Decree of the Minister of Finance of February 15, 2013, Art. 1^{er}):*

The manager and the depositary shall establish internal regulations in accordance with the model established by a general decision of the Financial Market Council.

These rules shall explicitly include a warning drawing attention to the fact that this is a fund benefiting from a simplified procedure, that it is subject to a simplified prospectus, that it is subject to specific management rules and that it is reserved for sophisticated investors, as defined by the regulations in force, as well as for managers, employees, or individuals acting on behalf of the fund management company and the management company itself.

The warning also specifies that the subscriber or purchaser may only transfer their shares to investors who meet the above conditions.

Article 32:

The internal regulations are drawn up under the responsibility of the manager and the custodian; they are provided prior to any subscription.

Upon subscription or acquisition, the subscriber acknowledges in writing that they have been informed that this is a fund benefiting from a simplified procedure subject to approval by the Financial Market Council, and undertakes to sell their shares only to investors who meet the conditions set out in the warning. *(Decree of the Minister of Finance of February 15, 2013, Art. 1^(er))*

Article 33:

The depositary shall ensure that the criteria relating to the capacity of subscribers have been met and that the latter have received the information required under Articles 31 and 32 of this Regulation. It shall also ensure that the written declaration referred to in Article 32 of this Regulation has been made. In the event of a breach of these provisions, the depositary shall inform the Financial Market Council.

The person marketing units of funds benefiting from a simplified procedure shall ensure that the investor meets the subscription conditions. *(Added by Order of the Minister of Finance of February 15, 2013, Art. 2)*

When the management company has entered into a contract to distribute units of the fund benefiting from a simplified procedure, the contract shall specify the conditions under which investors may access the prospectus, the internal regulations of the fund benefiting from a simplified procedure, and the fund's latest annual report and financial statements. *(Added by Order of the Minister of Finance dated February 15, 2013, Art. 2)*

Paragraph 3: The annual report**Article 34:**

An annual report on the fund's activities for unitholders shall be prepared by the manager at the end of each financial year.

This report shall include, in particular, the following information:

- a breakdown of assets;
- a breakdown of liabilities;
- a report on the implementation of the management approach defined by the Fund's regulations (management policy, investment allocation, co-investments and co-divestments made alongside portfolios managed or advised by the manager or a company related to it);
- the net asset values recorded at the beginning and end of the financial year.

The annual report is submitted to the Financial Market Council no later than six months after the end of the financial year.

It shall be made available to unitholders at the registered office of the fund's securities portfolio management company. It shall be sent to any unitholder who requests it within one week of receipt of the request. *(Added by Order of the Minister of Finance of February 15, 2013, Art. 2)*

Subject to the holder's agreement, this may be sent electronically. *(Added by Order of the Minister of Finance dated February 15, 2013, Art. 2)*

Section 4: Common provisions

Subsection 1: Collection of subscriptions

Article 35:

The fund founders undertake to supplement the subscription, where necessary, to reach the minimum legal amount. They must inform the Financial Market Council of the new structure of the unitholders.

The fund is constituted on the date the funds are deposited.

Article 36 (new) *(Decree of the Minister of Finance of February 15, 2013, Art. 1^{er}):*

As soon as the minimum asset amount is reached, the management company shall determine the first net asset value. The depositary shall immediately send the Financial Market Council the certificate of deposit of the fund amounts.

Article 37 (new) *(Decree of the Minister of Finance of February 15, 2013, Art. 1^{er}):*

At the time of subscription, the manager shall specify the procedures for obtaining the fund's internal regulations, prospectus, latest annual report, and latest financial statements, and, where applicable, the email address where these documents can be obtained.

The manager must deliver these documents upon written request from the unit holder within a maximum of one week from receipt of the request.

The subscription form must include the following information:

1. The subscriber has received the fund prospectus.
2. "At the time of subscription, the terms and conditions for obtaining the fund's internal regulations, prospectus, latest annual report, and latest financial statements are specified, as well as, where applicable, the email address where these documents can be obtained.

These documents shall be delivered upon written request by the unitholder within a maximum of one week from receipt of the request."

3. In the case of a fund benefiting from a simplified procedure: "This is a fund benefiting from a simplified procedure. The subscription, acquisition, or sale of units is reserved for sophisticated investors."

Subsection 2: Determination of net asset value Article 38

(new) *(Decree of the Minister of Finance of February 15, 2013, Art. 1^{er}):*

The management company must calculate the net asset value and communicate it to any person who requests it. The net asset value is transmitted to the Financial Market Council on the day it is determined, in accordance with the procedures laid down by a general decision of the Financial Market Council.

The fund's internal regulations may stipulate that the fund calculate its net asset value at least twice a year. In the case of a fund benefiting from a simplified procedure, its net asset value must be calculated at least once a year.

Subsection 3: Additional information

Article 39:

The manager may issue additional periodic documents provided that this is stated in the fund's internal regulations, along with their frequency and the terms and conditions for their availability.

This information is subject to certification or attestation of accuracy by the auditor.

Subsection 4: Information to be provided by the manager to the Financial Market Council

Article 40:

The fund manager shall submit annually to the Financial Market Council the assets under management of each fund as at December 31 of the previous year and the amount of subscription commitments collected by each fund during the previous calendar year.

The manager shall also provide the Financial Market Council with statistics, the content and frequency of which shall be determined by a general decision of the Financial Market Council. *(Added by Order of the Minister of Finance dated February 15, 2013, Art. 2)*

Subsection 5: Liquidation

Article 41(new) *(Decree of the Minister of Finance of February 15, 2013, Art. 1^{er}):*

In the event of liquidation of the fund, the liquidation approval file shall be submitted to the Financial Market Council within one month of the liquidation decision, accompanied by the documents specified by a general decision of the Financial Market Council.

The Financial Market Council shall respond to the application for liquidation approval within a maximum of 45 days from the date of submission of the application accompanied by the necessary documents. This period shall be suspended until the Financial Market Council receives the additional information or due diligence it requests.

Article 42:

The conditions for liquidation and the terms and conditions for the distribution of assets shall be determined by the fund's internal regulations.

During the liquidation period, the fund shall remain subject to the supervision of the Financial Market Council and may only carry out transactions that are strictly necessary for its liquidation. The fund may only refer to its status by specifying that it is in liquidation.

Article 43 (new) *(Decree of the Minister of Finance of February 15, 2013, Art. 1^{er}):*

Upon obtaining approval for liquidation, the fund manager shall immediately inform its unitholders by individual letter and the public by publishing a press release in two daily newspapers, one of which shall be in Arabic, and in the official bulletin of the Financial Market Council. The information must mention the date on which the liquidation takes effect.

For funds benefiting from a simplified procedure, the manager is exempt from publishing a press release in two daily newspapers.

Article 44:

When a fund is liquidated, the liquidator shall assess the value of the assets and draw up a report on the conditions of the liquidation no later than one month after his appointment. This report shall be made available to unitholders. It shall also be forwarded to the Financial Market Council without delay.

Article 45:

Upon the liquidation of a fund, the auditor shall evaluate the value of the assets and prepare a report on the conditions of the liquidation and the transactions that have taken place since the end of the previous financial year no later than one month after the date of approval of the liquidation. This report shall be made available to unitholders. It shall also be sent to the Financial Market Council without delay.

Article 46:

The liquidator must submit a report on the progress of the liquidation proceedings to the Financial Market Council once every three months and, at the end of his or her assignment, a detailed report on the liquidation.

The liquidator's report shall be submitted to the Financial Market Council no later than one month after it has been drawn up.

Article 47:

The Fund manager shall act as liquidator. Failing this, the liquidator shall be appointed by the court at the request of any unitholder.

Title II The UCITS depositary

Chapter I General provisions

Article 48

The depositary must perform its duties with the diligence of a prudent businessman and a loyal agent. It must keep confidential information secret, even after ceasing to perform its duties.

Article 49

The managers of the depositary institution may not be managers of the UCITS for which they perform depositary functions.

The depositary must be organically and structurally independent from the UCITS.

Article 50:

The conditions under which the UCITS depositary performs its duties are defined in an agreement between the SICAV or the mutual fund manager and the depositary.

This agreement sets out the mutual powers and responsibilities of the parties, in particular with regard to the safekeeping and return of assets held in custody, the processing of orders and the disclosure obligations incumbent on the depositary, as well as the monitoring of the regularity of the decisions of the UCITS or the manager.

Similarly, the depositary must provide sufficient guarantees with regard to its organization, technical and financial resources, and the integrity and experience of its managers. It must take appropriate measures to ensure the security of operations and must act independently of managers and UCITS.

Article 51:

Any institution acting as a UCITS depositary shall appoint a person responsible for coordinating all the various tasks assigned to it.

The manager shall ensure the proper performance of the depositary's services.

The organization of the depositary's due diligence in terms of resources and procedures shall be formalized in a document that shall be made available to the Financial Market Council.

Article 52:

Any institution wishing to act as a depositary shall provide the Financial Market Council with the name and curriculum vitae of the person appointed by the depositary.

Article 53:

The depositary institution of a UCITS shall be vested with the following functions:

- asset preservation;
- the control of the regularity of decisions of the UCITS or the manager;
- intervention at specific stages in the life of the UCITS.

In addition, the depositary may perform the tasks of managing subscriptions and redemptions as well as managing liabilities on behalf of the UCITS.

Section 1: The asset custody function

Article 54:

The asset custody function may only be performed by a single depositary. The depositary must open a cash account and a securities account in the name of the UCITS.

Article 55:

The depositary is responsible for safeguarding the assets entrusted to it by the UCITS. It must take all necessary care to preserve the assets of the UCITS.

It shall verify that the assets held correspond to the securities recorded in the accounts of the unitholders or shareholders.

It also checks existing assets by cross-checking all quantities held by value using the corresponding asset supporting documents.

Article 56:

The depositary is required to return the assets entrusted to it.

Article 57:

At the request of the UCITS, the depositary shall transfer the assets held in custody to another depositary in accordance with the regulations in force.

Article 58:

The depositary may not use the securities it holds in custody for its own account.

It shall inform the UCITS or the manager of any transactions relating to securities held on its behalf. The depositary shall process the transactions and record the securities and cash in the accounts.

Article 59:

The depositary shall inform the UCITS or the manager as soon as possible:

- of all executions of transactions involving securities and cash;
- events affecting the life of the securities, to the extent that it is aware of them;
- any information concerning the taxation of the securities held.

Section 2: Monitoring the regularity of the UCITS' decisions

Article 60:

The depositary must ensure that the UCITS manager provides it with all the information it needs to carry out the following checks:

- the regularity of investment decisions made by the UCITS or the manager by verifying compliance with investment rules and regulatory ratios;
- determining the net asset value by verifying the application of valuation rules in accordance with accounting standards relating to UCITS or in accordance with those provided for in the internal regulations;
- compliance with the rules relating to the minimum and maximum amounts of the UCITS' assets.

Similarly, it is responsible for knowing and being able to assess the procedures and IT systems used by the UCITS manager, in accordance with the rules of good conduct and independence of the parties.

Article 61:

The depositary must consult the UCITS' accounts as often as necessary.

Article 62:

The depositary must be able to assess at any time the consistency of the information produced by the accounting department of the UCITS or the manager, particularly with regard to valuation principles on the one hand, and on the other hand the ability of the accounting organization of the UCITS or the manager to provide information enabling verification of compliance with risk-spreading ratios.

Article 63:

Depending on the category of the UCITS concerned, the depositary must define the nature of its control operations. At a minimum, the following controls must be carried out:

- control of the UCITS' asset inventory at the frequency specified by law;
- certification of the UCITS' inventory at the end of each financial year;
- verification of compliance with regulatory ratios;
- review of the accounting organization and procedures of the UCITS or the manager.

All of these procedures shall be described in an annual control plan that the depositary must draw up and make available to the Financial Market Council.

Article 64:

In the event of anomalies or irregularities detected in the course of its control, the depositary must send the UCITS manager:

- a request for rectification;
- a formal notice if the request for rectification remains unanswered for a period of 10 trading days.

In all cases, it must inform the UCITS, the auditor, and the Financial Market Council.

Section 3: The role of the depositary in the life of the UCITS

Article 65:

When a mutual fund is created, the depositary must:

- draw up the internal rules of the FCP in collaboration with the manager;
- draw up the certificate de deposit of the funds corresponding to the minimum amount of the assets of the FCP.

When a SICAV is created, the custodian must issue a certificate confirming the deposit of funds corresponding to the SICAV's initial capital.

Article 66:

The custodian must be informed by the manager of any changes relating to the directors, the organization, and the rules appearing on the prospectus, the articles of association of the SICAV or the internal regulations of the FCP.

Article 67:

The custodian shall ensure that the terms and conditions of liquidation, and in particular the terms and conditions for the distribution of assets, comply with the provisions set out in the SICAV's articles of association or the FCP's internal regulations.

Section 4: Management of subscriptions and redemptions and management of liabilities

Article 68:

The UCITS may delegate the task of managing subscriptions and redemptions, as well as managing liabilities, to the custodian.

The management of subscriptions and redemptions and the management of the SICAV's liabilities involves the following services:

- services relating to subscriptions and redemptions of SICAV securities by centralizing and processing subscription and redemption orders and initiating the corresponding payments, as well as recording them in the UCITS cash account;
- issuer account maintenance services, in particular by verifying the number of securities in circulation, settling dividends on SICAV shares, and creating and canceling shares following subscriptions and redemptions.

The management of the mutual fund's liabilities requires the provision of issuer account maintenance services, in particular by verifying the number of securities in circulation, settling dividends on mutual fund units, and creating and canceling units following subscriptions and redemptions.

These functions may be performed in whole or in part by the custodian.

Article 69:

Where the depositary does not perform the liability management functions, it must receive the information necessary to ensure that these functions are performed correctly.

Title III: MANAGEMENT OF SECURITIES PORTFOLIOS ON BEHALF OF THIRD PARTIES

Chapter I: Provisions common to managers Section I:

Organizational rules

Subsection 1: Technical resources and human resources

Article 70:

The manager must:

- have at all times the material, financial, and human resources that are appropriate and sufficient for the activity or activities he is authorized to carry out;
- employ staff with the qualifications, knowledge, and expertise required to perform the duties assigned to them;
- establish decision-making procedures and an organizational structure that clearly and formally documents reporting lines and the allocation of duties and responsibilities, as well as an effective system for reporting and communicating information at all levels;
- ensure that persons under its authority or acting on its behalf are fully aware of the procedures to be followed in the exercise of their responsibilities;
- establish appropriate internal control mechanisms designed to ensure compliance with decisions and procedures at all levels of management;
- keep orderly records of its activities and internal organization in appropriate registers;
- ensure that assigning multiple functions to a single person does not prevent or is not likely to prevent that person from performing their duties properly;
- Establish systems and procedures to safeguard the security, integrity, and confidentiality of information in a manner appropriate to the nature of the information concerned.

Article 71:

Where staff are seconded or made available by another entity belonging to the same group as the manager, the manager shall ensure that the terms and conditions laid down in the secondment or secondment agreements do not undermine its proper functioning and autonomy. It shall verify that the provisions of the secondment or assignment contract specify, in particular, the duties of the personnel concerned, the existence of an exclusive reporting line to the manager's senior management for the performance of the duties provided for in the contract, and the terms and conditions under which the manager will cover the costs relating to the seconded personnel.

Article 72:

The manager shall establish business continuity plans to ensure that, in the event of an interruption to its IT systems, its essential data and functions are safeguarded and its activities can continue or, if this is not possible, that these data and functions can be recovered in a timely manner and its activities resumed in a timely manner.

Article 73:

The manager shall establish accounting policies and procedures that enable it to provide, at the request of the Financial Market Council, financial information that gives a true and fair view of its financial position and complies with all applicable accounting standards and rules.

Article 74:

The manager must be able to:

- monitor developments in the markets and securities included in the portfolios of the UCITS or individual portfolio holders it manages;
- assess the risks associated with positions taken in the management of the UCITS' portfolios or individual portfolio holders' portfolios and the contribution of these positions to the overall risk profile of these portfolios;
- to carry out its own assessment of a security before acquiring or subscribing to it, when information on the price and supply of that security is not available.

Subsection 2: Professional licenses Article 75

(new) *(Decree of the Minister of Finance of February 15, 2013, Art. 1^{er}):*

The list of activities whose exercise, for persons under the authority of a manager or acting on his behalf, requires the holding of a professional card, as well as the conditions for the issuance and withdrawal of this card, are determined by general decision of the Financial Market Council.

Article 76 (new) *(Decree of the Minister of Finance of February 15, 2013, Art. 1^{er}):*

The professional card shall be issued to the manager on behalf of the persons referred to in Article 75 of these regulations by the relevant professional association, upon presentation of applications by the said manager and under his or her responsibility.

Article 77 (new) *(Decree of the Minister of Finance of February 15, 2013, Art. 1^{er}):*

The manager shall notify the Financial Market Council of the cessation of activity of professional card holders and of any suspension of their cards for a period exceeding one month.

Article 78: *(Repealed by Order of the Minister of Finance of February 15, 2013, Art. 3)*

Article 79: *(Repealed by Order of the Minister of Finance of February 15, 2013, Art. 3)*

Article 80:

The manager may not claim the nullity of acts committed in his name by a person under his authority, in the event that the latter carries out an activity without holding the required professional card.

Subsection 3: The compliance and internal control system

Paragraph 1: General provisions

Article 81:

The manager shall establish policies and procedures designed to detect any risk of non-compliance with his professional obligations and the resulting risks, and to minimize those risks.

For the purposes of the first paragraph, the manager shall take into account the nature, scale, complexity, and diversity of the services it provides and the activities it carries out.

Article 82:

The manager shall establish an effective compliance and internal control function that is independent and includes the following tasks:

1. monitoring and regularly assessing the adequacy and effectiveness of:

- the measures and procedures put in place pursuant to the first paragraph of Article 81 of this Regulation, and the actions taken to remedy any breach by the manager of its professional obligations;
- the systems, internal control mechanisms, and other arrangements introduced pursuant to Articles 70, 71, and 72 of the this Regulation and the measures taken in order to remedy the any failures.

Controls must be formalized.

2. advise and assist those responsible for management activities so that they comply with the professional obligations of managers;

3. identify the procedures necessary for the manager and the persons concerned to comply with their professional obligations;
4. establish a compendium of all these procedures or oversee its establishment and distribute all or part of said compendium to the manager's executives and the persons concerned. This compendium shall include procedures relating to the separation of duties, the purpose of which is to prevent the undue circulation of confidential information, in particular inside information. These procedures shall include, in particular, the physical organization leading to the separation of the various entities likely to generate conflicts of interest on the manager's premises;
5. prepare any reports relating to internal control, in particular the report to the Financial Market Council in accordance with the provisions of Article 84 of these regulations.

Article 83:

In order to enable the compliance and internal control function to perform its duties in an appropriate and independent manner, the manager shall ensure that the following conditions are met:

1. the compliance and internal control function has the necessary authority, resources, and expertise, as well as access to all relevant information;
2. persons involved in the compliance and internal control function are not involved in the performance of the services and activities they control;
3. The method used to determine the remuneration of persons involved in compliance and internal control functions does not compromise and is not likely to compromise their objectivity.

Article 84:

The head of compliance and internal control shall submit a report on the performance of his or her activities to the board of directors or the management board of the manager and to the Financial Market Council every six months, within a maximum of one month of the end of each half-year.

Paragraph 2: The persons responsible for compliance and internal control

Article 85:

The appointment of the person responsible for compliance and internal control must be approved by the Financial Market Council.

The Financial Market Council shall respond to the request for appointment within a maximum of two months from the date of submission of the application accompanied by the necessary documents. If the Financial Market Council does not respond within this period, the appointment shall be deemed to have been approved.

The Financial Market Council must be informed of the resignation of the compliance and internal control officer or of the decision to terminate their duties, as well as the reasons for such action.

The compliance and internal control officer of a manager shall cease to hold that position upon leaving that manager.

The conditions for appointment, duties, and conditions of employment of the compliance and internal control officer are set by a general decision of the Financial Market Council.

Article 86:

The compliance and internal control officer is responsible for the duties set out in Articles 89 and 90 of these regulations.

However, where the manager establishes a separate and independent periodic control function pursuant to Article 90 of these regulations, this function shall be entrusted to a periodic control officer who is different from the permanent control officer.

Article 87:

The manager shall establish a procedure enabling all of its employees and natural persons acting on its behalf to report to the person responsible for compliance and internal control any observations they may have made regarding malfunctions in the effective implementation of compliance obligations.

Paragraph 3: Compliance controls and internal control

Article 88:

Internal control shall include ongoing monitoring, periodic monitoring, and advisory and assistance tasks.

Article 89:

Ongoing monitoring includes the tasks mentioned in Article 82 of this Regulation.

Permanent control ensures, in the form of second-level controls, the proper execution of first-level controls carried out by persons performing operational functions. Permanent control is exercised by persons assigned exclusively to this task.

Article 90:

Where proportionate in view of the nature, scale, complexity, and diversity of the activities it carries out, the manager shall establish a periodic control function that is separate and independent from its other functions and activities and whose responsibilities are as follows:

1. establishing a periodic control program to review and evaluate the adequacy and effectiveness of the manager's systems, internal control mechanisms, and arrangements;
2. make recommendations based on the results of the work carried out in accordance with the first point;
3. verify compliance with these recommendations;
4. provide reports on periodic control issues.

Subsection 4: Handling of complaints

Article 91:

The manager shall establish effective and transparent procedures for the reasonable and prompt handling of complaints from customers and shall record each complaint and the measures taken to deal with it.

Subsection 5: Protection of client assets

Article 92:

In order to safeguard its clients' rights to the securities belonging to them, the manager shall comply with the following obligations:

1. it shall keep all the registers and accounts necessary to enable the securities held by a specific client to be distinguished at any time and without delay from those held by other clients and from its own securities and those of its officers and employees;
2. it shall keep its records and accounts in such a way as to ensure their accuracy, and in particular their correspondence with the securities held by clients;
3. it shall regularly, and at least once a month, reconcile its internal accounts and records with those of the banks in accordance with the provisions of Article 6 bis of Decree No. 2006-1294 of May 8, 2006, referred to above, with which the clients' securities are held;
4. it takes the necessary measures to ensure that all client securities and cash held with the bank in accordance with the provisions of Article 6 bis of Decree No. 2006-1294 of May 8, 2006, referred to above, can be identified separately from the securities belonging to the manager by means of accounts with different names in the books of the custodian bank or other equivalent measures providing the same degree of protection;
5. it shall establish an appropriate organization that minimizes the risk of loss or reduction in the value of clients' securities or rights related to those securities as a result of abuse or fraud involving those securities, poor administration, erroneous recording, or negligence.

Article 93:

The manager shall act with all due skill, care, and diligence in selecting and appointing the custodian and in periodically monitoring the arrangements made by the custodian for the safekeeping of these securities.

The manager shall take into account the expertise and reputation of the custodian concerned in the market, and any legal or regulatory requirements or market practices relating to the holding of these securities that may adversely affect the rights of clients.

Subsection 6: Conflicts of interest Paragraph 1:

Detection of conflicts of interest

Article 94:

The manager shall take all necessary measures to detect conflicts of interest arising in the course of its activities.

Article 95:

In order to detect conflicts of interest pursuant to Article 94 of these regulations, the manager shall take into account at least the following possibilities:

1. the manager, the executive, or the staff under his authority is likely to make a financial gain or avoid a financial loss at the expense of the client;
2. the manager, the executive, or the staff under his authority has an interest in the outcome of a service provided to the client or a transaction carried out on behalf of the client that differs from the client's interest in that outcome;
3. the manager, executive, or staff under his or her authority is encouraged, for financial or other reasons, to favor the interests of another client or group of clients over the interests of the client to whom the service is provided;
4. the manager, executive, or staff under his or her authority receives or will receive from a person other than the client a benefit in connection with the service provided to the client, in any form whatsoever, other than the commission or fees normally charged for that service.

Paragraph 2: Conflict of interest management policy

Article 96:

The manager shall establish an effective conflict of interest management policy, which shall be set out in writing and be appropriate to the size, organization, nature, scale, and complexity of its business.

Where the manager belongs to a group, the conflict of interest management policy must also take into account circumstances that may give rise to a conflict of interest resulting from the structure and professional activities of other members of the group.

Article 97:

The policy on the management of conflicts of interest established in accordance with Article 96 of this Regulation must, in particular:

1. identify situations that give rise or are likely to give rise to a conflict of interest involving a significant risk of harm to the interests of one or more clients;
2. define the procedures to be followed and the measures to be taken to manage these conflicts.

The above procedures and measures are designed to ensure that the manager, staff under his authority engaged in various activities involving a conflict of interest within the meaning of 1° of this article carry out these activities with a degree of independence appropriate to the size and activities of the manager and the group to which he belongs, as well as the extent of the risk of harm to clients.

In order for the manager to ensure the required degree of independence, these procedures and measures are as follows:

1. Effective procedures to prohibit or control the exchange of information between managers and staff engaged in activities involving a risk of conflict of interest where the exchange of such information may harm the interests of one or more clients;
2. Measures to prohibit or limit the exercise by any person of inappropriate influence over the way in which a manager or staff member under his or her authority carries out his or her activities.

If the practical implementation of one or more of these measures and procedures does not ensure the required degree of independence, the manager must take all additional or alternative measures and procedures necessary to achieve this.

Subsection 7: Recording and Retention of Data**Article 98:**

The manager shall retain orders relating to individual transactions and subscription and redemption orders for at least fifteen years.

Agreements setting out the respective rights and obligations of the manager and a client under a service agreement, or the terms and conditions that the manager applies to the provision of services to the client, shall be retained at least for the duration of the relationship with the client.

In the event of withdrawal of the manager's authorization, the Financial Market Council may require the manager to ensure that all relevant records are retained until the expiry of the fifteen-year period provided for in the first paragraph.

In exceptional circumstances, the Financial Market Council may require the manager to retain all or part of these orders for a longer period, within the limits justified by the nature of the security or transaction, if this is essential for the performance of its supervisory functions.

Article 99:

Orders are stored on a medium that allows information to be stored in such a way that it can be consulted by the Financial Market Council, in a form and manner that meets the following conditions:

1. The Financial Market Council must be able to easily access them and reconstruct each key stage in the processing of all transactions;
2. It must be possible to easily verify the content of any corrections or other modifications, or the status of records prior to such corrections or modifications;
3. It must not be possible to manipulate or alter orders in any way.

Article 100:

Under the conditions mentioned in the previous article, the manager shall ensure that information relating to the controls and assessments mentioned in Article 82 of this Regulation is retained.

Subsection 8: Delegation**Article 101:**

Delegation consists of a written agreement between the manager and a delegatee under which the delegatee takes charge of a process, service, or activity that would otherwise have been the responsibility of the manager.

This delegation is subject to the prior approval of the Financial Market Council. This agreement must include the following statement *expresse que le délégataire est soumis au contrôle du Conseil du Marché Financier.*

The delegation of tasks or functions must not be carried out in such a way as to undermine the quality of supervision or prevent the Financial Market Council from monitoring the manager's compliance with all of its obligations. Only the following functions may be delegated:

- administrative management;
- accounting management;
- the distribution of UCITS securities.

Portfolio management may not be delegated.

Article 102:

A manager who delegates any of the functions referred to in Article 101 of these regulations remains fully responsible for complying with all of its professional obligations and must comply with the following conditions in particular:

1. the delegation does not exempt the managers from their responsibilities;

2. delegation does not alter the manager's relationship with its clients or its obligations towards them;
3. the delegation does not alter the conditions of authorization or the commitments of the manager.

The manager shall act with all due skill, care, and diligence when entering into, implementing, or terminating an agreement to delegate an operational function.

The manager is specifically required to take all necessary measures to ensure that the following conditions are met:

1. the delegatee has the capabilities, quality, and any approvals or authorizations required to perform the delegated functions in a reliable and professional manner;
2. the delegatee provides the delegated services efficiently. To this end, the manager shall define methods for assessing the delegatee's performance level;
3. the manager takes appropriate measures if it appears that the delegatee may not perform its functions effectively or in accordance with the professional obligations applicable to them;
4. the manager retains the expertise necessary to effectively monitor the delegated functions and manages the risks arising from the delegation;
5. the delegatee informs the manager of any event that could have a significant impact on its ability to perform the delegated functions effectively and in accordance with the professional obligations applicable to them;
6. the manager must be able, if necessary, to terminate the delegation agreement without adversely affecting the continuity or quality of the services provided or activities carried out.

Where termination is initiated by the delegatee, the contract must also provide for conditions to ensure the continuity of the delegated function;

7. the manager, the persons responsible for auditing its accounts, and the competent authorities must have effective access to data relating to the delegated functions and to the delegatee's business premises;
8. the delegatee shall ensure the protection of confidential information relating to the manager or its clients ;
9. the manager and the delegatee shall put in place a contingency plan enabling business continuity after a disaster and shall provide for regular monitoring of data backup capabilities in all cases where this appears necessary in view of the nature of the delegated function;
10. the manager must comply with the rules of good conduct applicable to portfolio management services on behalf of third parties.

The respective rights and obligations of the manager and the delegatee shall be clearly defined in the agreement provided for in Article 101 of these regulations.

The manager and the delegate shall provide the Financial Market Council, at its request, with all the information necessary to enable it to verify that the delegated functions are being performed in accordance with the requirements of this Regulation.

Section 2: Rules of good conduct

Article 103:

The manager shall act in an honest, fair, and professional manner that best serves the interests of clients and promotes market integrity.

Article 104:

The manager shall ensure that managers and staff under their authority are reminded that they are bound by professional secrecy under the conditions and penalties provided for by law.

Article 105:

When a professional association draws up a code of conduct intended to apply to managers, the Financial Market Council shall ensure that its provisions are compatible with those of this regulation.

In the absence of such a code drawn up by a professional association, each manager shall draw up his own code, which he shall communicate to the Financial Market Council prior to its adoption.

Article 106:

The manager must exercise the rights attached to the securities held by the UCITS it manages: the right to participate in meetings, the right to exercise voting rights, and the right to take legal action.

These rights shall be exercised in the interests of the unit-holders or shareholders of the UCITS. In the exercise of their rights of shareholders, the SICAV are subject to the same obligations.

Article 107:

With regard to UCITS, the manager must comply with the prudential ratios set out in Articles 29 and 30 of the Code of Collective Investment Undertakings promulgated by Law No. 2001-83 of July 24, 2001, and Article 2 of Decree No. 2001-2278 of September 25, 2001.

For the purposes of applying the aforementioned articles:

1. For the calculation of the asset composition ratios of a UCITS, the assets to be taken into account do not include fixed assets corresponding to item AC4 (c) with reference to the accounting standards relating to UCITS.
2. Securities treated as cash are, when they have a maturity of less than one year, short-term treasury bills and short-term debt securities negotiable on markets regulated by the Central Bank of Tunisia.
3. The following are considered to belong to the same category for the purposes of applying the provisions of the collective investment undertakings code:

- Securities with voting rights from the same issuer;

- Securities giving direct or indirect access to the capital of the same issuer;
- Securities conferring, directly or indirectly, a general claim on the assets of the same issuer;
- Shares or units of the same collective investment undertaking in transferable securities.

Article 108:

The registers used by the manager may be kept in electronic form, subject to the following conditions:

- all information on the nature of the equipment and software to be used, its technical characteristics and its location must be communicated to the Financial Market Council;
- undertake to inform the Financial Market Council of any changes to the programs for which information concerning them has been communicated to it.

Article 109:

The manager is prohibited from:

1. carry out transactions between managed client accounts;
2. carry out transactions between the accounts of the manager's shareholders and the accounts of their managed clients;
3. carry out transactions between their own accounts and the accounts of their managed clients;
4. pledge any of the assets of a UCITS as collateral;
5. purchase securities with credit secured by the pledge of the UCITS' securities;
6. sell securities short;
7. lend money;
8. lend securities from the portfolio;
9. guarantee equity securities or debt securities in another portfolio;
10. purchase securities other than through normal market mechanisms;
11. for a UCITS, enter into a contract for the purchase or sale of transferable securities on a stock exchange in which the financial counterparty is provided by one of the following persons:
 - a manager of the UCITS;
 - a person with whom one of these managers has family ties up to the second degree;
 - a company belonging to the same group as the manager or custodian.

Article 110:

Managers are prohibited from carrying out block trades and applications on securities traded on the stock exchange. They must buy and sell securities under normal market conditions.

Article 111:

The manager must set up a management committee responsible for guiding the investments of the accounts under management.

A SICAV that manages itself must set up a management committee responsible for guiding the SICAV's investments.

This management committee shall be composed of at least three persons recognized for their experience and competence in stock market matters.

The composition of this committee and the CVs of its members are submitted to the Financial Market Council. The latter may object to the appointment of any of the members.

Any subsequent change in the composition of the committee shall be submitted to the Financial Market Council. The latter may oppose such a change.

Section 3: Customer information

Subsection 1: Clear and non-misleading information

Article 112:

The manager shall ensure that all information, including promotional information, sent to its clients meets the following conditions:

- it is accurate, clear, complete, and not misleading. Promotional communications shall be clearly identifiable as such;
- it must be sufficient and presented in a manner that reasonably enables clients to understand the nature of the service offered and the specific type of securities offered, as well as the risks involved, so that they are able to make informed investment decisions;
- it includes the name of the manager;
- it shall refrain, in particular, from emphasizing the potential benefits of the service offered or of a security without also indicating, correctly and prominently, the corresponding potential risks;
- it does not misrepresent, minimize, or conceal any important information, statements, or warnings;
- it meets the conditions set out in Articles 113 to 117 of this Regulation.

Article 113:

Where the information compares services or securities, it must meet the following conditions:

1. the comparison is relevant and presented in a fair and balanced manner;
2. the sources of information and the main facts and assumptions used for this comparison are specified.

Article 114:

Where the information contains an indication of the past performance of a security, financial index, or service, it must meet the following conditions:

1. this information must not be the main focus of the information provided;
2. the information must provide data on past performance covering the last five years or the entire period since the security, financial index, or service was offered or has existed, if this period is less than five years, or a longer period. In all cases, the period chosen must be based on complete twelve-month periods;
3. the reference period and the source of the data must be clearly indicated;
4. the information prominently states that the figures quoted relate to past years and that past performance is not indicative of future performance;
5. where the performance is gross performance, it specifies the effect of commissions, fees, or other charges.

Article 115:

Where the information contains data on future performance, the following conditions must be met:

1. it must be based on reasonable assumptions founded on objective evidence;
2. where the information is based on gross performance, the effect of commissions, fees, or other charges is specified;
3. it prominently displays a statement specifying that past performance is not indicative of future performance.

Article 116:

Where the information refers to a particular tax regime, it shall clearly indicate that the tax treatment depends on the individual circumstances of each client and is subject to change in the future.

Article 117:

The information shall not use the name of any competent authority in a manner that may indicate or imply that that authority endorses the manager's products or services.

Article 118:

The manager shall promptly inform its clients of any material changes to the information affecting a service it provides to them.

Subsection 2: Promotional communications**Article 119:**

The Financial Market Council requires managers to submit to it, prior to publication, distribution, delivery, or dissemination, promotional communications relating to the services they provide and the securities they offer.

It may require changes to the presentation or content of such communications to ensure that the information is accurate, clear, and not misleading.

Article 120:

The distributor of UCITS units or shares must inquire about the objectives, investment experience, and financial situation of the person being solicited.

The relevant information shall be provided to them to enable them to make an informed investment or divestment decision.

The distributor of UCITS units or shares shall warn investors of the risks involved.

Article 121:

The presentation of past performance must be accompanied by a statement indicating that it does not prejudice the future results of the UCITS or the manager.

Article 122:

Performance must not relate to a period that is too long ago. The date of the last net asset value taken into account for its calculation must be specified.

Article 123:

The extrapolation of performance established over a short period is prohibited. Performance over periods of less than one year must not be annualized under any circumstances.

Article 124:

The performance of a single UCITS may not be used, implicitly or explicitly, for the benefit of other products or the entire UCITS range of the promoting group.

Article 125:

The performance of a UCITS should be assessed on the basis of information on the risks taken by the manager.

Article 126:

Any advertising concerning performance must relate only to periods during which the UCITS was actually marketed and during which the management approach was maintained.

Subsection 3: Information relating to portfolio management**Article 127:**

The manager shall send each of its clients a periodic statement, at least quarterly, of the portfolio management carried out on their behalf.

This periodic statement shall include the following information:

1. the name of the manager;
2. the client's account identifier;
3. a description of the portfolio's contents and value, detailing each security, its market value or its value according to a method recommended in the agreement if the market value is not available, the cash balance at the beginning and end of the period covered, and the portfolio's results during the period covered;
4. the total amount of commissions and fees incurred during the period covered, broken down by service provided, including at least management fees and total costs associated with execution, and including, where applicable, a statement specifying that a more detailed breakdown may be provided at the client's request;
5. a comparison of the portfolio's performance during the period covered by the statement with the performance of the benchmark agreed between the manager and the client, if any;
6. the total amount of dividends, interest, and other payments received during the period covered in connection with the client's portfolio;

7. information concerning transactions conferring rights relating to securities held in the client's portfolio.

Article 128:

Where the client has chosen to receive, on a transaction-by-transaction basis, information on executed transactions, the manager shall provide the client, without delay, upon execution of a transaction, with the essential information concerning that transaction.

Subsection 4: Information on fees

Article 129:

The manager shall provide its clients with information on the costs and fees associated with management. The fees charged by the manager must be broken down separately.

Subsection 5: Agreements concluded with clients

Article 130:

The manager shall provide clients with the terms and conditions of the mandate before they are bound by an agreement.

Article 131:

The management agreement concluded between the manager and the principals shall mention at least:

1. management objectives;
2. the categories of securities that may be included in the portfolio.
3. the terms and conditions for informing the principal about the management of his portfolio, such as the nature, frequency, method of delivery (mail or Internet), and dates of performance reports;
4. the term, renewal and termination terms of the mandate;
5. where applicable, an indication that variable remuneration is earned from the first dinar of outperformance or underperformance when the management fee includes a variable component linked to the outperformance or underperformance of the portfolio managed in relation to the management objective;
6. information on the method and frequency of valuation of the securities in the client's portfolio;
7. a description of any benchmark against which the performance of the client's portfolio will be compared;
8. the custodian bank for securities and cash;
9. the UCITS' choice regarding the exercise of voting rights.

Article 132:

The agreement may be terminated at any time by the principal or the agent. Termination shall be effected by registered letter with acknowledgment of receipt.

Termination by the principal shall take effect upon receipt of the registered letter by the agent, who shall cease to be authorized to initiate new transactions.

Termination by the agent takes effect five business days after receipt of the registered letter by the principal.

No later than the effective date of termination, the agent shall prepare a portfolio statement and a management report showing the results of management since the last portfolio statement.

Subsection 6: Remuneration

Article 133:

The portfolio manager shall be remunerated by a management fee, by ancillary remuneration, under the conditions and within the limits set out in Article 134 of these regulations and, where applicable, by a share of the subscription and redemption fees for UCITS.

These fees are specified in the management agreement.

Article 134:

The management fee referred to in Article 133 of these regulations may include a variable portion linked to the outperformance or underperformance of the portfolio or UCITS managed in relation to the management objective, provided that:

1. it is expressly provided for in the management agreement and/or prospectus of the UCITS;
2. it is consistent with the management objective as described in the management agreement and/or prospectus of the UCITS;
3. the share of the portfolio's or UCITS' outperformance or underperformance attributed to the manager does not lead the latter to take risks beyond those specified in the agreement with regard to the investment strategy, objective, and risk profile defined in the management agreement and the UCITS prospectus.

Subsection 7: Information relating to the management of UCITS

Article 135:

UCITS are required to calculate their net asset value at least once a week for mutual funds and daily for SICAVs.

Article 136:

The latest net asset value of the UCITS is displayed at the premises of the manager, the depositary, and the distributor(s). It is communicated without delay to the Financial Market Council once it has been calculated.

In any communication where the net asset value is mentioned, the UCITS must also indicate the previous net asset value.

Article 137:

The interim financial statements prepared by UCITS must be published in full in the official bulletin of the Financial Market Council no later than 30 days after the end of each quarter.

The UCITS shall send this document to all its shareholders or unit holders free of charge, together with their account statement.

Article 138:

The UCITS shall send the shareholder or unit holder, within five trading days of the subscription or redemption transaction, a notice of execution indicating the number of shares or units subscribed or redeemed, the net asset value, the amount of commissions received, and the net amount of the transaction credited or debited to their account.

Article 139:

Managers shall provide the Financial Market Council with information, the content of which shall be determined by a general decision of the Financial Market Council.

Article 140:

The manager must:

- provide shareholders or unitholders with all necessary information on the management of the UCITS,
- prepare an annual report on the UCITS' activities at the end of each financial year for the benefit of shareholders or unit holders.

This report must include the following information in particular:

- a breakdown of assets;
- a breakdown of liabilities;
- a breakdown of the securities portfolio;
- the number of shares or units outstanding;
- the direction of the investment policy within the framework of the policy set out in the prospectus;
- the manner in which the investment policy has been followed;
- the breakdown of the UCITS' income;
- details of changes in the assets of the UCITS during the financial year;
- the income and expense account;
- capital gains or losses realized;
- allocation of results;

- changes in valuation methods and the reasons for such changes;
- the total amount invoiced to the UCITS and its nature, and where the beneficiaries are companies related to the manager, the report shall indicate their identity and the total amount invoiced;
- the net asset values recorded at the beginning and end of the financial year.

Article 141:

The portfolio manager shall draw up a document entitled "voting policy," updated as necessary, which sets out the conditions under which he intends to exercise the voting rights attached to the securities held by the UCITS he manages.

This document shall describe, in particular:

1. the manager's organization enabling it to exercise these voting rights. It specifies the manager's bodies responsible for examining and analyzing the resolutions submitted and the bodies responsible for deciding how votes will be cast;
2. the principles that the manager intends to apply in determining the cases in which it will exercise voting rights. These principles may relate, in particular, to the thresholds for shareholdings that the manager has set for itself in order to participate in voting on resolutions submitted to general meetings. In this case, the manager shall justify the choice of this threshold;
3. the principles that the manager intends to refer to when exercising voting rights; the manager's document presents its voting policy by heading corresponding to the different types of resolutions submitted to general meetings.

The categories cover, in particular:

- a) decisions resulting in an amendment to the articles of association;
- b) approval of the financial statements and allocation of profits;
- c) appointment and dismissal of corporate officers;
- d) the agreements referred to in Article 200 of the Commercial Companies Code;
- e) programs for the issuance and repurchase of equity securities;
- f) the appointment of the auditor;
- g) any other specific type of resolution that the manager wishes to identify;
4. the description of procedures designed to detect, prevent, and manage situations of conflict of interest that may affect the manager's free exercise of voting rights;
5. an indication of the usual method of exercising voting rights, such as effective participation in meetings, the use of proxies, or the use of postal voting.

This document is communicated by the manager to the Financial Market Council and to its clients upon signing the management agreement.

Article 142:

In a report prepared within four months of the end of the financial year, appended where applicable to the management report of the board of directors or the executive board, the manager shall report on the conditions under which he exercised his

voting rights.

This report shall specify, in particular:

1. the number of companies in which the manager exercised its voting rights in relation to the total number of companies in which it had voting rights;
2. abstentions or votes cast on each resolution, as well as the reasons for such votes or abstentions.
3. cases in which the manager considered that it was unable to comply with the principles set out in its "voting policy" document;
4. conflicts of interest that the manager has had to deal with when exercising the voting rights attached to the securities held by the UCITS it manages.

The report shall be communicated without delay by the manager to the Financial Market Council. It must be available for consultation on the manager's website or at its registered office in accordance with the terms specified in the prospectus.

Chapter II: Provisions specific to management companies

Section 1: Granting of authorization

Article 143:

Approval of a securities portfolio management company acting on behalf of third parties is subject to the submission to the Financial Market Council of an application for approval and a file that complies with the standard file set out in Appendix 10 to these regulations.

The authorization shall specify the areas of activity authorized in accordance with the provisions of Article 2 of Decree No. 2006-1294 of May 8, 2006, implementing the provisions of Article 23 of Law No. 2005-96 of October 18, 2005, on strengthening the security of financial relations referred to above.

Any change to the authorized areas of activity requires the approval of the Financial Market Council. The approval file includes:

- A program of activities for each of the services that the management company intends to provide, specifying the conditions under which it intends to provide the services concerned and indicates the type of operations envisaged and the structure of its organization.
- Information on the members of the supervisory board, board of directors, and executive board (articles of association; curriculum vitae).
- A copy of the draft articles of association;
- A provisional list of founding shareholders;
- The curriculum vitae of shareholders holding more than 10% of the company's capital and that of the company's executives;
- Curriculum vitae, criminal record extract, and certificate of non-bankruptcy for the individuals determining the direction of the business;
- The profiles of the main financial managers;
- The profile of the compliance and internal control officer;
- A detailed organizational chart of the management company;
- A detailed diagram of the order transmission process;
- Management agreement templates (by type of management);

- A code of ethics;
- A manual of compliance and internal control procedures.

To be provided, where applicable:

- A draft delegation agreement;
- A draft lease agreement;
- An organizational chart of the group and explanations of the management company's position in relation to the other companies belonging to its group.

Article 144:

Upon receipt of the application required to obtain approval, the Financial Market Council shall review it within a period not exceeding one month.

The Financial Market Council may require the applicant to provide any additional information or documents necessary for the examination of the application. In this case, the time limit shall be suspended until the Financial Market Council has received the requested information or documents.

Article 145 (new) *(Decree of the Minister of Finance of February 15, 2013, Art. 1^{er}):*

Any change to the main characteristics of the initial application for approval to set up a management company, particularly in relation to its areas of activity, direct or indirect shareholding, management, organization, and management elements, must be brought to the attention of the Financial Market Council.

The Financial Market Council shall assess whether these changes are likely to call into question the authorization that has been granted or whether they must be disclosed to the Financial Market Council, shareholders, and the public.

A general decision of the Financial Market Council shall determine the terms and conditions for the application of this article, in particular with regard to the type of change, its consequences on the initial approval, and the related procedures and disclosure requirements.

Article 146:

Once approval has been granted, the management company must notify the Financial Market Council of:

- A copy of the duly registered articles of association;
- A copy of the minutes of the constituent general meeting;
- A copy of the minutes of the first board meeting;
- The subscription and payment declaration;
- The list of shareholders;
- The resumes of the securities portfolio managers;
- The curriculum vitae of the compliance and internal control officer.

To be provided, where applicable:

- The delegation agreement;
- The lease agreement.

Section 2: Withdrawal of approval

Article 147:

When the Financial Market Council decides to withdraw approval, its decision shall be notified to the company by registered letter with acknowledgment of receipt. This decision shall specify the conditions governing the time limit and implementation of the withdrawal of approval.

The Financial Market Council shall inform the public of the withdrawal of authorization by publishing a notice in the official bulletin of the Financial Market Council.

The withdrawal of authorization shall be brought to the attention of the public, at the initiative of the management company, by publication in two daily newspapers in the market, one of which shall be in Arabic.

During this period, the Financial Market Council appoints a representative from among the directors or former directors of institutions authorized and approved to manage portfolios on behalf of third parties, in order to safeguard the interests of clients and the market. The representative is responsible for ensuring the smooth running of day-to-day business.

He shall report on his mission to the Financial Market Council in the manner determined by the latter.

During this period, the company may only carry out transactions that are strictly necessary to protect the interests of its clients; it shall inform its principals and the custodian(s) of the withdrawal of its authorization. It shall invite the principals in writing to request the transfer of their accounts to another institution authorized to engage in portfolio management on behalf of third parties.

With regard to mutual funds, it shall invite their custodian to appoint another manager after approval by the Financial Market Council.

Section 3: Management of the company

Article 148 (*Decree of the Minister of Finance of February 15, 2013, Art. 1^{er}*):

The management company shall be effectively managed and its direction determined by at least two persons of good repute who possess the necessary competence and experience appropriate to their functions.

At least one of these two persons must be a corporate officer authorized to represent the company in its dealings with third parties.

The other person may be the chair of the board of directors, or a person specially authorized by the corporate bodies social collegial bodies or the articles of association to manage and determine the direction of the company.

They must meet the following conditions:

- be resident in Tunisia,
- be physically and mentally capable of performing their duties,
- have at least a master's degree or a bachelor's degree or an equivalent diploma,
- have at least five years of professional experience in the financial market when the management company manages a portfolio of securities invested in the financial market, and at least five years of professional experience in the financial sector when the management company manages private equity vehicles.

The certified curriculum vitae of these managers shall be attached to the file.

Section 4: Disclosure requirements

Article 149:

The management company must send the Financial Market Council, within three months of the end of the financial year, its financial statements certified by the auditor, the annual management report, and the auditor's general and special reports. Where applicable, the company shall produce consolidated accounts.

Article 150:

Within four and a half months of the end of the financial year, the manager shall send the Financial Market Council the information contained in the information sheet, the content of which is specified by a general decision of the Financial Market Council.

Chapter III: Provisions specific to stockbrokers and credit institutions

Article 151:

Pursuant to the provisions of Article 22 of Law No. 2005-96 of October 18, 2005, on strengthening the security of financial relations, credit institutions and stockbrokers must declare the activity of managing securities portfolios on behalf of third parties to the Financial Market Council within one month of commencing the activity.

To this end, they must submit to the Financial Market Council a file that complies with the file presented in Appendix 10 of these regulations.

Chapter IV - Miscellaneous provisions

Article 152:

The manager shall comply with the laws and regulations relating to:

- the fight against money laundering;
- the transmission of orders;
- the dematerialization of securities.

Article 153:

Managers authorized to carry out securities portfolio management activities on behalf of third parties must comply with the provisions of this regulation within a maximum period of three months from its publication.

Article 154:

The provisions of the Financial Market Council regulation relating to undertakings for collective investment in transferable securities and the management companies of such undertakings referred to in the order of the Minister of Finance of January 29, 2002, are repealed.

APPENDIX No. 1
UCITS APPROVAL FORM

1. TYPE OF UCITS: ☐ SICAV ☐ FCP

2. IDENTIFICATION OF THE UCITS AND ITS PARTICIPANTS:

2.1 UCITS:

Name of the UCITS : Acronym
of the UCITS :
Address : Capital/initial
amount: Nominal/Original
value:

2.2 Presentation of the promoters:

☐ Natural person ☐ Legal entity

Identification :
Address : Tel.
: Fax :
..... The promoter⁽¹⁾ is:

☐ Credit institution ☐ Insurance company ☐
Stockbroker ☐ Management company
☐ Other (please specify).....

Majority shareholder(s)²:

2.3 Custodian:

Identification :
Address : Tel.
: Fax :
..... The depositary is:

☐ Bank within the meaning of the law on credit institutions
☐ Legal entity registered on the list approved by the Minister of Finance

Majority shareholder(s):

² If a legal entity

2.4 Manager:

Identification: Address:
..... Tel.:
..... Fax:
..... The manager
is:

☐ Bank within the meaning of the Credit Institutions Act ☐
Stockbroker
☐ Management
company ☐ Self-
managed

Majority shareholder(s):

2.5 Distributor(s):

Identification: Address: Other distributors (to be specified)
.....

2.6 Statutory auditor:

Identification: Address: Tel: Fax:

2.7 Intermediary(ies) responsible for executing stock market transactions:

Identification: Address: Tel: Fax:
.....

3. MANAGEMENT CHARACTERISTICS:

3.1 Category:

☐ Mixed
☐ Bond ☐
Equity
☐ Other (please specify)

3.2 Investment focus

| | | | | |
|----------------------------|--------------------------|------------|--------------------------|-------------------------|
|% in equities of | <input type="checkbox"/> | net assets | <input type="checkbox"/> | securities portfolio |
|% in bonds | <input type="checkbox"/> | net assets | <input type="checkbox"/> | portfolio of securities |
|% in UCITS securities | <input type="checkbox"/> | net assets | <input type="checkbox"/> | portfolio of securities |
|% in monetary assets | <input type="checkbox"/> | net assets | <input type="checkbox"/> | portfolio of securities |

4. TERMS AND CONDITIONS OF THE UCITS:

4.1 Allocation of income:

☐ Distribution ☐ Capitalization

4.2 Commissions:

Subscription:

Flat rate ☐ Amount: As
a % of NAV ☐ Proportion:
Exemption ☐
Other (specify):

Redemption:

Flat rate ☐ Amount: As
a % of NAV ☐ Proportion:
Exemption
Other (please specify):

4.3 Management fees:

Proportion: ☐ excluding tax ☐ Including
tax Base:
Other (to be specified):
Payment frequency:

4.4 Custodian commission:

Flat rate ☐ Amount:
As a % ☐ Proportion: ☐ excluding tax
☐ Including tax Base:
Other (please specify):

4.5 Other costs (to be specified):

.....
.....
.....
.....
.....

4.6 Net asset value Date and frequency of calculation

4.7 Subscription/Redemption

Subscription

Cut-off time:

Execution based on ☐ Known NAV ☐ Unknown NAV

Redemption

Cut-off time

Execution based on ☐ Known NAV ☐ Unknown VL

Attachments:

- ☐ Draft articles of association of the SICAV
- ☐ Draft internal regulations of the mutual fund
- ☐ Founder profiles (CVs of founders, criminal records of founders, document describing the activity of the founding and the case applicable of the group to which they belong ☐ List of initial shareholders or unit holders
- ☐ Organizational chart of the management body
- ☐ Document describing the positions and delegations of powers and responsibilities within the department performing the management function, as well as a description of the procedures for conducting operations and controls
- ☐ Capital structure of the management organization
- ☐ Organization chart of the depositary
- ☐ Document describing the positions and delegations of powers and responsibilities within the department performing the depositary function, as well as a description of the procedures for conducting operations and controls exercised
- ☐ Depositary control plan
- ☐ Letter of acceptance from the custodian
- ☐ Organizational chart of the distributor
- ☐ Document describing the positions and delegations of authority and responsibilities within the department responsible for distribution
- ☐ Presentation of distribution methods
- ☐ Document describing the remuneration arrangements for employees, managers, custodians, and distributors of the UCITS
- ☐ Identification of the stockbroker responsible for executing the manager's orders on the stock exchange

Name of the person responsible for

information: Tel.:

Fax:

Signature:

APPENDIX No. 2
MODEL INTERNAL RULES FOR MUTUAL
FUNDS

Identification of the mutual fund
Date of approval by the CMF

TITLE 1
ASSETS AND UNITS

Article 1: Scope of the internal regulations

The law governing mutual funds sets out the general conditions governing the fund's activities.

These internal regulations are adopted by the board of directors or the management board of the manager and the custodian. They specify the specific conditions for its operation. Their provisions are applicable from the date of the fund's effective establishment.

The board of directors or executive board of the manager and custodian may decide at any time, after consulting the Financial Market Council, to amend these internal regulations. In this case, they are required to notify unitholders of this decision at least one month before it takes effect and to include it in the next regulatory publication in the Financial Market Council's official bulletin.

Article 2: Investment policy

Presentation of the investment policy adopted by the board of directors or the management board of the manager, which defines, on the one hand, the framework within which investment decisions must be made and, on the other hand, the accepted risk limits and the performance objectives assigned to asset management.

Article 3: Co-ownership shares

The rights of co-owners are expressed in units, with each unit corresponding to an equal fraction of the fund's assets. Each unit holder has a co-ownership right to the fund's assets proportional to the number of units held.

The term of the fund is from except in cases of early dissolution or extension as provided for in these regulations.

The initial value is ...

Article 4: Minimum asset amount

Previously subscribed shares may not be redeemed if the original value of the outstanding shares falls to 50,000 dinars. When the original value of all outstanding shares remains below 100, 000 dinars for 90 days, the manager must dissolve the fund.

Article 5: Issue and redemption of units

Subscription and redemption requests must be submitted to

If the subscriber does not have an account, will open one for them at the time of subscription.

Ownership of units in the mutual fund is evidenced by the subscription order confirmation notices issued by ... at the time of each subscription.

A cut-off time for receiving subscription orders will be posted at the premises of Presentation

of subscription and redemption terms

The issue price may be increased by an issue commission, and the redemption price may be reduced by a redemption commission, the rates and allocation of which are set out in the prospectus.

Subscriptions must be paid up in full. They may only be made in cash.

Redemptions are made exclusively in cash. They are settled by the custodian within a maximum of five days.

Article 6: Calculation of the net asset value

The net asset value of the share is calculated in accordance with the accounting valuation rules in force and specified below (specify them according to the portfolio's content).

Article 7: Financial year

The financial year begins on ... and ends on ...

However, as an exception, the first financial year shall include all transactions carried out from the date of the fund's establishment until December 31 of the following year, without the financial year exceeding 18 months.

TITLE 2 OPERATION OF THE FUND

Article 8: The manager

The fund is managed by a manager in accordance with the guidelines defined for the fund.

The manager shall act in all circumstances on behalf of the unitholders and shall be solely responsible for exercising the voting rights attached to the securities included in the fund.

Article 9: The custodian

The custodian shall ensure the safekeeping of the assets included in the fund, execute the manager's orders concerning the purchase and sale of securities and those relating to the exercise of subscription and allocation rights attached to the securities included in the fund. The custodian shall ensure all collections and payments.

The custodian must ensure that the manager's decisions are lawful. Where necessary, the custodian must take any protective measures it deems appropriate. In the event of a dispute with the manager, the custodian shall inform the Financial Market Council.

Article 10: The auditor

An auditor is appointed by the board of directors or the management board of the manager for three financial years.

The auditor reviews the following documents and certifies their accuracy and regularity:

- the inventory of the various assets of the mutual fund drawn up by the manager
- the financial statements of the mutual fund prepared by the manager
- the report on the management of the fund during the past financial year prepared by the

manager. In addition, the auditor is required to:

- to immediately report to the Financial Market Council any event that could jeopardize the interests of mutual funds and unit holders;
- to submit to the Financial Market Council, within six months of the end of each financial year, a report on the audit carried out by them;
- send the Financial Market Council a copy of their report intended, as applicable, for the general meeting of the management body.

Their fees shall be paid by the fund.

Article 11: Accounts and management report

At the end of each financial year, the manager draws up an inventory of the various assets and liabilities, the income statement, the notes to the financial statements, and the fund's financial position, and prepares a report on the management of the fund during the past financial year.

The inventory is certified by the custodian.

The financial statements, the auditor's report, and the manager's report are made available to unitholders at the manager's registered office within a maximum of three months from the end of the financial year. A copy of these documents is filed with the Financial Market Council. A copy is also sent to any unitholder who requests it.

Article 12: Suspension of redemption transactions

Pursuant to Article 24 of the law on UCITS, the board of directors or the management board of the manager may temporarily suspend the redemption of fund units, after consulting the auditor.

This suspension may occur in the following cases, among others:

- exceptional circumstances so require;
- if it is in the interests of the unit holders;
- if the original value of the outstanding units falls to 50,000 dinars. The conditions for suspension must be specified.

Specify the procedures established to fulfill the obligation to inform unitholders.

The CMF and unitholders shall be notified without delay of the decision and the reasons for the suspension decision.

TITLE 3

TERMS AND CONDITIONS FOR ALLOCATING RESULTS

Article 13:

The net income for the financial year is equal to the amount of interest, arrears, dividends, premiums, attendance fees and all income relating to the securities constituting the fund's portfolio, plus the income from temporarily available sums and minus management fees.

Distributable amounts are equal to the net income for the financial year plus retained earnings, plus or minus the balance of income adjustment accounts relating to the financial year ended.

-pure distribution

The result must be distributed to the nearest whole number under the conditions specified in the prospectus. The dividend is distributed within five months of the end of the financial year.

-pure capitalization

Distributable amounts are fully capitalized each year.

TITLE 4
DISSOLUTION AND
LIQUIDATION

Article 14: Dissolution Extension

- If the original value of all outstanding units remains below 100,000 dinars for 90 days, the manager shall inform the Financial Market Council and proceed with the dissolution of the fund.
- If the value of all outstanding units remains below 100,000 dinars for 90 days, the manager shall inform the Financial Market Council and proceed with the dissolution of the fund.
- The manager may dissolve the fund early, subject to approval by the Financial Market Council; it shall inform the unitholders of its decision and, from that date, subscription or redemption requests shall no longer be accepted.
- The manager shall also dissolve the fund in the event of a request for redemption of all units, the termination of the depositary's duties, when no other depositary has been appointed, or upon expiry of the fund's term, if it has not been extended.

The manager shall inform the Financial Market Council by mail of the date and procedure chosen for dissolution. The manager shall then send the Financial Market Council the auditor's report.

The extension of a fund may be decided by the manager in agreement with the custodian. Its decision must be taken at least three months before the expiry of the fund's term and brought to the attention of the unitholders and the Financial Market Council.

Article 15: Liquidation

In the event of dissolution, the custodian, or where applicable the manager, shall be responsible for the liquidation process. To this end, they shall be vested with the broadest powers to realize the assets, pay any creditors, and distribute the available balance among the unitholders in cash.

The auditor and the depositary shall continue to perform their duties until the liquidation operations have been completed.

TITLE 5
DISPUTES

Article 16: Jurisdiction Election of domicile

Any disputes relating to the fund that may arise during its term or upon its liquidation, either between unitholders or between unitholders and the manager or custodian, shall be subject to the jurisdiction of the competent courts.

APPENDIX No. 3
MODEL UCITS PROSPECTUS

This prospectus must be made available to the public prior to any subscription.

1- Presentation of the UCITS

1.1. General information:

- Name of the UCITS
- Indication of the UCITS' name and its previous name, if there has been a change;
- legal form of the UCITS (SICAV or FCP);
- category (mixed, bond, equity, etc.);
- corporate purpose;
- applicable legislation;
- registered office of the UCITS;
- initial capital;
- reference number of the UCITS authorization;
- date of incorporation;
- duration;
- publication in the Official Journal of the Republic of Tunisia;
- commercial register for SICAVs;
- Chairman of the board of directors or the executive board for SICAVs;
- Chief Executive Officer for SICAVs;
- promoter of the UCITS (name and address);
- Manager;
- Custodian;
- institutions designated to receive subscriptions and redemptions (if different from the custodian);
- opening to the public.

1.2. Initial capital and principle of its variation

1.3. Structure of initial capital

1.4. Name, address, and functions of the members of the administrative and management bodies:

- surname, first name;
- positions held within the company, date of commencement of duties, or term of office;
- main activity outside the company during the last three years;
- most significant directorships in other companies;
- for the permanent representative of a legal entity legal entity director, the position held in the company he or she represents must be indicated.

1.5. Statutory auditor

name of the auditor, their address, and the term of their mandate. Specify membership of a group, if applicable.

2. Financial characteristics

2.1. Category

It is the responsibility of the manager to declare the category to which the UCITS belongs from among the options available.

2.2. Investment policy

The prospectus must mention the UCITS' investment guidelines based on its objectives and the types of equity or bond investments.

This section states whether the UCITS intends to hold units or shares in other UCITS.

2.3. Date of commencement of subscription and redemption operations to the public

2.4. Date, frequency, and method of calculating the net asset value

2.5. Place and method of publication of the NAV

2.6. Subscription and redemption prices, issue and redemption fees, and cases of exemption from fees

2.7. places of subscription and redemption

2.8. Recommended minimum investment period

3. Terms and conditions

3.1. Fiscal year-end date

3.2. Original net asset value

3.3. Subscription and redemption conditions and procedures

3.4. Management fees and other charges, and the calculation method used

In the case of performance-based remuneration, the performance indicator must be specified.

3.5. Distribution of dividends

This section indicates the frequency of dividend distributions, if any, as well as the tax regimes applicable to dividend distributions and redemptions of the UCITS' securities.

3.6. Information made available to shareholders and the public

4. Information concerning the manager and the custodian

4.1. Organization of the management of the UCITS

4.2. Presentation of the management agreement

4.3. Conditions under which the management agreement is terminated

4.4. Description of the resources used for management.

4.5. Terms and conditions of remuneration of the manager

4.6. Presentation of the agreement established with the custodian

4.7. Terms and conditions for receiving subscription and redemption requests

4.8. Terms and conditions for account registration

4.9. Settlement deadlines

4.10. Terms and conditions for remuneration of the custodian

4.11. Institutions designated to receive subscriptions and redemptions (if different from the custodian)

5 - Persons responsible for the prospectus and persons responsible for auditing the accounts

5.1 Names and positions of the individuals responsible for the prospectus or, where applicable, for certain parts of it, with mention in this case of the parts concerned.

In principle, this person or these persons are:

- for the SICAV, the president director general or the president of the executive board or the director general ;
- for mutual funds, the chairmen and chief executive officers of the boards of directors of the depositary and the manager or their chief executive officers.

5.2 Certification by the persons referred to in point 1.1 certifying that, to the best of their knowledge and for the part of the prospectus for which they are responsible, the information contained therein is true and accurate and does not contain any false or misleading information. The signature of the person or persons responsible for the prospectus shall be preceded by the following statement:

"To the best of our knowledge, the information contained in this prospectus is accurate (in accordance with current regulations, the articles of association, or the internal rules of the UCITS); it includes all the information necessary for investors to form an opinion on the characteristics of the UCITS, its manager, its custodian, its distributor, its financial characteristics, its operating procedures and the rights attached to the securities offered; it does not contain any omissions that could alter its meaning."

5.3 Name, address, and qualification of the auditor

The auditor's signature is preceded by a statement of the type of work performed. This statement is as follows:

"We have verified the financial information and accounting data contained in this prospectus by performing the procedures we deemed necessary in accordance with professional standards. We have no comments to make on the fairness and regularity of the financial and accounting information presented."

Other information contained in the prospectus and verified by the auditors is indicated.

Where applicable, any reservations made by the statutory auditors are indicated.

5.4 Information policy.

- Name and telephone number of the person responsible for information.

APPENDIX No. 4
UCITS LIQUIDATION FORM

☐ SICAV

☐ FCP

Identification of the UCITS:

Name of the UCITS:

UCITS acronym:

Address:

Date of authorization:

Date of incorporation:

Prospectus approval date

Date of public offering

Commercial register:

Duration:

Reasons for liquidation:

Early dissolution

Termination of the custodian (without replacement)

Number of shareholders < 7 for more than one year for SICAVs

Exceptional circumstances require it

If it is in the interests of the shareholders

If the original value of all outstanding shares remains below 100,000 dinars for 90 days

If the capital of the SICAV remains below 1,000,000 dinars for 90 days Other

Attachments:

☐ The draft information document(s) for shareholders or unit holders ☐

Written confirmation from the custodian that it has been informed of the liquidation

☐ A copy of the minutes of the board of directors' meeting for SICAVs or of the manager's meeting for mutual funds ☐ A copy of the minutes of the extraordinary general meeting for SICAVs

☐ The auditor's report.

Name of the person responsible for the information: Tel.:

Fax:

Signature:

APPENDIX No. 5

START-UP FUND/FCPR APPROVAL FORM

☐ Seed fund ☐ Seed fund benefiting from a simplified procedure ☐
FCPR ☐ FCPR benefiting from a simplified procedure

1. IDENTIFICATION OF THE FUND AND ITS PARTICIPANTS:

1.1 Fund:

Fund name: Fund code:
..... Address:
..... Initial Amount:
..... Original Value:
..... Investors concerned:

1.2 Presentation of promoters:

☐ Natural person ☐ Legal entity

Identification: Address :
..... Tel. :
..... Fax :
..... The promoter⁽¹⁾ is:

☐ Credit institution ☐ Insurance company ☐

Stockbroker ☐ Management company

☐ Other (please specify) Majority
subscriber(s)⁽¹⁾ :

1.3 Custodian:

Identification: Address :
..... Tel. :
..... Fax :
.....

¹ if a legal entity

The depositary is:

- ☐ A bank within the meaning of the law on credit institutions
- ☐ Legal entity registered on the list drawn up by the Minister of Finance

Majority subscriber(s):

1.4 Manager:

Identification: Address:
..... Tel. :
..... Fax:
.....

The manager is:

- ☐ A bank within the meaning of the law on credit institutions
- ☐ A stock exchange intermediary
- ☐ Management company

Majority shareholder(s):

1.5 Distributor(s):

Identification: Address:
..... Other distributors (to
be specified)

1.6 Statutory auditor:

Identification: Address :
..... Tel. :
..... Fax :
.....

2. MANAGEMENT GUIDELINES

3. FUND OPERATING PROCEDURES:

3.1 Allocation of results:

☐ Distribution

☐ Capitalization

3.2 Commissions:

Subscription:

Flat rate ☐ Amount:

As a % of NAV ☐ Proportion:

☐ Exemption

Other (please specify):

Redemption:

Lump sum ☐ Amount:

As a % of NAV ☐ Proportion:

Exemption ☐

Other (please specify):

3.3 Management fees:

Proportion: ☐ excluding tax ☐ Including tax

Basis: tax

Other (to specify) :

Frequency of payment :

3.4 Custodian fee:

Flat rate ☐ Amount:

As a % ☐ Quota: ☐ T H ☐ Including tax

Basis :

Other (please specify):

3.5 Other expenses (please specify):

.....
.....
.....
.....

3.6 Net asset value Date and frequency of calculation

ATTACHMENTS

| CREATION OF A FUND | CREATION OF A FUND BENEFITING FROM A SIMPLIFIED PROCEDURE |
|--|---|
| <input type="checkbox"/> Draft internal regulations <input type="checkbox"/> Agreements concluded between the various parties to the transaction <input type="checkbox"/> Document describing the management approach and purpose of the fund <input type="checkbox"/> Organizational chart of the manager's organization <input type="checkbox"/> Document describing the positions and delegations of authority and responsibilities within the department performing the management function, as well as a description of the procedures for conducting operations and controls <input type="checkbox"/> Capital structure of the management organization <input type="checkbox"/> Organizational chart of the depositary organization• <input type="checkbox"/> Document describing the positions and delegations of powers and responsibilities within the department performing the depositary function, as well as a description of the procedures for conducting operations and the controls exercised <input type="checkbox"/> Plan of control of the Organizational chart of the distributor <input type="checkbox"/> Document describing the positions and delegations of authority and responsibilities within the department responsible for distribution Presentation of <input type="checkbox"/> procedures of distribution | <input type="checkbox"/> Draft internal regulations <input type="checkbox"/> Agreements concluded between the various parties to the transaction <input type="checkbox"/> Document describing the management approach and purpose of the fund |

Name of the person responsible for the information: Tel.:
 Fax:
 Signature:

APPENDIX No. 6 MODEL INTERNAL RULES

(Minimum information to be provided)

The purpose of this appendix is to outline the information that must be included in the internal regulations of the seed fund or FCPR.

Additional information may be added in accordance with the legal, regulatory, and ethical provisions applicable to seed funds or FCPRs.

A seed fund/FCPR governed by the law is established on the initiative of the manager (indicate name, address, and approval number) and the custodian (indicate name and address), referred to as:
... (indicate the name of the fund).

Warnings:

1. The Financial Market Council draws subscribers' attention to the specific risks associated with seed funds or FCPRs;
2. The Financial Market Council draws subscribers' attention to the fact that the net asset value of the fund may not reflect the potential of the assets in the portfolio over the life of the fund and may not take into account possible changes in their value;
3. If the seed fund or FCPR aims to invest in companies belonging to the same group, the following warning is added to that set out in 1: The Financial Market Council also draws the public's attention to the concentration of investments in a single group, which increases the risks, particularly with regard to the growth prospects and liquidity of the fund's portfolio.

Other warnings may be inserted at the request of the Financial Market Council.

TITLE I ASSETS AND SHARES

Article 1: Management policy

State the management guidelines for the seed fund or FCPR.

1.1 Purpose of the fund:

Specify the fund's investment policy with regard to the stage of intervention in companies (venture capital - development capital - transmission capital, etc.), the extent of the planned equity investments (indicate the maximum percentage of equity investment in a specific company), the economic sectors and the size of the companies concerned (turnover, etc.), the geographical areas targeted, the types of financial instruments used (shares, convertible bonds, units, etc.).

If the seed fund or FCPR invests in other funds or entities with a similar purpose, the percentage of the stake envisaged and the selection criteria, in particular the contractual rules for risk sharing between these funds, shall be indicated.

1.2 Principles and rules for protecting the interests of unit holders:

1.2.1 The criteria for allocating investments between portfolios managed or advised by the manager or a related company:

It will be necessary to explain how the seed fund or FCPR is treated in relation to other investment vehicles managed or advised by the manager or by a company linked to it. This will include a description of the partnerships that the manager has established or plans to establish, as well as the methods and criteria used to determine the portfolios managed or advised by the manager or by a company affiliated with the manager. In the event of co-investment, it will be specified whether the seed fund or FCPR is intended to be the largest investor (lead or co-lead).

1.2.2 The rules governing co-investment and co-divestment with portfolios managed or advised by the manager or related companies:

- if the Seed Fund or the FCPR or a portfolio managed or advised by the manager or by a company related to it may hold securities in the same unlisted company, the rules for allocating securities to each of these portfolios will be defined.
- If the manager decides to acquire holdings on behalf of the seed fund or FCPR in a company in which a portfolio managed or advised by the manager or by a company affiliated with the manager is already a shareholder, the rules governing this type of transaction are explained.

Article 2: Fund life and extension Article 3: Co-

ownership shares

Specify that:

- Each unitholder has a co-ownership right to the fund's assets proportional to the units held.
- the type of investors concerned.

Article 4: Subscription of units

Specify:

- the subscription period;
- if subscriptions are no longer accepted above a certain amount, the notice period after which new subscriptions will no longer be accepted, the procedures for notifying institutions and persons marketing the fund and the fund's unitholders, and the rules for executing subscription orders;
- if the subscription period may be closed early, the notice period after which new subscriptions will no longer be accepted, the procedures for notifying institutions and persons marketing the fund and the fund's unitholders, and the rules for executing subscription orders;
- if the subscription period may be reopened, the procedures for informing unitholders;
- the minimum subscription amount (only cash subscriptions are permitted);
- the issue fees (as a percentage, flat fee, progressive or degressive) and the formation costs borne by the fund (amount, basis of calculation, and date of deduction);
- the net asset value at which subscriptions are made.

Article 5: Redemptions of units

Specify:

- that redemptions are made exclusively in cash and that during the liquidation period, no redemptions may be made and that if a holder's redemption request is not satisfied within one year after the expiry of the liquidation period set out in the fund's internal regulations, the fund may require the liquidation of the fund;
- the possible duration of any suspension of redemptions;
- the net asset value at which redemptions are made;
- redemption fees (percentage, flat rate, progressive, or degressive).

Article 6: Transfer of shares

Specify that units are negotiable between holders or between holders and third parties.

Article 7: Valuation rules and calculation of net asset value

Specify:

- the valuation rules;
- the frequency of net asset value calculation (calculation and publication date or event justifying the calculation);
- If the option to calculate an exceptional net asset value is retained and provided that redemptions are possible, indicate that each holder will be informed by mail of the net asset value calculated in this manner (specify the notice period).

Article 8: Distribution of income

Specify the frequency and beneficiaries.

Where applicable, if the calculation and publication date falls on a public holiday, specify the date chosen for calculating the net asset value.

Article 9: Distribution of assets

Specify the terms and conditions and beneficiaries.

**TITLE II OPERATION OF
THE FUND****Article 10: The manager**

Specify:

- that the manager decides on investments, monitors holdings, and divests in accordance with the management guidelines defined in Article 1;
- any delegations;
- whether the managers or employees of the manager are eligible to hold a position as director within the boards of companies in which the fund holds securities ;
- whether or not the manager is likely to act as an advisor to the fund or to companies in which the fund holds securities;

- whether the managers or employees of the manager or persons acting on its behalf may co-invest with the seed fund or the FCPR, specifying the conditions under which they may do so.

Article 11: The custodian

If the fund is subject to a simplified procedure, specify that the depositary ensures that the criteria relating to the capacity of subscribers have been met and that subscribers have received the information required under Articles 110 and 111 of the Financial Market Council Regulation. The depositary shall also ensure that the written declaration referred to in Article 111 of the Financial Market Council Regulation has been made. In the event of a breach of these provisions, the depositary shall inform the Financial Market Council.

Article 12: The auditor Article 13: Advisory

committee (if applicable)

Specify its composition, role, and operating procedures.

TITLE III COSTS RELATED TO THE OPERATION OF THE START-UP FUND or FCPR AND PERIODIC INFORMATION

Article 14: Costs related to the operation of the Seed Fund or FCPR

Specify:

- amount of fees of operation, their basis of calculation and the date of levy ;
- in the case of performance-related remuneration, the benchmark indicator, its calculation method, and its reference period.

Article 15: Financial year Article 16:

Periodic information

Specify the information documents and their frequency (the composition of net assets and the annual accounts) and that these documents are made available free of charge to any unitholder who requests them.

Specify the information contained in the annual report.

TITLE IV DISSOLUTION-LIQUIDATION

Article 17: Dissolution

Specify that the seed fund or FCPR is dissolved following:

- Early dissolution;
- Redemption of all units;
- If required in the interests of the unit holders;
- Expiration of the fund's term;
- A predetermined event specified in the internal regulations occurs;
- Other.

Note that:

- when the fund is dissolved, redemption requests are no longer accepted (in the event that the fund's assets fall below a predetermined threshold);
- the manager shall inform unitholders in advance of the dissolution procedure adopted and the proposed liquidation terms.

Article 18: Liquidation

Note that the fund manager shall make the auditor's report on the liquidation operations available to unitholders.

TITLE V AMENDMENT OF THE BYLAWS

Article 19:

Specify whether the manager has established, in addition to the information requirements defined in the general decision of the Financial Market Council relating to changes in the life of an undertaking for collective investment in transferable securities and the related information requirements, a mechanism for prior consultation with unitholders; indicate the terms and conditions thereof.

TITLE VI DISPUTES

Article 21 Jurisdiction - Election of domicile

Handwritten acknowledgment by the subscriber or purchaser of shares:

- declaring that they are aware that this is a Fund benefiting from a simplified procedure subject to approval by the Financial Markets Authority and that it may adopt exceptional investment rules.
- undertaking to sell or transfer their shares only to investors who meet the conditions set out in the warning.

Signature of the subscriber

APPENDIX No. 7 PROSPECTUS TEMPLATE

This prospectus must be made available to the public prior to any subscription.

Warnings:

1. The Financial Market Council draws subscribers' attention to the specific risks associated with seed funds or FCPRs;
2. The Financial Market Council draws subscribers' attention to the fact that the net asset value of the fund may not reflect the potential of the assets in the portfolio over the life of the fund and may not take into account possible changes in their value;
3. If the seed fund or FCPR aims to invest in companies belonging to the same group, the following warning is added to that set out in 1: " The Financial Market Council also draws the public's attention to the concentration of investments in a single group, which increases the risks, particularly with regard to the growth prospects and liquidity of the fund's portfolio."

1. Presentation of the Fund

1.1. General information:

- Name of the fund;
- Corporate purpose;
- Applicable legislation;
- Registered office of the fund manager;
- Initial amount;
- Fund approval reference;
- Date of incorporation;
- Term;
- Fund promoter (name and address);
- Manager;
- Financial management delegate (if applicable);
- Administrative or accounting management delegate (if applicable);
- Custodian;
- Auditor;
- Institutions designated to receive subscriptions and redemptions;
- Frequency of NAV calculation;
- Open to the public.

1.2. Auditor:

Appointment of the auditor, their address, and the term of their mandate. Specify membership of a group, if applicable.

2. Financial characteristics:

Management approach: Specify the fund's investment policy and the stage of intervention in companies (venture capital, development capital, buyout capital, etc.), the extent of the planned equity investments (maximum percentage of ownership in a specific company), the economic sectors and the size of the companies (turnover, etc.).

If the fund invests in other funds or entities with a similar purpose, the percentage of investment envisaged and the selection criteria, in particular the contractual rules for risk sharing between these funds, shall be indicated.

2.2 Allocation of results:

☐ Distribution ☐ Capitalization

In the case of distribution, the frequency of payments must be indicated.

2.3 Taxation: nature of the tax benefits granted, conditions that must be met by unitholders (natural persons and/or legal entities) in order to benefit from the tax benefits, consequences of non-compliance with these obligations by unitholders (to be specified)

3. Operating procedures:

3.1 Term: also specify whether this term may be extended and indicate the maximum duration of the extension.

3.2 Fiscal year-end date:

3.3 Frequency of net asset value calculation:

Subscriptions:

- subscription period;
- minimum subscription amount;
- issuance fee (as a percentage, flat rate, progressive or degressive) and the formation costs borne by the fund (amount, calculation basis, date of deduction);
- specify the net asset value at which subscriptions are made.

Redemptions:

- any lock-up period for redemptions;
- specify the net asset value at which redemptions are made;
- redemption fee (percentage, flat rate, progressive or degressive).

3.4 Transfers:

- terms and conditions;
- commissions, if applicable (indicate whether the amount is payable by the transferor or the transferee).

3.5 Operating costs:

- the amount of operating costs, their basis of calculation, and their date of collection;
- in the case of performance-based remuneration, the benchmark indicator, its calculation method, and its reference period are indicated.

4. Information concerning the manager and the custodian:

- Organizational structure of the manager;
- Description of the resources used for management;

- Terms and conditions of the manager's remuneration;
- Presentation of the agreement established with the custodian;
- Terms and conditions for receiving subscription and redemption requests;
- Terms and conditions for account registration;
- Payment deadlines;
- Terms and conditions for remuneration of the custodian institution;
- Institutions designated to receive subscriptions and redemptions.

5. Persons responsible for the prospectus

5.1 Names and positions of the individuals responsible for the prospectus or, where applicable, for certain parts of it, with mention in this case of the parts concerned.

In principle, these persons are the chairmen and chief executive officers of the boards of directors of the depositary and the manager or their chief executive officers.

5.2 Certification by these persons that, to the best of their knowledge and for the part of the prospectus for which they are responsible, the information contained therein is true and accurate and does not contain any false or misleading information. The signature of the person or persons responsible for the prospectus shall be preceded by the following statement:

"To the best of our knowledge, the information contained in this prospectus is accurate (in accordance with current regulations and the fund's internal rules); it includes all the information necessary for investor to form an opinion on the characteristics of the fund, its manager, custodian, distributor, financial characteristics, operating procedures, and the rights attached to the units offered. It does not contain any omissions that could alter its meaning.

5.3 Information policy:

- Name and telephone number of the person responsible for information:
- Address of the manager:
- Address of the custodian:
- Address of the institution designated to receive subscriptions and redemptions:
- Place and method of publication of the net asset value:

This prospectus must be provided upon subscription and made available to the public upon request.

The fund rules and the latest periodic document are available from: company name, address (telephone number if applicable).

APPENDIX No. 8

SIMPLIFIED PROSPECTUS TEMPLATE

This prospectus must be made available to the public prior to any subscription.

Warnings:

1. The Financial Market Council draws subscribers' attention to the specific risks associated with seed funds or FCPRs;
2. The Financial Market Council draws subscribers' attention to the fact that the net asset value of the fund may not reflect the potential of the assets in the portfolio over the life of the fund and may not take into account possible changes in their value;
3. If the seed fund or FCPR aims to invest in companies belonging to the same group, the following warning is added to that set out in 1: The Financial Market Council also draws the public's attention to the concentration of investments in a single group, which increases the risks, particularly with regard to the growth prospects and liquidity of the fund's portfolio.

1. Fund Overview

1.1. General information:

- Name of the fund;
- Corporate purpose;
- Applicable legislation;
- Head office of the fund manager;
- Initial amount;
- Fund approval reference;
- Date of incorporation;
- Term;
- Fund promoter (name and address);
- Manager;
- Financial management delegate (if applicable);
- Administrative or accounting management delegate (if applicable);
- Custodian;
- Auditor;
- Institutions designated to receive subscriptions and redemptions;
- Frequency of NAV calculation;
- Open to the public.

2. Financial characteristics:

2.1 Management approach: Specify the fund's investment policy and the stage of intervention in companies (venture capital, development capital, transmission capital, etc.), the extent of the planned equity investments (maximum percentage of ownership in a specific company), the economic sectors and the size of the companies (turnover, etc.).

If the fund invests in other funds or entities with a similar purpose, the percentage of investment envisaged and the selection criteria, in particular the contractual rules for risk sharing between these funds, shall be indicated.

2.2 Allocation of results:

☐ Distribution ☐ Capitalization

In the event of distribution, the frequency of payments must be indicated.

2.3 Taxation: nature of the tax advantages granted, conditions that unitholders (natural and/or legal persons) must meet in order to benefit from the tax advantages, consequences of non-compliance with these obligations by unitholders (to be specified).

3.2 Information concerning the manager and the depositary

Name and registered office of the manager and custodian

Name and registered office of the institutions designated to receive subscriptions and redemptions

4. Persons responsible for the prospectus

4.1 Names and positions of the individuals responsible for the prospectus or, where applicable, for certain parts of it, with mention in this case of the parts concerned.

In principle, these persons are the chairmen and chief executive officers of the boards of directors of the custodian and the manager or their chief executive officers.

4.2 Certification by these persons that, to the best of their knowledge and for the part of the prospectus for which they are responsible, the information contained therein is true and accurate and does not contain any false or misleading information. The signature of the person or persons responsible for the prospectus shall be preceded by the following statement:

"To the best of our knowledge, the information contained in this prospectus is accurate (in accordance with current regulations and the fund's internal rules); it includes all the information necessary for investors to form an opinion on the characteristics of the fund, its manager, custodian, distributor, financial characteristics, operating procedures, and the rights attached to the units offered. It does not contain any omissions that could alter its meaning."

4.3 Information policy:

- Name and telephone number of the person responsible for information:
- Address of the manager:
- Address of the custodian:
- Address of the institution designated to receive subscriptions and redemptions:
- Place and method of publication of the net asset value:

This prospectus must be provided upon subscription and made available to the public upon request.

The fund rules and the latest periodic document are available from: company name, address (telephone number if applicable).

APPENDIX No. 9
LIQUIDATION STATEMENT FOR THE START-UP FUND OR FCPR

☐ **Seed funds** ☐ **Seed fund benefiting from a simplified procedure** ☐

FCPR ☐ **FCPR benefiting from a simplified procedure**

Fund Identification:

Fund Name:
Fund Acronym:
Address:
Date of approval:
Date of establishment:
Prospectus approval date:
Date opened to the public:
Duration:

Reasons for liquidation:

Early dissolution:
Termination of the custodian (without replacement):
Redemption of all shares:
Exceptional circumstances require it:
If it is in the interests of unitholders:
Maturity of the Fund:
A predetermined event in the regulations occurs:
Other:

Attachments:

- The proposed information for unitholders
- Written confirmation from the custodian that it has been informed of the liquidation
- A copy of the minutes of the meeting of the board of directors or the management board of the manager
- The auditor's report.

Name of the person responsible for the information:

Tel.:
Fax:
Signature:

Appendix No. 10
APPROVAL FILE FOR A PORTFOLIO MANAGEMENT
COMPANY ACTING ON BEHALF OF THIRD PARTIES

I - Application summary sheet:

1 - Purpose of the application:

Name of the company for which approval is sought:

Person(s) responsible for the approval file:

Last name:

Signatory's position:

Address:

Phone:

Signature:

Nature of the application for approval:

Approval of a management company

Modification of the activity program

2 - Scope of the program of activities:

Type of management:

- Individual management

- the management of open-ended investment companies and mutual funds created by Article 1 of the OPC Code promulgated by Law No. 2001-83 of July 24, 2001, as supplemented by subsequent texts

- the management of venture capital mutual funds created by Article 22 bis of the OPC Code promulgated by Law No. 2001-83 of July 24, 2001, as supplemented by subsequent texts, and seed funds created by Article 1 of Law No. 2005-58 of July 18, 2005-58 of July 18, 2005

II - Company characteristics: 1 -

Identity:

Address:

2 - Shareholders:

Share capital:

Amount:

Breakdown of capital:

Capital ties

3 - Management company executives:

Specify:

For corporate officers:

- their identity
- the name of their permanent representative (for legal entities) For executives:
- their identity
- their date of appointment and the term of their mandate

The following must be mentioned:

- for a public limited company with a management board and a supervisory system:
 - * the chairman of the supervisory board
 - * the other members of the supervisory board
 - * the Chairman of the Management Board
 - * the other members of the management board
- for a public limited company with a board of directors:
 - * the Chairman of the Board of Directors or the Chief Executive Officer
 - * the other members of the board of directors
 - * in the event of separation of the functions of Chairman of the Board of Directors and Chief Executive Officer: the Chief Executive Officer

4 - Persons determining the company's direction:

For each person who determines the direction of the company, specify:

- their identity

For individuals not mentioned in 3:

- their date of appointment as a person determining the direction of the business
- the term of their mandate in this capacity
- the exact nature of the functions performed in the management company
- the terms of their appointment (minutes, etc.)

III - Activity program of the management company:

1 - Description of the management company's activities

The file describes the project to develop portfolio management activities on behalf of third parties. Where the company already carries out portfolio management activities on behalf of third parties, the file distinguishes between the current scope of the activity and the development projects (in the case of updates to the activity program).

The file outlines the characteristics of the portfolio management activity to be carried out on behalf of third parties.

- Detail the type of management carried out:
 - collective management, specifying the categories of UCITS;
 - individual management.
 - Private equity
- Specify the markets in which the company will operate as part of its management activities (listed market, alternative market, money markets, bond markets, etc.).

Business plan and clientele

The file explains how the management company intends to conduct its commercial activity. In particular, it details:

- Customer base: the type of customer base targeted (institutional/individual, resident/non-resident, etc.) and, where applicable, any anticipated changes in this area;
- Commercial policy:
 - methods of approaching customers, for example:
- Direct prospecting,
- Indirect prospecting,
- the process of meeting, informing, and advising clients on their financial situation, investment experience, objectives, and acceptable risk limits in the context of asset management.
- The business volumes envisaged over three years:
 - the assumptions made regarding the amount and evolution of these volumes,
- assets under management and the number of UCITS/accounts managed, distinguishing between:
 - Collective management and discretionary management,
 - The type of clientele targeted,
 - Assets managed directly, by delegation of financial management;

2 - Description of the management company's human and technical

resources Human resources

The file outlines the human resources that the company will have at its disposal to carry out its activities. The profiles of the managers of the main activities envisaged, the main financial managers, and the head of control and internal auditor are attached to the file.

In particular, it details:

- The chosen organizational structure, providing an organizational chart of the company that specifies:
 - the reporting lines;
 - the roles of these individuals.
- Which staff will be assigned to portfolio management activities on behalf of third parties, specifying whether the individuals will be:
 - employees of the company;
 - seconded or made available by an entity belonging to the same group as the company. In this case, provide a template of the secondment or assignment agreement.
- For each activity of the management company:
 - The profile of the person(s) responsible for this activity;
 - the number of persons supervised by each of these persons.
 - The profile and role of the person responsible for managing the company's own funds;

The file specifies, in particular, the number of persons assigned to the financial, administrative, and/or accounting management of portfolios and UCITS.

- For the control manager and internal controller:
 - The profile of the manager;

- their reporting line;

- With regard to staff remuneration arrangements, the file specifies whether the remuneration of managers and sales managers includes a variable component.

Material resources, data storage methods, and management tools

The application must set out the material resources, in particular the management tools, that the management company will have at its disposal to carry out the planned activities. The information provided must demonstrate that the material resources are adequate for these activities. The data storage procedures must also be specified.

The file details

- If the company uses specific IT tools:
 - their name,
 - their origin (proprietary model, rental, and any links with the management company, etc.),
 - their functionalities (portfolio monitoring, simulation or calculation of the net asset value of UCITS, consultation of positions, monitoring of management profiles, compliance with management constraints, etc.),
 - their potential limitations (particularly in terms of automated control),
 - the methods used to feed the underlying databases,
 - the methods for storing these databases.
- IT security procedures and tools (access to data and systems, network security, audit trails, backups, etc.) in relation to security objectives;
- The methods used to classify and store information (frequency, format, location, duration);
- Whether there is an IT link with the custodian account keeper(s) and/or custodian(s). If no such link is provided for, the file shall describe the measures taken by the management company to compensate for this absence.

Business premises

The file indicates which business premises the company will have at its disposal. It specifies whether the company will share these premises with other entities.

3 - Terms and conditions for providing portfolio management services on behalf of third

parties Financial management

The application file describes the terms and conditions adopted for the financial management of assets managed on behalf of third parties. In particular, it specifies, where applicable, a distinction between the various activities of the management company (collective management/discretionary management, private equity, etc.):

- Exhaustively, the information provided in the "activity" section of the application:
 - the markets in which the company operates as part of its management activities (stock market, alternative market, money markets, bond markets, etc.),
 - The methods used to determine the investment strategies pursued (for discretionary management and collective management), in particular the procedure for determining these strategies based on the client's situation, investment experience, objectives, the types of management or markets they wish to see used, and the limits they have set in terms of risk (acceptable level of loss) and investment horizon (investment horizon);
 - The investment decision-making process and procedures, in particular:
 - if investment committees exist: list of participants, types of decisions, frequency, traceability of decisions;

- sources of information;
- The characteristics of the financial management practices used, for example:
 - methods for determining strategic and tactical allocations in managed portfolios;
 - methods for selecting investments (e.g., choice of securities, selection of UCITS);
 - the measurement of the performance of managed portfolios;
 - the human and technical resources used.

The procedures for executing and monitoring orders

The file explains how orders relating to securities will be executed and monitored as part of portfolio management activities on behalf of third parties.

In particular, it details:

- With regard to the selection of intermediaries, custodians and, in general, entities involved in the execution and monitoring of orders:
 - the selection criteria and procedures,
 - where applicable, the entities selected or considered, specifying whether these entities are related to the company,
 - agreements or draft agreements
- The order process, presented in the form of an annotated diagram;
- The order placement procedure. This procedure specifies in particular:
 - how the company is able to justify in detail the origin, transmission, and execution of orders (methods for storing order history, transmission to the custodian, etc.);
 - the procedure for allocating grouped orders (allocation methods, specify the allocation methods in the event of partial execution of grouped orders, etc.);
- The procedure for recording of orders after their execution in specifying the recording media (trade confirmations, etc.);
- Procedures for monitoring portfolios, particularly with regard to risk limits and regulatory constraints, UCITS ratios, etc. In this regard, the file includes a detailed description, for individual and collective management, of the various tools/methods used to monitor legal, regulatory, and internal constraints:
 - identifying the person responsible for monitoring these constraints (first level);
 - specify the calculation rules for each of the regulatory ratios (risk diversification ratio, liquidity ratio, other securities ratio, UCITS ratio, etc.);
 - specify how the ratios are monitored (issuers and risks);
 - in the case of internal limits (contractual ratios): specify whether the restrictions apply to each UCITS individually, to all UCITS combined, etc.
- The procedures for determining the net asset values of UCITS and for determining the rules for monitoring risks and valuation;
- for private equity, the rules governing the allocation of investments between managed portfolios, the rules governing co-investments and co-divestments, and the procedures relating to the provision of services by the manager or companies affiliated with it.

The general terms and conditions of management delegation

In the event of management delegations, the file sets out the general conditions of these delegations.

In particular, it includes a description of the characteristics of the delegations:

- the scope of the delegated services,
- a description of the services provided by the delegatee
- the characteristics of the establishments delegates (name, status, group of affiliation, country where headquarters are located, quantitative and qualitative resources, brief presentation),
- the method of remuneration for delegates,

- the procedures for informing the company by the delegates, particularly in the event of malfunctions or anomalies,
- the controls put in place by the delegating authority and their frequency, in particular to verify the delegatee's compliance with legislative and regulatory provisions,
- the conditions for revocation,
- the duration of the contract,
- the applicable law,
- delegation contracts or, failing that, draft contracts.

4 - Control measures

The file outlines the means and procedures put in place by the company to monitor its activities and those of its intermediaries and custodians.

In addition to the information provided in the "Human Resources" section, it details in particular:

- The first- and second-level control procedures implemented in the context of collective management (UCITS), individual management (mandates) and, where applicable, the use of management delegation (administrative and accounting);
- The work program for compliance and internal control (nature and frequency of the various controls).

In addition, the file outlines the ethical measures taken by the company.

In addition to the information provided in the "Human Resources" section, it details in particular:

- The conditions for implementing and monitoring ethical provisions: measures implemented to comply with legal and regulatory provisions, in particular ethical provisions relating to employees' personal transactions, measures adopted by the management company to avoid conflicts of interest (in particular the variable remuneration arrangements for managers);
- The scope, frequency, and operating procedures of ethical controls;
- The provisions relating to vigilance in the context of obligations to prevent money laundering.

The system implemented within the management company should be described (procedures for identifying the beneficial owner of the transaction, procedures for monitoring transactions, training and information provided to staff on this subject, etc.).

The file includes the management company's code of ethics.

5 - Statutory auditors

The file shall include the names and addresses of the management company's auditors.

6 - Forecast accounts

The file includes:

- Provisional figures for three financial years of the management company's activity,
- Justification of the forecast figures used (assumptions made),
- For existing companies, the certified balance sheet and income statement for the previous financial year.

7 - Other information

The management company's shareholdings

The file sets out the company's current or planned shareholdings. In

particular, it specifies, where applicable:

- Capital ties,
- The activities of the companies owned,
- Shared management and staff, shared resources.

An organizational chart of the group showing direct and indirect shareholdings and ownership percentages is

attached to the file.

Information for clients

The file describes what the management company plans to implement with regard to financial information intended for customers or disseminated to the public.

In particular, it specifies:

- The means used (letters, management reports, internet/extranet, etc.);
- The frequency and nature of the information provided.

IV - Appendices to the standard approval file:

The approval file includes:

- A program of activities for each of the services that the management company intends to provide, specifying the conditions under which it plans to provide the services concerned and indicating the type of operations envisaged and the structure of its organization.
- Information on the members of the supervisory board, board of directors, and executive board (articles of association; CVs).
- A copy of the draft articles of association;
- A provisional list of founding shareholders;
- The curriculum vitae of shareholders holding more than 10% of the company's capital and that of the company's executives;
- CVs, criminal records, and certificates of non-bankruptcy for individuals determining the direction of the business.
- The profiles of the main financial managers.
- The profile of the compliance officer and internal auditor.
- A detailed organizational chart of the management company.
- A detailed diagram of the order transmission process.
- Management agreement templates (by type of management).
- A code of ethics.
- A manual of compliance and internal control procedures. To be provided, where

applicable:

- A draft delegation agreement.
- A draft lease agreement.
- An organizational chart of the group and explanations of the management company's position in relation to the other companies belonging to its group.

Once approval has been granted, the management company must provide the CMF with

- A copy of the duly registered articles of association;
- A copy of the minutes of the constituent general meeting;
- A copy of the minutes of the first board meeting;
- The subscription and payment declaration;
- The list of shareholders;
- The CVs of the financial managers.
- The CV of the head of control and the internal auditor.

To be provided, where applicable:

- The delegation agreement.
- The lease agreement.